

Explanation to accompany EGGG OGA New Constitution and Rules Version 8

1. Index – this has been updated to reflect the order of the new rules.
2. The name of the Association is unchanged.
3. Legal status – this is a new clause inserted to refer to the date of original incorporation and the date of adoption of the amended rules.
4. Definitions – this is a new clause to assist with interpretation of the rules.
5. Objects – these have been updated and modernised to reflect the Association’s current activities and to ensure that the Association operates for a “charitable purpose” and is therefore eligible for registration under the Charities Act 2005. The Association intends to proceed with registration under the Charities Act 2005 as soon as the new rules are adopted by a General Meeting.
6. Powers – this is a new section that spells out the powers of the Association. A wide range of powers is provided and the rule also makes it clear that the Association’s powers are to be used for carrying out its objects. The rule provides that no individual member may receive any benefit from the Association other than arms-length transactions. The clause also addresses ownership of the personal property of the Association which is kept at the school. Rule 5.1(a) enables the Committee to employ such people as may seem expedient to assist in carrying out its objects.
7. Membership – this clause updates the categories the membership of the Association. Membership has been simplified to provide only two categories, ordinary and honorary. As every past pupil or staff member of the school is eligible to be a member, honorary status has only been retained for the purpose of distinguishing members. Therefore honorary members have been given the same rights as ordinary members. Membership is effective from the date of receipt of an application by the Secretary. The position of any person who has become an Honorary Life Member prior to the alteration of the Rules is preserved.
8. Termination of Membership – the Association has removed the ability to terminate membership for misconduct as this has to our knowledge never happened and is considered an outdated concept. Membership may be terminated by a member resigning. We did not think it was necessary to state that membership terminates when a Member dies.
9. Suspension of Membership – membership may be suspended if current contact details of a member have been unable to be obtained for a period of two years. This is a practical provision to avoid the Committee having to maintain a database of people it can not contact. Re-instatement is provided for once contact details are supplied.
10. Donations – the Association wants to be inclusive and therefore does not want to discourage ‘Old Girls’ from joining the Association because they do not want to be bound to pay an annual subscription. Also there is administrative time and cost in issuing invoices and following up payment which the Committee does not have the resources to continue with. Therefore the Association no longer intends to charge obligatory annual subscriptions. Instead it will be funded by voluntary donations which will be requested annually to cover budgeted operating costs or requested for specific purposes that are in accordance with the objects of the Association. Membership is no longer to be able to be terminated for failure to pay subscriptions. Receipts will be issued for donations. Donations to an organisation registered under the Charities Act should be tax deductible. We will need to apply for tax exempt status.

11. Members' liability – this clause clarifies that members are not liable for the obligations and contracts of the Association, and also have no claims against the assets of the Association. Members are only liable for any debts that they have incurred to the Association.
12. Committee – this clause addresses the running of the Association between Annual General Meetings by the Committee. It sets out the composition of the Committee and the method for election of Officers and members of the Committee. The Committee has been simplified by providing for only three Officers – a President, Treasurer and Secretary. Nominations for the Committee should be with the secretary 28 days before the AGM but if there are insufficient nominations then further nominations may be accepted during the AGM. We have recommended that the size of the Committee be 10 members. There was a lot of discussion on this number as it was felt that the Committee needed to be large enough to ensure the load did not fall on a few but small enough to ensure decision making did not become too complex.
13. The Committee may request the School to appoint a staff member as a liaison person to attend Committee meetings and this person does not need to be an Old Girl. Sometimes there may be a current staff member who is an Old Girl already on the committee and this may not be necessary.
14. The Committee may set up sub committees or working parties of one or more Members and non Members to assist with any specific purpose as long as this is to further to objects of the Association. Sub committees and working parties must report to the Committee. A current example of this is the Rules Sub-committee that has been working on these Rules since the last AGM. It has the President and 2 Committee members on it and two Members who are not on the Committee. Also we have invited Brenda Perry to some of the meetings because of her liaison role between the School and the Foundation. She is a Member of the Association as well. Longer term sub committees could be used in the future to formalise the roles of those who, for example, help with archives and are long serving volunteers or those who help with the Graduation dinner who include current pupils and their mothers (who may not be Members) as well as Members. We also have a core of helpers who set up Archive displays at functions and these Committee members and Members could be formalised into a sub committee if desired.
15. Retirement of Officers and Members of the Committee – In order to ensure that the Committee is rejuvenating and some Members aren't serving for lengthy periods of time we have provided that Officers can only serve for 6 consecutive years but they must retire every 2 years and be re-elected. We felt that having officers retiring every year was too soon as most people take a year to fully come up to speed with the role. Similarly for Committee members we felt there needed to be a way for the Committee to be refreshed but we didn't want the whole Committee coming up for re-election every year. So we have suggested that Committee members can serve for a maximum of 6 consecutive years (but can still stand for an Officer position after that). However half the Committee must retire by rotation and stand for re-election every year. The reason that we have suggested 6 consecutive years is to allow a Committee member to stand down for 1 year after they have served for 6 years but still be able to come back on to the Committee if they want to continue to serve the Association. This reflects the life long association that Members are likely to have with the Association.
16. Duties of Treasurer and Secretary – the key duties of the Treasurer and Secretary are set out in this clause. These are standard rules for this sort of document. The Treasurer and Secretary are each responsible for some specific functions that preserve the good management of the Association. This does not of course preclude them drawing on the services of others with particular expertise to assist. The duties have been written to enable the Treasurer and Secretary to procure the fulfilling of their functions so that they do not physically have to do everything themselves. For example the Association is at present exploring the possibility that the school accounts office may support the Treasurer with accounting functions. People can also be employed under 5.1(a), funds permitting, to help the Association carry out its objects.

17. Meetings – this clause sets out the procedure for Committee meetings, Annual General Meetings and Special General Meetings. At Committee meetings, a quorum is a majority of members.
18. For Annual General Meetings we are suggesting that notice of the AGM date be advertised (this would most likely be in the EGGSOGA newsletter) at least three months before the meeting. This ensures that Members know well in advance when the AGM will be held as some Members are overseas and others are out of Auckland. 28 days notice of any resolutions is to be given to the Secretary and then the Secretary is to give every member 21 clear days notice of the AGM. This notice includes sending details of business to be transacted, alphabetical list of candidates for election, copy of the Annual Financial Statement, and a copy of any resolutions to be moved.
19. For Special General Meetings, these may be called in two ways. The first is by resolution of the Committee and the second is by a request of 15 Members of the Association. In both cases the same rules as for AGM's apply except for the 3 months notice of the date of the SGM..
20. Clause 14.4 sets out the conduct of General Meetings, both Annual and Special. The sub committee is recommending a quorum of 30 members. AGM's are important and significant meetings and we will be stressing in the newsletters the importance of attending the AGM.
21. Alteration to the Rules - This clause prevents any alteration to the rules that would result in removal of the Association from the Charities Register or change the rules as to winding up or change the rules as to Members obtaining a personal benefit.
22. Common Seal - This clause provides that the Common Seal must be affixed in the presence of the president and one other officer or Committee member.
23. Registered Office – The registered office has been changed to the address of the school rather than being the Secretary's address although the Committee can change this.
24. Financial Year - The financial year of the Association continues to be 1 April to 31 March.
25. Winding Up - Winding up of the Association is provided for in Rule 19 and provides that no distribution may be made to any member. The assets are to be disposed of in accordance with the objects of the Association as decided at the General Meeting winding up the Association or as directed by the Registrar of Incorporated Societies.

Julie Goodyer / Nancy Mullins 4 May 2010