



**RULES
OF THE
WESLEY COLLEGE OLD
STUDENTS' ASSOCIATION
INCORPORATED**

DEFINITIONS:

a) In these rules

'Annual General Meeting'	means the meeting of the Association that takes place each year on a fixed date.
'Branch'	means a branch of the Association formed in accordance with Rule 14 (a).
'District'	means the territorial jurisdiction of a Branch awarded to it by the Executive Committee.
'Executive Committee'	means the executive committee of the Association as more particularly described in Rule 7(a)(i).
'Foundation'	means The Wesley College Foundation.
'Honorary Life Members'	means a member of the Association who has been elected in accordance with the provisions of Rule 12(a)(ii).
'Honorary Members'	means an employee of either of the School Board or Trust Board who is a member of the Association.
'Life Members'	means a member of the Association who pays a one-off subscription fee.
'Old Student'	means past students of the School.
'Principal'	means the Principal for the time being of the School.
'President'	means the office of President of the Association elected each year.
'Rules'	means the rules of the Association set out in this document as amended from time to time.
'Scholarships'	means a financial grant awarded by the Association in accordance with Rule 6.
'Scholarship Fund'	means monies maintained by the Association for the purpose of awarding Scholarships.
'School'	means Wesley College, Paerata Road, Paerata, New Zealand.
'School Board'	Means the School Board of Wesley College
'Secretary'	means the office of Secretary of the Executive Committee elected each year.
'Special General Meeting'	means any meeting of the Association that is called other than the Annual General Meeting.
'Staff'	means a current or previous employee of either the School Board or Trust Board
'Treasurer'	means the office of Treasurer of the Association elected each year.
'Trust Board'	means the Trust Board of Wesley College.
'Vice President'	means the office of Vice President of the Association elected each year.

- b) In these Rules, a plural number includes the singular number and vice versa and words importing any gender shall include all other genders.

1. Name

The name of the Association shall be the 'Wesley College Old Students' Association Incorporated'.

2. Motto and Crest

- a) The motto of the Association shall be "**Fide Litteris Labore**" and the Crest shall be that used by the School including the words WCOSA.
- b) The Association from time to time will authorise the use of the Association's name, motto & crest.

3. Colours

The colours of the Association will be the School colours.

4. Objectives of the Association

The objectives of the Association shall be:

- a) To ensure the Treaty of Waitangi is integrated into the objectives and powers of the Association and to ensure the special character of the school reflects the aspirations of Māori.
- b) To promote an active interest in the welfare of the School among the Members, and to do anything which may contribute to the welfare of the School or the Association.
- c) To execute and undertake any trusts which the Association or its Executive Committee considers beneficial to its objectives, and to appoint a trustee or trustees pursuant to Rule 5(1) in respect of any trusts created by the Association.
- d) To provide Scholarships from the Scholarship Fund either competitive or selective, of such amount and subject to the conditions set out in Rule 6 and such other conditions as the Association or the Executive Committee decides.
- e) To provide assistance other than Scholarships for students whether individually or collectively, at the School as the Executive Committee may decide.
- f) To appoint a Trustee to represent the Association on The Wesley College Foundation.
- g) To take any other action the Association considers beneficial to achieving any of the objectives.
- h) To explore and provide opportunities for former students to maintain regular ongoing contact with each other – and the School.
- i) To explore and provide opportunities to celebrate the exploits, successes and achievements of former students - to help provide inspiration to past, current and future students, and foster pride in

their association with the School.

5. Powers of Association

The powers of the Association are as follows:

- a) To invest any monies of the Association not required for immediate use in such securities or on such deposit as the Executive Committee may from time to time deem safe and desirable, with power from time to time to vary investments for others of a like nature.
- b) To acquire any authority, right, privilege, concession, contract, or charter which the Association may decide is beneficial to any objectives of the Association from any central or local Government body, Company or person, and to accept, make payments under, carry out, exercise, and comply with such arrangement, authority, right, privilege, concession, contract or charter.
- c) To sell, lease, exchange, bail, grant licenses, or otherwise deal with or dispose of the Association's undertakings, or any property or interest in any property, rights, concessions, or privileges belonging to the Association, for such consideration or premium or upon such terms as the Association may decide.
- d) To construct, maintain, alter, improve, enlarge, demolish, remove, or replace, manage, and control any buildings or works on the property of the Association, which the Association considers likely to indirectly or directly advance the Association's interests and objectives.
- e) To purchase, lease, exchange or otherwise acquire any real or personal property, rights or privileges, and lease, sell or exchange or otherwise dispose of such property rights or privileges (including the power to subdivide), and in such case to make such terms and considerations as to payment thereof as the Association may think fit.
- f) To borrow or raise money upon mortgage of the real or personal property of the Association or any part or part thereof, or upon debentures of the Association, to issue debentures charging the whole or any part of the assets of the Association, and to execute mortgages to secure such debentures, or to borrow with or without security.
- g) To execute any deeds and documents the Association considers necessary to give effect to its objectives and required to exercise its powers.
- h) To make a common seal for the Association and make rules for its safe-keeping and use.
- i) To keep accurate and timely financial records showing revenues, expenditures, assets, liabilities, and reserves of the Association. The Executive Committee will nominate at least three of its Members to be signatories to operate the Association's bank account.
- j) To promote social activities for the benefit of the Association or the School.
- k) To permit and promote the formation of Branches in accordance with Rule 14.
- l) To appoint by Deed one or more trustees (including a Trust Board incorporated under the provisions

of the Charitable Trusts Act, 1957, with power to apply for incorporation of any such Trust Board) to act as trustee of all or part of the capital funds held by the Association from time to time. The Association may also pay and transfer to the trustee the monies and investments representing the capital funds to be held by the trustee upon trust to manage and invest the same as may be directed by the Association by Deed. The Deed shall provide for the following:

- i. Investment and management by the trustee of the capital funds of the Association;
 - ii. Payment of the net annual income arising from the investment of the capital funds to the Association or to the Executive Committee for all or any of the purposes of the Association or as otherwise provided by the Deed;
 - iii. Appointment of one or more Advisory trustees;
 - iv. Any other provisions as the Association or the Executive Committee decide.
- m) To do anything the Association believes may be incidental or conducive to the attainment of any of the objectives or the exercise of any of the powers.
- n) To ensure all its activities include special provisions for Māori and align with aspirations of the Kingitanga.
- o) To ensure special provision is made in all Association activities and scholarships for those who are disabled.

6. Scholarships

- a) The Association will set up a reserve fund to be known as the Scholarship Fund, the income from which will be used to fund the scholarships awarded in accordance with Rule 6(c).
- b) The Executive Committee will provide guidelines for this scholarship to the Principal who will make recommendations to the Association executive.
- c) Each applicant for a Scholarship:
 - i. Must apply in writing to the Principal for a Scholarship;
 - ii. Must be a past, present, or prospective pupil of the school;
 - iii. Priority may be given to a child, grandchild or a descendent of an Old Student;
 - iv. May be either a day or boarding pupil;
 - v. Must demonstrate in their application a potential for positive development;
- d) The Principal shall on receipt of the applications for the scholarship:
 - i. Will confirm that the applicant meets the criteria set out in Rule 6(c);
 - ii. Decide which of the applicants is recommended to receive a scholarship and the amount of that scholarship;

- iii. Recommend the duration of the scholarship;
- e) The Scholarship must be utilised by the successful applicant at the School or for the agreed purposes outlined by the Association.
- f) The Association reserves the right to review, amend or revoke the terms of the Scholarship at anytime.

7. Officers and Composition of the Association

The Association shall have an Executive Committee.

- a) The Executive Committee shall consist of not less than five nor more than 10 persons, of which the majority will be old students, made up of the following:
 - i. President
 - ii. Vice President
 - iii. Treasurer
 - iv. Secretary
 - v. A minimum of 1 and a maximum of 3 committee members
 - vi. Plus one representative from each of the following if appointed by their respective Board:
 - a) Trust Board Representative
 - b) Foundation Representative
 - c) School Board Representative
- b) Membership of the Association shall be one of the following:
 - i. Honorary Members
 - ii. Honorary Life Members
 - iii. Life Members
 - iv. Patrons
- c) The Executive Committee will maintain a skills profile of the Executive Committee and at least annually, after a consideration of this profile, encourage non-Executive Committee members of the Association, who may broaden the skill-base of the Executive Committee and / or who may have the potential to be future Office holders, to present themselves for election at a subsequent annual meeting.

8. Executive Committee

- a) The business of the Association shall be managed and controlled by an Executive Committee unless otherwise determined by a directive of an Annual General Meeting of the Association.
- b) The offices of President, Vice President, Treasurer, Secretary and Executive Committee members

shall be elected at each Annual General Meeting of the Association. All members of the Executive Committee shall be resident in the North Island and shall hold office from their election until the next Annual General Meeting.

- c) One half of the members of the Executive Committee shall be a quorum.
- d) The Executive Committee shall have the following powers:
 - i. To exercise all powers and to do all acts and things which may be exercised or done by the Association. Consent of the Association granted at a Special General Meeting or an Annual General Meeting will be required if the Executive Committee wishes to or is required to deal with monies exceeding a net value of \$10,000.00 except pursuant to the provisions of Rule 4 (b) or Rule 5.
 - ii. To appoint Sub-Committees from its own members or such other persons as the Executive Committee shall decide, for any purpose and to delegate to such Sub- Committees any powers of the Executive Committee.
 - iii. To settle and determine the trusts (if any) upon which any real and personal property Of the Association shall be held.
 - iv. To fill, any vacancy that may occur in the office of President, Vice-President, Secretary, Treasurer, or member of the Executive Committee until the next Annual General Meeting.
 - v. To employ staff to facilitate the workings of the Association.
- e) The Executive Committee must:
 - i. Distribute the sum of \$20.00 from each of the Life Subscriptions received to the WCOSA scholarship fund to further develop and encourage the growth of the Association in accordance with its objectives set out in Rule 4.
 - ii. Invest and accumulate the balance of the payments received by it from Life Subscriptions and use the income there from for the purposes of the Association.

9. President

- a) The President shall be Chair of the Executive Committee and shall have a deliberative as well as a casting vote.
- b) If the President is not present at any meeting of the Association or Executive Committee, the Vice President will chair the meeting and in his absence the Members present shall elect another Member as Chair for the duration of the meeting.
- c) The Chair shall have all the powers of the President at that meeting.
- d) The President shall be ex officio a Member of all sub-committees of the Association.

e) The President shall always be an Old Student of the School.

10. Secretary

The duties of the Secretary shall include the following:

- a) Conducting the correspondence of the Association, have responsibility for all documents belonging to the Association and being responsible for notifying all members of all meetings;
- b) Keeping full and accurate minutes of all meetings of the Association and the Executive Committee in the Minute Book and written records of all matters affecting the Association;
- c) Maintaining a register of Old Students in such form and containing such particulars as shall be prescribed by the Executive Committee;
- d) Maintaining a register of those authorised to use the name, crest, and motto of the Association;
- e) Ensuring the Association archives and databases are well maintained;

11. Treasurer

The duties of the Treasurer shall include the following:

- a) Investment or disposal of all or part of the funds of the Association as the Executive Committee may direct;
- b) Ensure the Financial Statements to the 31st of December in each preceding year, are prepared, verified, printed, and circulated amongst all Members;
- c) Ensure all audit and reporting to relevant authorities have been completed and submitted in compliance with all legal requirements;

12. Membership

a) The Association shall consist of the following Members:

i. Honorary Members

- Staff shall be Honorary Members of the Association.
- Honorary Members shall not be required to pay a subscription and shall not be entitled to vote at meetings of the Association or to hold any office other than that of Treasurer or Secretary.

ii. Honorary Life Members

- People who have rendered outstanding service to the Association or the School may be elected Honorary Life Members on the recommendation of the Executive Committee and on a unanimous vote of those present at any Annual General Meeting or Special General Meeting.

- An Honorary Life Member shall not be required to pay a subscription but shall in all other respects be regarded as a member of the Association whether or not he or she was an Old Student.

iii. Life Members

- An Old Student shall be entitled to become a Life Member of the Association by making a one-off payment of \$100.00.

iv. Patrons

- The Patrons of the Association shall be such person or persons as may be elected at an Annual General Meeting, and shall include the Principal of the School.
- b) A Member retiring from the Association or ceasing for any reason to be a Member shall not have any claim upon the property of the Association or any part thereof.
- c) A Member may resign their membership at any time by notifying their resignation in writing to the Secretary. Resignation shall not relieve a fee paying Member from the payment of money due or payable by them, and subscriptions shall not be re-funded.
- d) Fees will be set from time to time at the Annual General Meeting.

13. Verification of Financial Statements

At the Annual General Meeting Members will decide on the level of independent verification of financial statements required and the qualifications of the person performing this assignment.

14. Branches and District Delegates

- a) With the consent of the Executive Committee, a minimum of five Life Members of the Association resident in any part of the world may form a Branch. Each Branch shall have jurisdiction over the District assigned to it by the Executive Committee
- b) Each Branch shall have power to:
 - i. Elect its own officers and decide their duties at Annual General Meetings of the Branch;
 - ii. Make rules for the conduct of its business provided that such rules shall not be in conflict in any respect with the Rules. The Executive Committee shall approve all rules made by the Branch.
- c) Each Branch may in a general meeting appoint any fee paying Member to represent that Branch at Annual General Meetings and Special General Meetings of the Association.
- d) Within one month of the formation of a Branch and not later than one month before each Annual General Meeting, the secretary of the Branch shall provide the following to the Secretary:
 - i. A list of the officers of such Branch;

- ii. A copy of the annual financial statement of the Branch as at the 31st day of December in the preceding year.
- e) The financial records of each Branch shall be open at all times for inspection by an authorised representative of the Executive Committee.
- f) The duties of the Branch shall include the following:
 - i. To ascertain the names, occupations, and addresses of all Old Students resident within its District and to maintain a register comprising these details
 - ii. To communicate to Old Students in its District all notices and things reasonably required by the Secretary.
 - iii. To report to the Old Students in its District and to the Association all matters affecting the interests of the Association.
 - iv. To convene meetings of Old Students resident within its District, at such times and for such purposes as it shall decide, or as and when it shall be required to by the Secretary, and to keep proper minutes of the proceedings at every meeting, and to forward a copy of such minutes to the Executive Committee.
 - v. To effect all directions and requests of the Association or of the Executive Committee.
- g) Membership of the Association shall constitute membership of the Branch provided that:
 - i. The Member resides within the District of the Branch concerned;
 - ii. The Member is a life member of the Association;
- h) Once a year each Branch may apply to the Executive Committee for a grant to assist with its reasonable expenses incurred in the formation management or administration of the Branch. The amount of the grant shall be determined by the Executive Committee.
- i) A Branch shall be dissolved in the following circumstances:
 - i. If the number of fee paying members of the Branch is reduced to fewer than five.
 - ii. If a majority of the members of the Branch resolve that the Branch be dissolved at an Annual General Meeting of the Branch, or at a Special General Meeting called for the purpose,
 - iii. If an Annual General Meeting of the Association or the Executive Committee of the Association resolve that the Branch be dissolved.

15. Annual General Meetings and Special General Meetings

- a) The Annual General Meeting of the Association shall be held each year on a date to be fixed by the

Executive Committee, which shall be no later than the 30th day of April in each year.

- b) The Annual General Meeting of the Association shall be held for the following purposes:
 - i. To receive financial statements of the Association for the year ending the last day of December preceding the Annual General Meeting.
 - ii. To elect the Executive Committee for the following year.
 - iii. To decide upon any proposal or matter, and transact any other business submitted to the Association at the meeting.
- c) At the Annual General Meeting, any proposal brought by a Member relating to the affairs of the Association shall only be considered if it has been:
 - i. Received by the Secretary not less than fourteen days prior to the date of the Annual General Meeting; or
 - ii. The Members at the Annual General Meeting entitled under these Rules to vote, unanimously consent to considering the proposal.
- d) A Special General Meeting of the Members may be called by the Secretary at any time for any purpose, on the request in writing from 10 Members entitled under these Rules to vote, stating the purpose for which the meeting is required.
- e) At an Annual General Meeting or Special General Meeting, the President shall be the Chair or the Vice President (in the President's absence), or if neither are present a Member of the Executive Committee elected by the meeting.
- f) At all meetings including Special General Meetings considering a proposal to dissolve the Association, every Member not in arrears with his or her subscription and entitled under these Rules to vote, shall be entitled to be present in person or by proxy and to vote upon any resolution or proposal put to the meeting.
- g) The Chair shall ascertain the decision of the meeting by a show of hands or by taking a division or written ballot in such manner as the Chair shall consider convenient. In the event of an equality of votes, the Chair shall be entitled to a second or casting vote.
- h) At all Annual General Meetings and Special General Meetings, 10 members entitled under these Rules to vote, personally present or electronically present or via proxy, shall form a quorum. A quorum is 10 members voting or abstaining. At a Special General Meeting considering a proposal to dissolve the Association, two-thirds of all Members entitled under these Rules to vote and present in person or electronically or by proxy, shall be required to form a quorum.
- i) Notice of Annual General Meetings and Special General Meetings and the purpose for which a Special General Meeting is summoned, shall be given to members by advertising in local newspapers as decided by the Executive Committee or by posting, faxing, emailing or delivering to all fee paying Members at their last recorded addresses, fax numbers or email addresses or by a post

on the official Association website or Facebook page, at least 14 days before the meeting is scheduled. The business to be transacted at a Special General Meeting shall be confined to the purpose or purposes mentioned in the notice.

- j) The accidental omission to give notice to a Member of a meeting of the Association or the fact that a Member did not see the advertisement calling a meeting shall not invalidate any resolution passed at such meeting.
- k) At all Annual General Meetings and Special General Meetings the Chatham House Rules shall be adopted as contained in Appendix 2.
- l) Annual General Meetings or Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide where voting may be by voice, show of hands, secret ballot, or internet vote.
- m) Adjourned Meetings. If within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Association. If at such adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments. The President may with the consent of any meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. Proxy Votes

- a) The document appointing any proxy for a Member under these Rules shall be in writing and signed by the Member and shall be attested by one witness. A person appointed a proxy shall be a fee paying Member. The document appointing a proxy shall be deposited with the Secretary before the meeting at which the proxy is proposed to vote.
- b) Any document appointing a proxy shall as far as reasonably possible be in the form as set out in Appendix 1.

17. Misconduct of Members

- a) Any Member willfully infringing any of the Rules or misconducting themselves, that brings the Association into disrepute, in any place wherever, shall be liable to expulsion.
- b) Notice of the charge against the accused Member shall be given to them in writing and in the notice they shall be required to attend before the Executive Committee at a time and place to be fixed by the Executive Committee, to make their explanation or defence. If such accused Member shall fail to attend or if he/she attends and his/her explanation or defence shall be unsatisfactory to the Executive Committee it may either:
 - i. Expel such Member and he/she shall thereupon cease to be a Member; or
 - ii. Suspend such Member from the membership for such period as the Executive Committee shall decide.

- c) The Executive Committee may at any time after any willful infringement of these Rules or misconduct has been reported to it, at its discretion and without notifying the Member alleged to be guilty, suspend such Member.
- d) In any notice to be given under this Rule to the Member, it shall be sufficient that the business of the meeting is stated in the notice to be "concerning the conduct of a Member under Rule 17" No further particulars shall be required

18. Dissolution

- a) The Association may be dissolved by a two third majority of Members present and proxy votes and entitled under these Rules to vote at a Special General Meeting convened for the purpose. Any such resolution shall be confirmed at a subsequent Special General Meeting (held not earlier than thirty days after the first) to be named in such resolution.
- b) The disposition of the property funds and assets of the Association, after payment of the Association's debts and liabilities and the expenses of dissolution and winding-up shall be made to the Foundation.

19. Registered Office

The registered office of the Association shall be at Wesley College, Paerata Road, Paerata, or at such other address, as the Executive Committee shall from time to time determine.

20. Common Seal

The seal of the Association shall only be used by resolution of the Executive Committee or of the Association, and must be affixed in the presence of two Members of the Executive Committee and the Secretary.

21. Alteration of Rules

- a) These Rules may be repealed or amended or new rules made by a majority of the votes cast by Members entitled under these Rules to vote and present either personally or by proxy, at any Annual or Special General Meeting.
- b) Notice of the proposed repeal or amendment to these Rules, or new rule must be duly given in accordance with these Rules.
- c) No repeal amendment or new rule shall be made or passed which would in any way affect the charitable character of the Association.
- d) No addition to or alteration or rescission of these rules shall be approved if it in any way affects Rule 18.
- e) No addition to or alteration of Rule 18 shall be made without the approval of the New Zealand Inland Revenue Department.

22. Confidentiality

- a) Entries in the minute book of the Association referring to financial or other assistance for past, current, or prospective students of the School or for Old Students; and
- b) All information on membership and members details;

shall be confidential to the Members of the Executive Committee only and shall not be available for inspection or distribution.

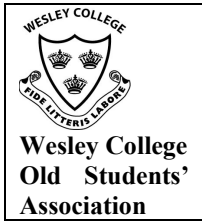
DATED

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Members of the Wesley College Old Students Association Incorporated

Appendices

1. Proxy Form
2. Chatham House Rule



FORM OF APPOINTMENT OF PROXY

I
 (name)
 of
 (address)

Being a financial member of the Wesley College Old Students' Association

Hereby appoint
 (name of proxy holder)

of
 (address of proxy holder)

Being a financial member of the Wesley College Old Students' Association as my proxy to vote on my behalf at the Annual/Special General Meeting of the Association to be held

on
 (date of meeting)

at

and at any adjournment of that meeting. My proxy is authorised to vote *In favour of / *against the following resolution:

***Delete if not applicable**

	For	Against
.....	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>

[insert details of resolution above]

Signed: Date:

Witness
 Signature: Date:

Name: (name of witness)

Address: (address of witness)

Occupation: (occupation of witness)

To be returned before the meeting to:
 Secretary Wesley College Old Students Association
 PO Box 58
 PUKEKOHE

APPENDIX 2

Chatham House Rule

The Chatham House Rule is a rule that governs the confidentiality of the source of information received at a meeting. Since its refinement in 2002, the rule states:

When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.

Meetings, or parts of meetings, may be held either "on the record" or "under the Chatham House Rules". In the latter case, the participants are understood to have agreed that it would be conducive to free discussion that they should be subject to the rule for the relevant part of the meeting. The success of the rule may depend on it being considered morally binding, particularly in circumstances where a failure to comply with the rule may result in no sanction.

The Rule allows people to speak as individuals, and to express views that may not be those of their organisations, and therefore it encourages free discussion. Speakers are then free to voice their own opinions, without concern for their personal reputation or their official duties and affiliations.

The Chatham House Rule resolves a boundary problem faced by many communities of practice, in that it permits acknowledgment of the community or conversation while protecting the freedom of interaction that is necessary for the community to carry out its conversations.