



IN THE MATTER of RATHKEALE OLD BOYS ASSOCIATION INCORPORATED

I, BRUCE TOSSWILL of Porangahau, Farmer do solemnly and sincerely declare as follows

1 THAT I am the President of the Society and am authorised to make this declaration

2 THAT the rules of the Society have been altered by the adoption of the set of rules marked "A" annexed hereto and such alteration has been made in accordance with the rules of the Society

AND I MAKE this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957

DECLARED at *Waipukurau* *B. C. Tosswill*  
this *29<sup>th</sup>* day of *January* *1997*  
~~1996~~  
before me

A Solicitor of the High Court of New Zealand

HUGH EDWARD STAPLES HAMILTON  
Solicitor  
Davidson Armstrong & Campbell  
Waipukurau

*brwrathkde/jmd/9*



IN THE MATTER

of RATHKEALE OLD BOYS  
ASSOCIATION  
INCORPORATED

IT IS RESOLVED on the 19 day of November 1996 that

1 THE existing rules of the Society be altered by the adoption of the rules presented to the meeting and marked with the letter "A" attached hereto

Moved IAN DRYSDALE .

Seconded BRUCE TOSSWILL .

Carried Unanimously/by two thirds majority

B.C. Toswill  
President

[Signature]  
Vice President

[Signature]  
Secretary / TREASURER

\_\_\_\_\_  
Treasurer



These are the rules of the "A"  
Society referred to in the  
affidavit of Bruce Tosswill of Porangahau  
fama declared before me this 29th day  
of Jan, 1997

## RULES OF THE RATHKEALE OLD BOYS ASSOCIATION INCORPORATED

HUGH EDWARD STAPLES HAMILTON  
Solicitor  
Davidson Armstrong & Campbell  
Wellington

### 1 Name

The name of the Society is the Rathkeale Old Boys Association Incorporated ("the Society")

### 2 Objects

The objects for which the Society is established are

- 2.1 To advance the welfare and development of Rathkeale College
- 2.2 To initiate and carry out projects for the improvement of the physical and culture amenities of Rathkeale College
- 2.3 To foster social contact between Rathkeale College old pupils
- 2.4 To hold, raise and administer funds for carrying out the objects of the Society
- 2.5 To carry on any other object which is capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the objects of the Society

### 3 Membership

3.1 Any person who has been a pupil at Rathkeale College for at least a period of six months shall be eligible to apply for membership of the Society

3.2 **Admission to membership:** Every application for membership shall be made on the prescribed form and, in the case of individual membership, shall be accompanied by the entry fee currently in force

- (a) Every applicant for membership shall forward with his or her application, the full amount of the life subscription or it may be paid upon receipt of the last disbursements account issued by the College when the student leaves same
- (b) The Committee shall consider each application and shall either grant such application or refuse such application without being required to state any reason for such refusal
- (c) The Secretary shall advise every newly elected member of his or her election by letter sent not later than seven days following the date of election
- (d) Any person, upon the recommendation of the Committee, may be elected at any meeting of the Society to be an honorary life member of the Society. An honorary life member shall be entitled to vote at meetings and hold office in the Society, but shall not be required to pay any subscription

3.3 **Termination of membership:** Membership may be terminated in any of the following ways

- (a) Any member may resign his or her membership at any time by notice in writing delivered personally or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Society, but no such resignation shall relieve the member from payment of any moneys then due by him or her to the Society



- (b) Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, shall be expelled from membership
- (c) Any member infringing any by-law or regulation or misconducting himself or herself shall be answerable to the committee who may at their discretion either fine such a member or may suspend such member or may by a majority of not less than 75% of the votes, decide that such member be required to furnish to the committee within three days his or her resignation as a member of the Society and that failing the receipt of such resignation, he or she shall cease to be a member of the Society

#### **4 Subscriptions**

- 4.1 Life subscription:** The life subscription shall be determined by the Committee
- 4.2 Payment:** All subscriptions shall be payable on admission
- 4.3 Failure to pay:** Any member failing to pay his subscription within three months from admission, may be struck off the register of members by resolution of the Committee
- 4.4 Levies:** In addition to the annual subscriptions payable to the Society, every individual member and provisional member of the Society may be required to pay a levy to assist in funding any special project which the Society may agree to undertake on the recommendation of the Committee

#### **5 Management**

- 5.1 The Committee:** The affairs of the Society shall be managed by a Committee comprising the President, Vice President and a maximum of 10 individual members of the Society to be elected annually at the Annual General Meeting of members
- 5.2 Eligibility and nominations:**
  - (a) Any individual member, other than an honorary member, shall be eligible for election to the Committee except that no member who, at the time of nomination, has been under any financial liability to the Society for a period of at least two months, shall be eligible for election
  - (b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary not less than 48 hours prior to the date of the annual general meeting
  - (c) Every existing member of the Committee shall be eligible for re-election and be deemed to be nominated, unless he or she has previously signified to the Secretary in writing a desire not to seek re-election
  - (d) If in any year the number of members nominated for the Committee is not more than 10, the persons so nominated shall, at the annual general meeting, be declared the elected members of the Committee for the ensuing year

# RULES OF THE RATHKEALE OLD BOYS ASSOCIATION INCORPORATED

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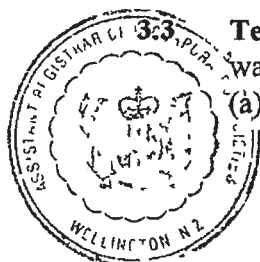
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  - (d) If in any year the number of members nominated for the Committee is not more than 10, the persons so nominated shall, at the annual general meeting, be declared the elected members of the Committee for the ensuing year



- (e) If in any year the number of members nominated for the Committee exceeds 10, the candidates to be elected to the Committee shall be determined by a ballot held at the annual general meeting
- (f) If in any year the number of members nominated for the Committee is less than 10, those nominated shall be deemed to be elected to the Committee at the annual general meeting. At that meeting, the Chairperson shall invite nominations for the remaining positions on the Committee and, if an election is necessary, a ballot shall be held
- (g) Any vacancies on the Committee following an election under Rule 5 2(f), shall be filled by the Committee

**5.3 Vacancies on Committee:** Any vacancy occurring on the Committee between one Annual General meeting of the Society and the next may be filled by the Committee. A person appointed to fill such vacancy shall retire at the next annual general meeting and be deemed to be renominated in terms of Rule 5 2(c)

**5.4 Sub-committees.**

- (a) The Committee may appoint sub-committees from among its members (or from among other members of the Society who are not members of the Committee) and
  - (i) may fix the quorum,
  - (ii) may delegate any of its powers to such sub-committees, and
  - (iii) may make rules for regulating the proceedings of the sub-committees
- (b) The role of a sub-committee shall be to undertake special projects, eg, the organisation of Society competitions, on behalf of the Committee to which it shall report
- (c) The President shall be an ex-officio member of all sub-committees. A member of the Committee shall be chairperson of a sub-committee
- (d) Each sub-committee shall have the right to co-opt, as it thinks fit, such member or members of the Society not exceeding three to be a member or members of such sub-committee. A co-opted member shall have the same rights as an ordinary member of a sub-committee



**6 Officers and their elections**

**6.1 Officers:** The officers of the Society shall comprise a President, a Vice President, a secretary and a treasurer. The office of secretary may be held by a paid executive and, if the Committee so decides, it may be combined with the office of treasurer

**6.2 Election:** The President and the Vice President shall be elected annually at the annual general meeting

**6.3 Secretary & Treasurer:** The Secretary and the Treasurer (or a Secretary-Treasurer) shall be appointed by the Committee

**7 The Committee**

**7.1 Meetings:**

- (a) The Committee shall meet at such times and places as the Committee by a majority shall determine or upon direction of the President
- (b) The day and time of each monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit
- (c) At any meeting of the Committee the President, if present, shall preside. In the absence of the President from any meeting, the Vice President shall preside. In the absence of both the President and Vice President, the members present shall elect one of their number to chair the meeting
- (d) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also
- (e) 30% of the members personally present at the beginning of, and throughout the meeting shall form a quorum

**7.2 Powers of committee:** Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers

- (a) It shall be responsible for the management of the affairs of the Society including the control and investment of the Society's funds
- (b) It may make by-laws and regulations for the internal conduct of the Society and engage such staff as may be necessary for the conduct of the Society
- (c) It may build, purchase, lease, rent, hold and/or furnish any building or premises for the use of members of the Society and may from time to time dispose of some or any part of it
- (d) It may make and give receipts, releases and other discharges for moneys payable to the Society and for the claims and demands of the Society
- (e) It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Society
- (f) It may invest and deal with any money of the Society upon such security and in such manner as it thinks fit, and it may from time to time vary such investments
- (g) It may adopt and give effect to a scheme for the payment of pensions or other retiring allowances to employees of the Society





- (h) It may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Society (whether present or future) and to purchase, redeem or pay off any such securities
- (i) It shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of members
- (j) It shall ensure that proper books of account are kept by the Treasurer who shall present a monthly financial statement to the Committee and an annual statement of income and expenditure, together with a balance sheet to the members at the annual general meeting
- (k) It shall exercise all the rights, powers and duties which under these Rules are required to be performed by the Committee
- (l) It shall do such other things which the Committee believes are required to be done in connection with advancing the objects of the Society

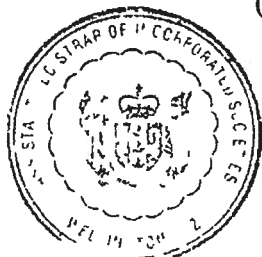
## **8 Meetings of members**

**8.1 Business:** An annual general meeting of the members of the Society shall be held within six months of the end of the financial year of the Society in each and every year. The business of the annual general meeting shall be to receive and consider

- (a) the report of the Committee on the affairs of the Society for the past financial year,
- (b) the accounts made up to the previous thirtieth day of June, such accounts to be prepared by the Society's accountant,
- (c) the election of a President and Vice President in accordance with Rules 5 2 and 6 2,
- (d) the election of the Committee comprising ten members in accordance with Rule 5 2, and
- (e) the appointment of an accountant for the ensuing year

## **8 2 Motions and special meetings:**

- (a) A member wishing to bring any motion before the annual general meeting shall give written notice to the Secretary of the Society at least one month preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting, except it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the Rules
- (b) A special, or extraordinary, general meeting of members may be called by the Committee at any time and shall be called at the written request of ten financial members of the Society. Such a meeting shall have the same powers as an annual general meeting



**8.3 Notice:** Notice of a general meeting shall be given to members in writing at least fourteen clear days before the date of such meeting or shall be given by publication in the Wairarapa Times Age at least 7 clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting and the type of meeting PROVIDED HOWEVER the notice in the Wairarapa Times Age shall not be required to state the business to be discussed at the meeting.

**8.4 Procedure:**

- (a) Ten members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
- (b) The President, and in his or her absence, the Vice President, shall be chairperson of a general meeting. In the absence of both the President and Vice President, the meeting shall elect a chairperson for that meeting.
- (c) Voting shall be on the voices unless a show of hands or a poll is called for. The chairperson shall not have a second or casting vote in addition to his or her deliberative vote.
- (d) Resolutions passed at any general meeting shall be by a majority of the members present and shall be conclusive and binding on all members of the Society whether present at the meeting or not.

**9 Finance**

**9.1 Money on account:** All moneys received on account of the Society shall be paid into the account of the Society with its bankers and shall be acknowledged by an officer or a paid employee of the Society.

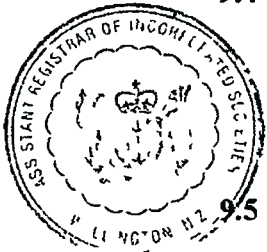
**9.2 Cheques:** All cheques drawn upon the bankers of the Society shall be signed in such manner and by such persons as the Committee shall from time to time determine.

**9.3 Endorsement.** Cheques or other negotiable instruments paid or payable to the Society's bankers for collection requiring the endorsement of the Society may be endorsed by such person or persons as the Committee shall from time to time appoint.

**9.4 Account books:** The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Society, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the Committee.

**9.5 Financial year:** The financial year of the Society shall be from the first day of July in one year to the thirtieth day of June in the next year.

**9.6 Annual Accounts:** Once at least in every year the accounts of the Society made up to the thirtieth day of June preceding shall be prepared and the account shall be printed and made available to members at the annual general meeting. The accountant shall be appointed at the annual general meeting and shall be a member of the New Zealand Society of Chartered Accountants.



**9.7 Filing requirements:** The Secretary shall file with the Registrar of Incorporated Societies within seven days after the annual general meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908

**10 Alteration of rules**

**10 Alteration:** The rules of the Society may be altered, added to or rescinded at any general meeting or at a special general meeting of the Society Any proposed repeal or alteration of or addition to these rules or any of them shall be presented by or on behalf of the Committee or by any member of the Society pursuant to a written Notice of Motion forwarded in writing by that member to the Secretary and shall require the support of two thirds of the votes of the members present and voting at such special or general meeting PROVIDED however no addition to or alteration of the pecuniary profit rule or the winding up rule shall be approved without the Inland Revenue Department's approval

**11 By-laws**

**11.1 Making by-laws:** The Committee shall have power to make, alter or rescind by-laws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Society

By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members pursuant to Rule 8 2(b)

**11.2 Inspection:** A copy of the rules and by-laws and regulations for the conduct of the Society shall always be open to inspection by members

**12 Common seal**

The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society The Society shall execute any document pursuant to a resolution of the committee passed for that purpose by affixing the common seal in the presence of two members of the committee

**13 Winding up**

The Society may at any time be wound up by the resolution of a two thirds majority of the financial members present at any general meeting of the Society provided the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other organisation having objects similar to the objects of the Society and which shall prohibit the distribution of its income and property among its members to the extent at least as great as is imposed on this Society, or in default thereof, by a Judge of the High Court of New Zealand Notice of the passing of such resolution shall be given by the committee to the Registrar of Incorporated Societies

**14 Personal Pecuniary Benefit**

**14.1** No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage Except where that income, benefit or advantage is derived from



- (a) Professional services to the Society rendered in the course of business, charged at no greater rate than current market rate, or
- (b) Interest on money lent at no greater rate than current market rates

## 15 Indemnity

**15.1 Indemnity:** The members of the Committee, Accountant and Secretary and other officers shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default

**15.2 Limitation of liability:** No member of the Committee, Accountant, Secretary or other officer shall be liable for the acts or defaults of any other member of the Committee, Accountant, Secretary or other officer, or for any loss or expense happening to the Society, unless the same happen from his or her own wilful default

## 16 Gifts on Trust

The Society may accept and receive any gift, bequest or devise of any money or property in trust for all or any of the purpose of the Society, and may execute and administer any Trust of such monies or property in accordance with the provisions of the instrument constituting such Trust, and may exercise with reference to such Trust all the powers and authorities given to or vested in the Society and Committee by these rules so far as the same are or can be made applicable to the administration of such Trust Separate books of account in relation to the Trusts may be kept by the Society if the Committee deem that appropriate

## 17 Interpretation

The following words and expressions used in these Rules have the meanings set out below unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say

"The Society" shall mean the Rathkeale Old Boys Association Incorporated

"Month" shall mean calendar month

Words importing only the singular number shall include the plural number and vice versa

"The Committee" shall mean the Committee of the Society as elected in accordance with these Rules

"In writing", "printed" and "written" shall include handwriting, printing, lithography, telex, telecopier, facsimile and other modes of representing or reproducing words in a visible form

Words importing persons shall include corporations

