



# Epsom Girls Grammar School Old Girls Association (Inc)

**EPSOM GIRLS GRAMMAR SCHOOL OLD GIRLS ASSOCIATION  
INCORPORATED**

## **CONSTITUTION AND RULES AS AMENDED AT AGM ON 12 JUNE 2017**

1. NAME
2. LEGAL STATUS
3. DEFINITIONS
4. OBJECTS
5. POWERS
6. MEMBERSHIP
7. TERMINATION OF MEMBERSHIP
8. SUSPENSION OF MEMBERSHIP
9. DONATIONS
10. MEMBERS LIABILITY
11. COMMITTEE
12. RETIREMENT AND ELECTION OF OFFICERS AND MEMBERS OF COMMITTEE
13. DUTIES OF TREASURER AND SECRETARY
14. DISPUTE RESOLUTION
15. MEETINGS
16. ALTERATION TO RULES
17. COMMON SEAL
18. REGISTERED OFFICE
19. FINANCIAL YEAR
20. WINDING UP

## 1. Name

The name of the Association is:  
EPSOM GIRLS GRAMMAR SCHOOL OLD GIRLS ASSOCIATION  
INCORPORATED.

## 2. Legal Status

- 2.1 The Association was incorporated on 21 December 1943 under the Incorporated Societies Act 1908. This amended Constitution and Rules of the Association were adopted by way of amendment on 12 June 2017.

## 3. Definitions

- 3.1 In these rules unless the context requires otherwise:

- (a) **“Alumni”** means all past students and staff of the School;
- (b) **“Association”** means Epsom Girls Grammar School Old Girls Association Incorporated;
- (c) **“Committee”** means the Committee (including Officers) elected at the Annual General Meeting of the Association;
- (d) **“Member”** means any Alumnus who becomes a Member of the Association in accordance with Rule 6;
- (e) **“Officer”** means any of the President, Treasurer or Secretary and if appointed the Vice President or two Co-Presidents;
- (f) **“School Community”** means present and past students, their parents and caregivers, present and past staff and friends of the school including any groups or societies who have a close association with assisting the learning provided by the school;
- (g) **“the School”** means Epsom Girls Grammar School.

## 4. Objects

- 4.1 The objects of the Association are:

- (a) to promote the interests of the School;
- (b) to keep Alumni in touch with, and maintain their interest in the School;
- (c) to secure the co-operation of Alumni in furthering the interests of the School including by providing role models and mentors;
- (d) to benefit and support the advancement of education and achievement of students at the School including the offer of scholarships and prizes for proficiency in all fields and by any other means.
- (e) to benefit and support the School Community.

4.2 In carrying out the above objects the Association intends to fulfil a ‘charitable purpose’ in accordance with the meaning of this phrase in section 5 of the Charities Act 2005 and shall in all its activities provide a public benefit.

## **5. Powers**

5.1 Subject to Rules 4.1 and 4.2 above in addition to its statutory powers the Association:

- (a) May use its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) May invest in any investment that is in accord with the investment strategy approved by the Association from time to time in General Meeting which shall be in accordance with the prudent person principle provision of the Trustee Act; and
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage, and other means with or without security, provided that such borrowing is in accord with principles decided by the Association from time to time in General Meeting. Any specific proposals for borrowing shall be subject to a resolution of a General Meeting, and written notice of the proposal(s) shall be given to the Members at least 21 clear days in advance in accordance with Rule 14.2(c) and (d).
- (e) May incorporate and hold the shares in a company to be appointed the trustee of a charitable trust.

5.2 The Association shall only expend any money to further objects recognised by law. Other than as provided in Rule 5.4 the Association shall not expend any money for the sole personal or individual private financial benefit or profit of any Member or other person.

5.3 Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.

5.4 Any transactions between the Association and any Member, Officer or member of the Committee, or any associated persons, shall be at arm’s length and in accordance with prevailing commercial terms on which the Association would deal with third parties not associated with the Association, and any payments made in respect of such transactions shall be limited to:

- (a) a fair and reasonable reward for services performed;
- (b) reimbursement of expenses properly incurred;
- (c) usual professional, business or trade charges; and
- (d) interest at no more than current commercial rates.

5.5 Any personal property of the Association may be kept at the School for reasons of security, and any such property remains the property of the Association.

## **6. Membership**

### 6.1 Ordinary Membership

- (a) Any person who has been a student or member of the staff at Epsom Girls Grammar School is eligible to be a Member of the Association.
- (b) An eligible person applies to become a Member of the Association by lodging a membership application with the Secretary in the prescribed format.
- (c) Membership will be effective from the date of receipt of an eligible application by the Secretary.
- (d) Members agree to abide by the Rules of the Association a copy of which may be obtained from the Secretary upon request and which are also available on the website of the Incorporated Societies Register.
- (e) The Rules outlined in this Constitution shall in no way prejudice or alter the position of any person who has become a Member, Associate Member, Patron or Honorary Life Member of the Association prior to 14 June 2010.

### 6.2 Honorary Membership

The Annual General Meeting or any Special General meeting convened for that purpose may on the recommendation of the Committee award Honorary Membership to any Member or other person whom it wishes to distinguish for their services to the School, Association or in a related field, and who is willing to accept the honour. An Honorary Member has the same rights as an ordinary Member.

6.3 Should an Honorary Member wish to stand for the position of an Officer of the Association they must have been a member of the Committee for at least 12 months and must seek the approval of a majority of the Committee no later than the Committee meeting immediately preceding the AGM or SGM.

## **7. Termination of Membership**

7.1 Any Member may resign their membership by giving to the Secretary notice in writing to that effect. Unless otherwise stated such notice shall take effect from the date received.

## **8. Suspension of Membership**

8.1 The Committee may suspend the membership of a Member from whom they have been unable to obtain current contact details for a period of two years provided that such membership will be re-instated upon the Member providing current contact details.

## **9. Donations**

9.1 The running expenses and activities of the Association will generally be funded by donations and charges for specific events.

- 9.2 Members may be asked to make annual donations to fund the Annual General Meeting approved budget for the operating expenses of the Association.
- 9.3 Members may from time to time be asked by the Committee to make a donation for a specific purpose that is in accordance with the objects of the Association.

## **10. Member's Liability**

- 10.1 The liability of Members shall be limited to any debts they may have incurred to the Association.
- 10.2 Members shall not be liable for the obligations and contracts of the Association.
- 10.3 No Member including any past Member shall have any claim of any nature whatsoever to any assets of the Association.

## **11. Committee**

- 11.1 From the end of each Annual General Meeting until the end of the next, the Association shall be administered and managed by the Committee elected at the Annual General Meeting of the Association. The Committee shall have full executive powers to carry out the objects of the Association subject to these Rules and the resolution of any General Meeting. The Committee may exercise all the Association's powers other than those required by statute or these Rules to be exercised by the Association in General Meeting.
- 11.2 The Committee shall comprise at least 10 members including the Officers with a maximum of up to 16 members. The Officers are the President, Treasurer and Secretary. A Vice President may also be appointed as necessary and if appointed shall also be an Officer. Two Co-Presidents may be appointed if so desired and will hold office in place of a President and Vice-President.
- 11.3 Officers and members of the Committee shall be elected at the Annual General Meeting of the Association and hold office until the next Annual General Meeting in accordance with the following provisions:
  - (a) All nominations for Officers and members of the Committee shall be signed by two Members of the Association and endorsed with the signature of the nominee. The nomination form shall specify whether the nomination is for an Officer position or a member of the Committee. An unsuccessful nominee for an Officer position remains eligible for election as a member of the Committee subject to Rule 12.2.
  - (b) Nomination of candidates must be received by the Secretary 28 days before the Annual General Meeting.
  - (c) If no nomination is received for the Office of President before or at the AGM the Committee shall appoint a President at its first meeting after the AGM.
  - (d) Should there be fewer nominations than there are vacancies the Committee may make additional nominations and/or accept nominations made in the course of the Annual General Meeting.

- (e) If there are more nominations than vacancies the Committee shall be elected by secret ballot.
- 11.4 Should any vacancy occur during the term of office of the Committee then the Committee may appoint any Member of the Association to fill such vacancy until the next Annual General Meeting.
- 11.5 The Committee may request the School to appoint a current staff member as a liaison person to attend Committee meetings. The School liaison person need not be a Member of the Association.
- 11.6 The Committee may set up sub-committees and working parties of one or more Members and any other person(s) for any purpose relating to the conduct of the affairs of the Association so as to further the objects of the Association. Each sub-committee and working party shall periodically report back to the Committee as directed by the Committee.
- 11.7 Each Officer or member of the Committee shall within one calendar month of submitting a resignation or ceasing to hold office deliver to the President or that Officer's successor all books, papers and other property of the Association possessed by them.
- 11.8 No member of the Committee shall be liable for the acts or defaults of any other member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or their wilful acquiescence.
- 11.9 The Committee and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their function and duties, other than as a result of their wilful default.

## **12. Retirement and Election of Officers and Members of Committee**

- 12.1 All Officers of the Committee are eligible for ~~re~~-election and re-election for up to a maximum of six consecutive years unless the Committee approves an extension of an Officer's term in office at a Committee meeting prior to the AGM.
- 12.2 An Officer retiring as President at an AGM should if possible remain on the Committee for at least one year as the immediate Past President to ensure a smooth transition of the Association's management to the incoming President.
- 12.3 If there is no member of the Committee willing to stand as President the AGM may appoint two members as Co-Presidents to jointly perform the Officer position of President.

## **13. Duties of President, Treasurer and Secretary**

### **13.1 President**

- (a) All Committee meetings and the AGM shall be chaired by the President (or if applicable one of the Co-Presidents) and in the President's absence by another Officer, or in the absence of all of them by some other Committee member elected for the purpose by the meeting.

- (b) The President/Co Presidents shall, in addition to all other duties described in this Constitution and Rules, generally supervise and direct the affairs and business of the Association having considered all available information from, and discussions with, the Treasurer, Secretary and/or Committee members.
- (c) Without limiting their role the President/Co-Presidents shall:
- set the agenda and give notice of all meetings of the Association in accordance with these Rules;
  - authorise all payments in consultation with the Treasurer;
  - liaise with Treasurer and/or Secretary and other Committee members as required (including by meeting, email correspondence or telephone discussion where there is no timely Committee meeting planned);
  - undertake official correspondence as necessary with copies of all correspondence sent to the Secretary;
  - contribute to the OGA and School newsletters, as required;
  - appoint and oversee any sub-committees as required;
  - liaise with the School Principal and other staff of the School as required;
  - attend official School and OGA functions and other community events;
- (d) The President or other appointed Officer or Committee member will attend the Epsom Girls Grammar School Foundation meetings, and other meetings associated with the School, as appropriate and report back to the Committee.

### **13.2 Treasurer**

- (a) The Treasurer shall maintain or procure the maintenance of bank accounts in the name of the Association and receive or procure the receipt of moneys on behalf of the Association and deposit or procure the deposit of said moneys to the credit of the Association into such trading bank and/or savings bank account of the Association as the Committee may direct within seven days of receipt.
- (b) The Treasurer shall keep or procure the keeping of such books of account as may be necessary to provide a true record of the Association's financial position to each Committee meeting, and shall present or procure the presentation of an Annual Financial Statement (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting. The Treasurer shall prepare or cause to be prepared for the AGM a Statement of Service Performance under the Charities Act 2004 or any replacement for this Act and file this with DIA Charities Services or its successor.
- (c) The Treasurer shall prepare or procure the preparation of a budget for the next financial year for approval at the Annual General Meeting.

- (d) The Treasurer shall submit or procure the submission of all accounts to be passed by the Committee before payment on behalf of the Association is made and any cheque or withdrawal form or internet banking payment shall be signed (or in the case of internet banking electronically authorised) by two members of the Committee designated for this purpose by the Committee, one of whom shall be an Officer.
- (e) The Treasurer shall forward the Statement of Service Performance and Annual Financial Statement of the Association to the Charities Commission promptly following approval by the Members at an Annual General Meeting.

### **13.3 Secretary**

- (a) The Secretary shall oversee the keeping of the database comprising a Register of the Members.
- (b) The Secretary shall hold the Association's records, documents and books and keep a record of the minutes of meetings. A Committee member may be appointed to perform the role of Minutes Secretary to take the minutes of Committee meetings.
- (c) The Secretary shall deal with and answer all general email and written correspondence and perform such other duties as directed by the Committee.

## **14. Dispute Resolution**

### **14.1 Complaints and Disputes about conduct of the Association's business**

- (a) In the event of any complaint or dispute about the conduct of the Association's business or in respect of compliance with any of the Association's rules or policies, the Committee shall endeavour at all times to resolve these issues through open and honest discussion. In order that issues arising from any complaint or dispute can be dealt with promptly and fairly, it is important that these matters are brought to the Committee's attention as soon as possible.
- (b) In the first instance a complaint or dispute should be communicated in writing to the President or a Co-President. If the complaint or dispute relates to the conduct or actions of the President or Co-President then the communication should be made to another Officer on the Committee.
- (c) In the event that any complaint or dispute is not able to be resolved by direct discussion between the complainant and the Officers then any of the procedures set out in Schedule 1 can apply.

### **14.2 Complaints and Disputes about a Member's conduct**

- (a) In the event of any complaint or dispute resulting in any disciplinary procedure regarding alleged misconduct of a member in respect of any of the Association's rules or policies, the Committee shall endeavour at all times to resolve these issues through open and honest discussion. In order that issues arising from any complaint or dispute can be dealt with promptly and fairly, it is important that these matters are brought to the Committee's attention as soon as possible.



- (b) In the first instance a complaint or dispute should be communicated in writing to the President or a Co-President. If the complaint or dispute relates to the conduct or actions of the President or Co-President then the communication should be made to another Officer on the Committee.
- (c) In the event that any complaint or dispute is not able to be resolved by direct discussion between the complainant and the Officers then any of the procedures set out in Schedule 1 can apply.

## **15. Meetings**

### **15.1 Committee Meetings:**

- (a) The Committee shall hold its first meeting within one month of the Annual General Meeting, and thereafter at such times and places and in such manner as it thinks fit and as convened by the President.
- (b) A quorum at any Committee meeting shall comprise a majority of members of the Committee. Where less than a majority is present essential business only shall be transacted.
- (c) All Committee meetings shall be chaired by the President and in the President's absence, by another Committee member elected for that purpose by the meeting. The Chairperson shall have a deliberative vote only.
- (d) Other than as prescribed by these Rules or by statute the Committee may regulate its proceedings as it thinks fit.
- (e) The Secretary shall record minutes of all Committee Meetings in a minute book open to inspection by any Member, and all such minutes when confirmed by the next meeting and signed by the Chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true record of what occurred at that meeting.

### **15.2 Annual General Meetings**

The Annual General Meeting of the Association shall be held in the month of June in each year at a date and time to be fixed by the Committee and in accordance with the following:

- (a) The date of the Annual General Meeting shall be advertised no less than 3 months prior to the date of the Annual General Meeting.
- (b) Written notice of any resolutions to be discussed at the Annual General Meeting shall be received by the Secretary in writing at least 28 clear days prior to the meeting,
- (c) Each Member of the Association shall be given not less than 21 clear days' notice of such meeting posted to their last known address or emailed to their last known email address.
- (d) Such notice will include details of the business to be transacted, an alphabetical list of candidates for election, a copy of the Annual Financial Statements to be

presented, a budget to be approved for the next financial year and a copy of any motions of which notice has been given.

- (e) The Annual General Meeting will receive from the President a report on the activities of the Association in the previous year and from the Treasurer the duly audited or reviewed Annual Financial Statements (Income and Expenditure Account and Balance Sheet and Statement of Service Performance) for the preceding financial year.
- (f) The Annual General Meeting will elect the Officers and Committee.
- (g) The Annual General Meeting may appoint an auditor (or other professional) to provide a statement of verification of the Annual Financial Statements for the ensuing financial year.
- (h) The Annual General Meeting will decide upon any motions.
- (i) The Annual General Meeting will consider any other relevant business.

### **15.3 Special General Meetings**

- (a) A Special General Meeting of the Association may be called by a resolution of the Committee or if so requested in writing to the President and the Secretary by at least 15 Members of the Association.
- (b) Except for Rule 14.2 (a) the same rules of notice as apply for Annual General Meetings shall apply for Special General Meetings.

### **15.4 Conduct of General Meetings**

- (a) At all General Meetings of the Association, the Chair shall be taken by the President, or failing the President then by the Treasurer or Secretary or failing them then by a member of the Committee elected by vote of those present at the meeting.
- (b) On each matter put to the vote at a General Meeting, one vote may be cast by each Member including the Chairperson.
- (c) At all General Meetings of the Association, ~~30~~ 20, Members shall form a quorum. Should a quorum not be present within 30 minutes of the time for which the meeting was called the meeting shall be adjourned to a new date to be notified by the existing Committee in accordance with Rule 14.2 (c).
- (d) At all General Meetings (unless otherwise requested by a majority of Members) all resolutions shall be decided by voices or by a show of hands and a declaration by the Chairperson that a resolution has been carried by a particular majority shall be conclusive.

## **16. Alteration to rules**

- 16.1 These Rules may be amended or replaced by the vote of two-thirds of the Members present voting upon a motion to that effect at an Annual General Meeting or a Special

General Meeting called for the purpose, notice of which Annual or Special General Meeting shall have contained full details of the change(s) proposed and shall in all other respects comply with the rules for calling a General Meeting.

16.2 The Secretary shall advise the Charities Commission of any alteration to these rules.

16.3 No amendment may be made which would:

- (a) Alter the exclusively charitable nature or tax exempt status of the Association or result in the Association's removal from the register of Charitable Entities under the Charities Act 2005, or
- (b) Conflict with the provisions of the Charities Act 2005; or
- (c) Alter the rules restricting the objects of the Association to objects or purposes within New Zealand; or
- (d) Imperil the Association's status with the Inland Revenue Department as a donee organisation; or
- (e) Alter the rules of the Association precluding Members from obtaining any personal benefit or profit from their membership, or
- (f) Alter the rules as to winding up.

## **17. Common seal**

17.1 The Association shall have a Common Seal which shall be held by the Secretary. The Common Seal shall be affixed to an instrument or document only when authorised by the Committee and in the presence of the President plus one other Officer or Committee member.

17.2 Where a document is not required by statute to be executed under Common Seal it may be signed by the President and one other Officer or Committee member signing on behalf of the Association.

## **18. Registered office**

18.1 The registered office of the Association shall be care of the Administration Office of Epsom Girls' Grammar School, Silver Road, Epsom or such other place designated by the Committee.

## **19. Financial Year**

19.1 The financial year of the Association shall commence on 1 April each year and end on 31 March of the following year upon which day the accounts of the Association shall be balanced.

## **20. Winding up**

20.1 The Association may be dissolved in a General Meeting convened for the purpose, by the vote of two-thirds of the Members present voting upon a motion to that effect.

- 20.2 In the event of such dissolution either by vote of the Association's Members, or by the Registrar of Incorporated Societies, all surplus assets after the payment of all costs, debts and liabilities, shall subject to any trust affecting them, be applied to benefit and support the advancement of education within New Zealand in accordance with the objects of the Association in a manner decided by the Association in General Meeting, or as directed by the Registrar but no distribution shall be made to any Member.
- 20.3 Clause 20.2 should be first implemented by considering whether the surplus assets can be applied to benefit and support the advancement of education at Epsom Girls Grammar School and the surplus assets may be applied to any not-for-profit entity that is a registered Charitable Trust or Charitable entity which benefits Epsom Girls Grammar School.

**The changes shown underlined and in strike through in the Constitution and Rules of the Epsom Girls Grammar School Old Girls Association Incorporated came into force by resolution of the Annual General Meeting of Members held at Epsom Girls Grammar School, Silver Road, Epsom on 12 June 2017. This amended Constitution and Rules remains in force until altered in accordance with the provisions of this document.**

<b>Co-President</b>	<b>Signed by Sally Blyth</b>	<b>12/06/2017</b>
<b>Co-President</b>	<b>Signed by Lynley Sheweiry</b>	<b>12/06/2017</b>
<b>Secretary/Treasurer</b>	<b>Signed by Julie Goodyer</b>	<b>12/06/2017</b>

## **SCHEDULE 1**

### **Dispute Resolution Procedures**

The following procedures can be used to resolve a complaint or dispute:

#### **For complaints or disputes about the conduct of the Association's business:**

- negotiate and resolve the complaint or dispute.
- appoint a mediator and participate in mediation.
- reach agreement and have the mediator sign the agreed settlement which will be binding.

If mediation does not resolve the problem, take the problem to the next AGM or to a SGM which can be convened to discuss the issue.

#### **For complaints and disputes about a member's conduct:**

If the Association considers a complaint, or institutes a disciplinary procedure of any kind, regarding alleged misconduct of a member, the member has the right to be heard before the complaint or procedure is resolved or any outcome is determined.

A member will be given the right to be heard as follows:

- the member will be fairly advised of all allegations concerning them, with sufficient details and time to enable the member to prepare a response; and
- the member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- the Committee shall appoint three Committee members including at least one officer as the decision maker;
- the decision maker shall exclude any Committee member who is party to or the subject of any complaint or dispute;

If the whole Committee is involved in the dispute the Committee shall ask the Principal of Epsom Girls Grammar School to be the decision maker or alternatively to appoint a decision maker from either the Senior Management Team or the Board of Trustees of Epsom Girls Grammar School.