



St Peter's
Cambridge
ALUMNI

RULES

of

ST PETER'S SCHOOL ALUMNI

INCORPORATED

DEFINITIONS:

a) In these rules:

'Act'	means the Incorporated Societies Act 2022 together with its regulations or any act or regulations that replace it.
'Alumni'	means past students of the School.
'Annual General Meeting'	means the meeting of the Association that takes place each year on a fixed date.
'Association'	means St Peter's School Alumni Incorporated or other such name as is agreed on by a majority of Members eligible to vote at any Annual General Meeting or Special General Meeting.
'Board'	means the St Peter's School Trust Board.
'Chairperson'	means the office of Chairperson of the Executive Committee who is ordinarily the Chairperson of the Executive Committee.
'Eligible Alumni'	means past Alumni who have yet to activate their Membership and further defined in Rule 15.
'Executive Committee'	means the executive committee of the Association as more particularly described in Rule 9.
'Financial Year'	means the term running from the 1 st of January to 31 st December each year.
'Foundation'	means St Peter's School Foundation.
'Honorary Members'	means a former staff member of the School, or as further defined in Rule 15.
'Members'	means a person who meets the definition in rule 15.
'Membership Fee'	means an amount collected by St Peter's School Trust Board from each incoming Member and is subject to change.
'Officers'	means the persons occupying the office of Chairperson, Vice Chairperson, Treasurer, and Secretary.
'Old Act'	means the Incorporated Societies Act 1908.
'Ordinary Resolution'	means a resolution that is approved by a simple majority of Members of the Executive Committee.



'Parent's Association'	means the St Peter's Parents Association.
'Patrons'	means the Principal and such other persons as the Association elects in accordance with Rule 15.
'Principal'	means the Head of the School.
'Registrar'	means the Registrar of Incorporated Societies.
'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 18.
'Scholarship Fund'	means monies maintained by the Association for the purpose of awarding Scholarships.
'School'	means St Peter's School, 1716 Cambridge Road, Cambridge 3283, New Zealand.
'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
'Treasurer'	means the office of Treasurer of the Association elected each year.
'Trust Board'	means the Trust Board of St Peter's School.
'Vice Chairperson'	means the office of vice Chairperson 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 'St Peter's School Alumni Incorporated' and shall consist of people who become Members in accordance with the Rules.

2) Motto and Crest

The motto of the Association shall be "Structa Saxo" and the Crest shall be that used by the School.

3) Colours

The colours of the Association will be the School colours.



4) Registered Address

The registered office of the Association shall be at St Peter's School, 1716 Cambridge Road, Cambridge, or at such other address, as the Executive Committee shall from time to time determine.

5) Objectives of the Association

The objectives of the Association shall be:

- a) To exist for the benefit of all its Members.
- 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 6 k 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 18 and such other conditions as the Association or the Executive Committee decides.
- e) To facilitate fundraising for the benefit of the Association in conjunction with the Foundation.
- f) To provide assistance other than Scholarships for students whether individually or collectively, at the School as the Executive Committee may decide from time to time.
- g) To select and make a recommendation for the Alumni trustee representative to the Board.
- h) To select and make a recommendation for an Alumni trustee representative on the St Peter's School Foundation Board.
- i) To select and make a recommendation for an Alumni trustee representative on the Parent's Association Committee.
- j) To do any other thing as the Association considers beneficial to achieving any of the objectives.

6) Pecuniary Profit

- (a) The funds and property of the Association shall be solely devoted to the objectives in Rule 5 and no pecuniary gain shall be derived by any Member from the operations or property of the Association except as an Association servant or as a paid officer or employee.
- (b) All Members are required to disclose any direct or indirect financial interest they may have in any contract, or proposed contract, entered into or being considered by the Association. Members who have either a direct or indirect financial interest in any contract must not take part in any deliberations on the contract or vote.
- (c) No Member of the Association or any person associated with a Member shall participate in or materially influence any decision made by the Executive Committee or the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

7) Powers of Association

The powers of the Association shall be as wide ranging as possible to allow the Association to achieve the objectives and include but are not limited to:

- 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 or the School, 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 keep accurate and timely financial records showing revenues, expenditures, assets, liabilities and reserves of the Association. The Executive Committee may approve payment to be made by the School on its behalf by specified delegated authorities in such circumstances as the Executive Committee may decide.
- i) To promote social activities for the benefit of the Association or the School.
- j) To permit and promote the formation of satellite branches of the Association.
- k) 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 decides.
- l) 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.

8) Officers and Composition of the Association

- a) The Association shall consist of the Executive Committee and the Members as constituted below.
 - i) The Executive Committee shall consist of no more than 12 persons made up of the following elected from the Members:
 - Chairperson
 - Vice- Chairperson
 - Treasurer
 - Secretary
 - Trust Board Representative
 - Foundation Representative
 - Parent's Association Representative
 - A maximum of 5 Members.
 - ii) Membership of the Association shall be one of the following:
 - Members
 - Honorary Members
 - Patrons

9) Executive Committee

- a) The business of the Association shall be managed and controlled by the Executive Committee unless otherwise determined by a directive of an Annual General Meeting of the Association provided that the Executive Committee may by Ordinary Resolution delegate the day to day running of the Association to the Development Officer of the School.
- b) The Officers of the Association shall be appointed each year by the Executive Committee at its first meeting after the Annual General Meeting and shall hold office until such time as their respective successors have been appointed. In the event of any vacancy occurring amongst the Officers, the Executive Committee shall as soon as practicable fill such vacancy.
- c) Notwithstanding Rule 9 b) or anything else to the contrary, the Trust Board Representative, Foundation Representative or Parent's Association Representative may be appointed at any time during the year by the Executive Committee passing an Ordinary Resolution. The chosen nominee for the position of Trust Board Representative, Foundation Representative or Parent's Association Representative will not be appointed to the Executive Committee unless and until that nomination is approved by the passing of an Ordinary Resolution of the Executive Committee. The provisions of this Rule 9 c) shall apply for any future entities of the School in the event the School requires that entity to have a representative on the Executive Committee.



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- d) Persons appointed to the Executive Committee, shall hold office for such term as may be specified on their appointment. If no term is specified, they shall hold office for three years from the date of appointment. A member of the Executive Committee may serve a maximum of four, three-year terms.
- e) A person appointed to the Executive Committee is eligible for re-appointment on the expiry of his or her current term of office. If, on the expiry of their current term of office, a Member of the Executive Committee is not formally reappointed but continues in office with the support of the other Members, the Member of the Executive Committee shall be deemed to have been reappointed for an additional term from the date of the expiry of the preceding term of office. Such additional term shall expire three years following the date of expiry of the preceding term of office or such earlier date as the Member of the Executive Committee receives notification from the Chairperson that the Executive Committee has resolved to terminate that Member's office.
- f) Vacated office: The office of a Member of the Executive Committee shall be vacated if the Member's term of office expires under Rule 9 d) or if the Member:
 - i) dies; or
 - ii) becomes insolvent or commits an act of bankruptcy; or
 - iii) becomes of unsound mind or becomes the subject of a personal order or a property order made under the Protection of Personal and property Rights Act 1988 or otherwise becomes unfit or unable to act as a Trustee; or
 - iv) resigns office by notice in writing to the Chairperson stating the date of termination; or
 - v) receives notification from the Chairperson that the Executive Committee have resolved to terminate his or her office in the circumstances described in Rule 9 g); or
 - vi) is disqualified from being an Officer under section 47 of the Act; or
 - vii) is convicted of an offence and sentenced to a term of imprisonment; or
 - viii) is absent without leave from three consecutive meetings of the Association unless it appears to the other Committee Members at their first meeting after the last of such absences that there is a proper reason in each instance for such non-attendance; or
- g) A Member of the Executive Committee shall cease to be a Member of the Executive Committee should he/she be the subject of a resolution of a three quarters majority of the Executive Committee that he/she no longer be a Member of the Executive Committee.
- h) Where a casual vacancy of the Executive Committee occurs in the Members appointed under Rule 9, a further appointment to fill the vacancy may be made by the Executive Committee. The person so appointed shall retire from office of the Executive Committee when the term of office whose place that person takes would have expired had the Executive Committee Member completed their current term.
- i) One half of the Members of the Executive Committee shall be a quorum.
- j) The Association must ensure that notice of the following is given to the Registrar within twenty (20) working days after the Association first becomes aware of the matter:
 - i) An election or appointment of a Committee Member;
 - ii) A person ceasing to hold office as a Committee Member; or
 - iii) A change in information to a Committee Member.



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- k) 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 the Annual General Meeting will be required if the Executive Committee wishes to or is required to deal with monies exceeding a net value of half the value of the assets of the Association at the time, except pursuant to the provisions of Rule 7.
 - 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.
- l) The Executive Committee must:
 - i) Distribute the amount of 50% from each of the Membership Fees received to the Board, or such other amount as is agreed upon between the Association and the Board, to further develop and encourage the growth of the Association in accordance with its objectives set out in Rule 5.
 - ii) Invest, accumulate or allocate the balance of the payments received by it from Membership Fees and use the income arising therefrom for the purposes of the Association.

10) Chairperson

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

11) Secretary

The duties of the Secretary shall include the following:

- a) Conducting the correspondence of the Association, and responsibility for all documents belonging to the Association;
- 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) Ensuring a register of Alumni is maintained in such form and containing such particulars as shall be prescribed by the Executive Committee.



12) 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) Ensuring the Financial Statements to the 31st of December in each preceding year, are prepared, verified, printed and circulated amongst all Members, and shall include notification to Members of the date of the Annual General Meeting.

13) Officers Duties

- (a) An Officer must:
 - (i) Act in good faith in the best interest of the Association;
 - (ii) Exercise their powers for proper purposes only;
 - (iii) Comply with the act and the Rules;
 - (iv) Exercise reasonable care and diligence;
 - (v) Not create a substantial risk of serious loss to creditors; and
 - (vi) Not incur an obligation the Officer doesn't reasonably believe the Association can perform.
- (b) The Association must ensure that notice of the following is provided to the Registrar:
 - (i) An election or appointment of an Officer;
 - (ii) A person ceasing to hold office;
 - (iii) A change in information relating to an Officer that is prescribed by the Act.
- (c) The notice must be given to the Registrar in the manner prescribed by the Act (if any) within twenty (20) working days after the Association first becomes aware of the matter.

14) Contact Person

The Contact Person for the Association shall be the Secretary or other such person as the Committee shall nominate in writing to the Registrar from time to time.

15) Membership

- a) The Association shall consist of Members, Honorary Members, Patrons and Eligible Alumni.
- b) A Member is any Alumni who attended the School post 2010, has paid their one off Membership Fee, and provided their consent to becoming a Member of the Association. As at the date these Rules were enacted the Membership Fee was \$250.



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- c) An Honorary Member is a former staff Member of the School or former Trust Board Member of the School or any person who has rendered outstanding service to the Association or the School that is elected on the recommendation of the Executive Committee and on a unanimous vote of those present at any Annual General Meeting or Special General Meeting. Honorary Members shall not be required to pay a Membership Fee and shall not be entitled to vote at meetings of the Association or to hold any office other than that of Treasurer or Secretary. All Honorary Members must provide their consent to becoming a Member of the Association.
- d) A Patron of the Association shall be such person or persons as may be elected at an Annual General Meeting and shall include the Principal. All Patrons must first provide their consent to becoming a Member of the Association. A Patron shall not be entitled to vote at meetings of the Association or to hold any office other than that of Treasurer or Secretary.
- e) All Alumni who left the School prior to 2010 are eligible to become a Member without paying a Membership Fee. However, they first must provide their written consent to becoming a Member, together with their full name, address and email address to the Secretary (or other such authorised person) to enable the Register of Members to be updated. Once this information is received their Membership will be activated. Until an Eligible Alumni has activated their Membership, they may attend meetings of the Association, but they remain ineligible to vote at any meeting of the Association.
- f) The Association may require Alumni or other such persons applying to become a Member of the Association to complete application forms to provide such information as may be required by the Association from time to time to enable it to comply with the Old Act or the Act.
- g) 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.
- h) 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 Membership Fees shall not be refunded.
- i) Membership fees for fee paying Members will be set at the Annual General Meeting from time to time

16) Verification of Financial Statements

- (a) Financial statements for the Association shall be completed within six (6) months of the end of the Associations financial year.
- (b) The Financial Statements shall be completed in accordance with XRB Not-For-Profit accounting standards or as prescribed by the Act, and they shall be submitted for auditing if the Act requires it, or if a resolution is passed requiring it.
- (c) The Financial Statements shall be dated and signed by or on behalf of the Association by two (2) Members of the Committee.
- (d) The Financial Statements must be filed with the Registrar within twelve (12) months of completion.
- (e) The Association must ensure that an annual return is given to the Registrar for registration. It must contain all the information as prescribed by the Act.

17) Bank Account

The Executive Committee may delegate to such person or persons bank account operating authority upon such terms and conditions including authority limits as the Executive Committee may from time to time decide.

18) 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 six (6) months of the end of the Financial 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 (14) 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 ten (10) Members stating the purposes for which the meeting is required.
- e) At an Annual General Meeting or Special General Meeting, the Chairperson shall be the Chair or the Vice Chairperson (in the Chairperson'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 Membership Fee 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 poll 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 ten (10) Members present either in person, via electronic means, or by proxy, shall form a quorum. At a Special General Meeting considering a proposal to dissolve the Association one-third of all the fee-paying Members present in person, via electronic means, 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, on the School Facebook page or on other forms of social media 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 at least fourteen (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 Rule shall be adopted. That is, 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.



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- l) At all Annual General Meetings and Special General Meetings, minutes of the meetings shall be taken and recorded in the Associations' minute book.
- m) An Annual General Meeting must be held in accordance with Rule 18, written resolutions may not be passed in lieu of an Annual General Meeting.
- n) Where practical, meetings should always be held in-person with Members physically attending, provided however that the Executive Committee may permit a meeting to be held (either wholly or in part) via audio-visual electronic means in circumstances where:
 - i) An in-person meeting of all Association Members eligible to vote at the meeting is prohibited due to regulatory restrictions mandated by the New Zealand Government during the COVID-19 pandemic; and/or
 - ii) The majority of the Executive Committee consider that Member participation and attendance at a meeting would be maximised if the meeting were held (either wholly or in part) by audio-visual electronic means.
- o) Any meeting that is to be held by audio-visual electronic means (either wholly or in part), must be specified in the notice to Members of said meeting and instructions to participate at the audio-visual electronic meeting must be circulated to Members at least seven (7) days prior to the date fixed for the meeting.
- p) To avoid doubt, a Member attending a meeting virtually via audio-visual electronic means need not cast a postal vote in advance of the meeting, and virtually attending Members may cast their vote during the meeting virtually by a show of hands (which in the case of a meeting held electronically includes a Member advising the Chairperson of their vote by way of instant message or electronic poll on the audio-visual electronic platform in which the meeting is being held).

19) Scholarships

- (a) The Association may set up a reserve fund to be known as the Scholarship Fund. The income from which will be used to fund scholarships awarded in accordance with Rule 19 (c).
- (b) The Alumni Committee will provide guidelines for this scholarship to the School who will make the selection.
- (c) Each applicant for a Scholarship:
 - (i) Must apply in writing to the School:
 - (ii) Must be a present or prospective student of the School;
 - (iii) May be either a day or boarding pupil;
 - (iv) Must demonstrate in their application a potential for positive development;
 - (v) In addition, applicants for the Alumni Scholarship must be a child, grandchild, or a descendant of a Member.
- (d) The School, on receipt of the application for a Scholarship:
 - (i) Will confirm that the applicant meets the criteria set out in Rule 19 (c);
 - (ii) Decide which of the applicants, if any, is to receive a Scholarship and the amount of that Scholarship;
 - (iii) The Scholarship must be utilised by the successful applicant at the School or for purposes directly related to the School.



- (iv) In the event a Scholarship is granted, the School shall provide details of the recipient to the Association, including confirmation that the recipient meets the criteria provided in Rule 19.

20) Proxies and Postal 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.
- c) The Proxy form may be mailed to the School at the address on the Proxy form or by email to the email address nominated by the Association.
- d) At all Meetings of the Association the Chairperson shall:
- i) be Chairperson of the meeting; and
 - ii) decide all questions at issue (save for the election of the Executive Committee pursuant to Rule 9) by:
 - i. a show of hands, for Members physically present at an in-person meeting or virtually present at an audio-visual electronic meeting; and/or
 - ii. relying on a certificate of postal votes presented to him/her in accordance with Rule 20;
- provided however that any ten (10) Members physically present at a meeting may require a ballot.
- e) A Member may exercise the right to vote at a meeting by casting a postal vote in accordance with the provisions of this Rule 20.
- f) To avoid doubt, a postal vote may be cast using electronic means permitted by the Executive Committee from time to time.
- g) The notice of a meeting at which Members are entitled to cast a postal vote must:
- i) state the name of the independent person authorised by the Executive Committee to receive and count postal votes at that meeting; and
 - ii) specify the medium to be utilised by Members who wish to cast a postal vote by electronic means.
- h) If no person has been authorised to receive and count postal votes at a meeting, or if no person is named as being so authorised in the notice of the meeting, every Executive Committee Member is deemed to be so authorised.
- i) A Member may cast a postal vote on all or any of the matters to be voted on at the meeting by sending a notice of their vote to a person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 48 hours before the start of the meeting.
- j) Despite subrule (i) above, the Executive Committee, or the notice of the meeting, may specify a time (being a time less than forty eight (48) hours before the start of the meeting) by which postal votes that are cast using electronic means must reach the person who is authorised to receive and count postal votes at the meeting; and such postal votes must reach that person by the specified time (or, if different times are specified by the Executive Committee and the notice, the later of those times).



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- k) It is the duty of a person authorised to receive and count postal votes at a meeting—
 - i) to collect together all postal votes received by him or her or by the Executive Committee; and
 - ii) in relation to each motion to be voted on at the meeting, to count—
 - A. the number of Members voting in favour of the motion; and
 - B. the number of Members voting against the motion; and
 - iii) to sign a certificate that he or she has carried out the duties set out in Rules 20k i. and 20 k ii and which sets out the results of the counts required by Rule 20 k ii; and
 - iv) to ensure that the certificate required by Rule 20 k iii is presented to the Chairperson of the meeting.
- l) The chairperson of a meeting must ensure that a certificate of postal votes held by him or her is annexed to the minutes of the meeting.
- m) For the purposes of clarification, any motion required in these Rules to be passed by a majority of Members eligible to vote (whether that majority is required to be a simple majority or a two-thirds majority) must be passed by such majority of Members:
 - i) that are eligible to vote at the meeting in which the motion is voted on; and
 - ii) are actually casting a vote on the motion in question; and
 - iii) that are physically or virtually present at the meeting; or
 - iv) that have cast a postal vote on the motion in advance in accordance with rule 20.

21) Dissolution

- a) The Association may be dissolved by a simple majority of Members present at a Special General Meeting convened for the purpose, and such resolution shall be confirmed at a subsequent Special General Meeting (held not earlier than thirty (30) days after the first) to be named in such resolution.
- b) The Executive Committee must ensure that written notice of the resolution is sent to every voting Member of the Association at least twenty (20) working days prior to the Special General Meeting referred to in clause 21(a). Notice must be sent to the last known address held for the Member and/ or the email address held on file for that Member.
- c) The notice must state:
 - (i) The time and place of the meeting; and
 - (ii) The nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it; and
 - (iii) The text of the resolution to be submitted to the meeting; and
 - (iv) The right of the Member to appoint a proxy; and
 - (v) In the case of a resolution for the purpose of the disposal of surplus assets a statement confirming that the Committee has had regard to the purposes of the not for profit society that is receiving its surplus assets.



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- d) 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. In the event that the Foundation is no longer in existence then the assets of the Association on dissolution shall be made to the School.

22) Common Seal

- (a) The seal of the Association shall only be used by resolution of the Executive Committee of the Association and must be affixed on the presence of two Members of the Executive Committee and the Secretary.
- (b) Notwithstanding anything contained in 22 (a), the seal shall become redundant at such time as the Association reregisters under the New Act.

23) 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 General Meeting 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 alteration, addition to or revision of these Rules shall be approved if it affects the not-for-profit purposes, personal benefit prohibition or the winding-up rules of the Society. This Rule 23 (c) must not be removed from these Rules and must be included in any alteration of, addition to or revision of the Rules.
- (d) No addition to or alteration or rescission of these rules shall be approved if it in any way affects Rule 21.
- (e) No addition to or alteration of Rule 21 shall be made without the approval of the New Zealand Inland Revenue Department.
- (f) The Committee shall ensure that when any amendment is made in accordance with Rule 21:
- (i) that a copy of any amendment of the Rules and a copy of the Rules as amended are provided to the Registrar within twenty five (25) working days after the amendment; and
 - (ii) that the copy of the amendment to the Rules and the copy of the Rules as amended must be accompanied by any further information required as prescribed in the Act together with a certificate from an Officer certifying that:
 - (a) the Officer is authorised by the Association to give the certificate; and
 - (b) the amendment was made in accordance with the Rules and the Act; and
 - (c) the Association's Rules, as amended, will continue to comply with the requirements of the Act.
 - (iii) The certificate must include a brief description of the nature of the amendment; and
 - (iv) If the copy of the amendment and the copy of the Rules as amended that are given to the Registrar are in conflict, the cop of the Amendment prevails.

24) Privacy

- a) Entries in the minute book of the Executive Committee shall be confidential to Members of the Executive Committee and the Registrar only, unless the Executive Committee passes an Ordinary Resolution allowing third party access.
- b) The Association is authorised to request and obtain personal information from its Members. The Association will comply with the Privacy Act 2020 or any replacement Act in relation to the collection and storage of personal information.

25) Disputes Process

25.1 How a complaint is made

- (a) A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
 - (i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Rules; and
 - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (iii) sets out any other information reasonably required by the Association.
- (b) The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - (i) states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Rules; and
 - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under subclause 25.1 (a) (ii) or 25.1 (b) (ii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the Association's Rules.

25.2 Person who makes complaint has right to be heard

- (a) A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Association makes a complaint;
 - (i) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) an Officer may exercise that right on behalf of the Association.
- (c) Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker; and
 - (iv) the Member's, Officer's, or Association's written statement or submissions (if any) are considered by the decision maker.

25.3 Person who is subject of complaint has right to be heard

- (a) This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association **(the respondent)**—
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Association's Rules or bylaws or the Act; or
 - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Association, an Officer may exercise the right on behalf of the Association.

- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (iv) the respondent's written statement or submissions (if any) are considered by the decision maker.

25.4 Investigating and determining dispute

- (a) The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Rules, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the Rules in a fair, efficient, and effective manner.

25.5 Association may decide not to proceed further with complaint

Despite 25.4, the Association may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Rules or bylaws or the Act;
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Rules; or
- (f) there has been an undue delay in making the complaint.

25.6 Association may refer complaint

- (a) The Association may refer a complaint to—
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) an Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

25.7 Decision makers

A person may not act as a decision maker in relation to a complaint if two (2) or more Members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

25.8 Powers open to Association

- (a) Following an investigation, the Association reserves the right to expel a Member for serious misconduct which includes willfully disregarding the Rules of the Association or bringing the name of the Association into disrepute;
- (b) The Association may choose not to expel a Member but to suspend their Membership for a period of time to be determined following an investigation into their conduct in accordance with the procedures set forth in clause 25.



26) Miscellaneous Matters

- a) If any matter occurs which is not covered by these Rules, it shall be determined by the Executive Committee in such manner as they shall think fit.
- b) The decision of the Executive Committee on any matter shall be final.

DATED

Chairperson

Vice Chairperson.....

Treasurer

Members of the St Peter's Alumni Incorporated



St Peter's
Cambridge
ALUMNI

Appendices

1. Proxy Form



St Peter's
Cambridge
ALUMNI



St Peter's
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FORM OF APPOINTMENT OF PROXY

I
(name)

of
(address)

Being a financial Member of the St Peter's School Alumni Incorporated

appoint
(name of proxy holder)

of
(address of proxy holder)

Being a financial Member of the St Peter's School Alumni Incorporated, 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

.....
.....
.....

[insert details of resolution above]

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

Signed:

Date:

Witness signature:

Date:

Name:

(name of witness)

Address:

(address of witness)

Occupation:

(occupation of witness)

Please return your completed Proxy Form to the St Peter's School Alumni not less than 48 hours prior to the meeting.

Deliver to: The Secretary, St Peter's School Alumni, Private Bag 884, Cambridge 3450

Email: alumni@stpeters.school.nz