



St Margaret's College Old Girls' Association (incorporated)

Rules

1. The name of the Association shall be St Margaret's College Old Girls' Association (incorporated).
2. The colours shall be aligned with those of St Margaret's College.

Objects

3. The objects of the association shall be:
 - to ensure that all members of the St Margaret's College community, locally and globally, are valued and feel a real connection to the past, present and future of the College.
 - to ensure that relationships are created and nurtured.
 - to ensure that philanthropy and a desire to contribute to the sustainability of the College is embedded as a norm in our culture.
 - to provide assistance by way of a scholarship to enable study at St Margaret's College. Subscriptions to the scholarship fund are held by the St Margaret's College Old Girls' Association.
 - to carry out charitable work as set out in Rule 19.

Membership

- 4.1 Any student of St Margaret's College shall be eligible to become a member of the Association upon payment of the Life Membership Fee.
- 4.2 The Association will acknowledge receipt of membership and details will be held on the Association Database.
- 4.3 There are two categories of membership.
 1. Life membership
 2. Honorary membership for staff who attain 10 years or more employment at St Margaret's College
- 4.4 The St Margaret's College Trust Board will appoint a member from the Board to the Association in accordance with their rules. The Trust Board representative will provide a written report prior to the committee meetings on the Board's activities. The Trust Board representative does not have voting authority on the committee.

4.5 The Executive Principal of St Margaret's College will hold the position of Patron of the Association. The Patron will provide a report to the committee on activities of St Margaret's College. The Patron does not have voting authority on the committee.

Cessation of Membership

5.1 Any member wishing to resign from the Association shall be at liberty to do so on giving notice to the Association.

5.2 Each Officer/Member of the Committee shall, within one (1) calendar month of submitting 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.

5.3 Membership terminated in the following way. Member ("the Committee's Notice"). The Committee's Notice must:

5.3.1 Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association

5.3.2 State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership

5.3.3 State that if, within fourteen (14) days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership

5.3.4 State that if the Committee terminates the Member's Membership, the Member may appeal to the Association.

5.4 Fourteen (14) days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Meeting by giving written notice to the Coordinator ("Member's Notice") within fourteen (14) days of the Member's receipt of the Termination Notice.

5.5 If the Member gives the Member's Notice to the Coordinator, the Member will have the right to be fairly heard at a General Meeting held within the following twenty-eight (28) days. If the Member chooses, the Member may provide the Coordinator with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Coordinator to give the Member's Explanation to every other Member within seven (7) days of the Coordinator receiving the Member's Explanation. If the Member is not satisfied that the other Association Member may defer his or her right to be heard until the following Association Meeting.

5.6 When the Member is heard at a General Meeting, the Association may question the Member and the Committee Members.

5.7 The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.

Subscriptions

- 6.1 The subscriptions for Life Membership shall be fixed at the Annual General Meeting of the Association or at a Special General Meeting.
- 6.2 The amounts to be fixed shall be approved by a two-thirds majority of financial members present and voting at the Annual General Meeting or Special General Meeting

Officers

- 7.1 The Officers of the Association shall consist of all committee members with voting rights. This includes the President (preferably one who has served on the committee), two (2) vice presidents and the Immediate Past President who shall be the person who held the role of President immediately prior to the current President and shall serve on the committee for a period of one year.
- 7.2 Officers duties are broadly expressed as follows:
- 7.2.1 Act in good faith and in the best interests of the society
 - 7.2.2 Express powers for proper purposes only
 - 7.2.3 Comply with the Act and the constitution
 - 7.2.4 Exercise reasonable care and due diligence
 - 7.2.5 Not create a substantial risk or material loss to creditors
 - 7.2.6 Not incur a obligation the officer doesn't reasonably believe the society can perform.
- 7.3 The term of the President shall be limited to a period of twenty-four (24) months unless under exceptional circumstances where the term may be extended for up to a further twelve (12) months.

Committee

- 8.1 The Committee of the Association shall consist of the Officers of the Association and up to eight (8) members.
- 8.2 The Committee shall, in consultation with the Executive Principal of St Margaret's College, have the power to jointly appoint a Coordinator.
- 8.3 The Committee shall have control of the funds of the Association and shall have the power to do all necessary to carry out the objects of the Association.
- 8.4 The Committee shall have the power to fill any vacancy occurring amongst their number during the year.
- 8.5 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 willful default or their willful acquiescence.
- 8.6 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 willful default.

8.7 The President shall have the power at all times to call meetings of the Committee. The Committee shall have the power to regulate and order all proceedings at its meetings in such as manner as they see fit.

Quorum

9. The quorum for a meeting of the Committee shall be two (2) officers and three (3) other members of the Committee present throughout the meeting.

Coordinator

10.1 The Coordinator shall conduct the correspondence and shall have custody of all documents belonging to the Association.

10.2 The Coordinator shall keep full and current minutes of all Committee, General and Special Meetings and shall produce them at all meetings, as appropriate.

10.3 The Coordinator shall keep a database of all members with their contact details and shall notify them of the Annual General Meeting.

Auditor

11.1 Prior to being presented at the Annual General Meeting the Performance Report may, at the discretion of the Committee, be audited or reviewed within the meaning of the New Zealand Auditing and Assurance Standards.

11.2 The Performance Report must be audited or reviewed at least every three years.

11.3 The audit or review must be completed by a member of firm governed by Chartered Accountants Australia and New Zealand or equivalent governing body, who shall be appointed by the Committee.

Treasurer

12.1 The Treasurer shall present at the Annual General Meeting a statement of the assets and liabilities of the Association as at 31 December (or such other date determined by the Committee to be the balance date of the Association) last preceding, together with an account of the revenue and expenses for the same period. twelve (12) months (or such other period as the case may be) preceding such date.

12.2 The Treasurer shall file financial statements with the registrar within six (6) months of the financial year end.

Bank Account

13. The Association shall hold all funds in the Association's name. These accounts shall be operated on behalf of the Association by the St Margaret's College Finance team.

Custody and Use of the Common Seal

14.1 The Association shall have a Common Seal which shall be kept in the custody of the Coordinator.

14.2 The Common Seal shall only be affixed to documents at a meeting of the Committee, or in pursuance of the resolution of the Committee. The affixing of the seal shall always be attested to by at least three (3) members of the Committee.

General Meetings

15.1 The Annual General Meeting of the Association shall be held within six (6) months of the end of the financial year, being before the 30th June each year.

15.2 A Special General Meeting may be called:

1. At the request of the President
2. At the request of the majority of the Committee present at a Committee Meeting
3. At the request of not less than six (6) financial members of the Association

Such Special General Meetings shall be held within twenty-one (21) days of such a request being received.

15.3 Members of the Association are able to attend Annual General and Special General Meetings in person or by approved virtual link. Decision to attend by approved virtual link needs to be registered with the Coordinator two (2) working days prior to the meeting date.

15.4 At least fifteen (15) working days' notice, specifying place, date and time, of an Annual General Meeting must be provided. At least five (5) working days' notice must be provided for Special General Meetings.

15.5 At all Annual General and Special General Meetings a quorum shall consist of twelve (12) members.

15.6 At the Annual General Meeting the Committee shall have the power to submit for election as Honorary Vice Presidents, any persons who the Committee deem worthy of being an Honorary Vice President.

15.7 At the Annual General Meeting the Committee shall have the power to submit the names for election of any person who the Committee deem worthy of Honorary Membership.

Voting at General Meetings

16.1 At the Chair's discretion (this may be the President) the method of voting at all general meetings shall be either voice or show of hands, except that the Chair may order a ballot to be taken on any motion submitted to the meeting.

16.2 The Chair of the meeting shall have casting vote in addition to the vote to which they are entitled to as a member.

Election of Committee

17.1 Nomination for the Committee shall be forwarded in writing to the Coordinator. Each nomination must be proposed and seconded by a financial member. Nominations shall close with the Coordinator at least seven (7) working days prior to the Annual General Meeting.

17.2 Election of the Committee shall be by ballot at the Annual General Meeting.

17.3 Voting on any other matter other than for the Committee shall be by voice, show of hands or ballot if such is called for by the majority of members present at the Annual General Meeting.

Understanding of Rule 17.2

The below provides an overview of how rule 17.2 is to be applied:

Updated at AGM 1 November 2022

- A ballot shall be drawn if:
 - The number of existing committee members wanting to remain on the Committee is less than eight (8) as per Rule 8 and the number of new persons wanting to join the Committee would mean that the Committee members would exceed eight (8) committee members if all new members were to join.
 - If a ballot is required to be drawn, the following rules shall apply:
 - Officers of the Association and existing committee members are excluded from the ballot. They shall remain on the committee. This is to ensure that critical institutional knowledge of the Association is not lost if a ballot is required.
 - A ballot shall only be drawn for new committee members wanting to join the Association.

Election of the President and two Vice Presidents

The below provides an overview of how the President and two Vice Presidents are elected:

- The President and Vice Presidents shall be elected by the Association Committee. It is preferable that the President shall have served on the Committee in a Vice President Role. The Vice Presidents are expected to have served on the Committee for a period of one (1) year or more.
- Should more than one Committee member be nominated for President and/or more than two (2) Committee members nominate themselves for the Vice President Roles, the following shall apply:
- The Committee shall anonymously vote for the person they wish to elect the role(s). Persons nominating themselves for the role shall be prohibited from voting for that role.

Alteration of Rules

18. Any of these Rules can be added to, altered or repealed by a resolution of two thirds of members present at the Annual General Meeting or at a Special General Meeting called for that purpose. Notice of such proposed addition, alteration or repeal shall be given in accordance with Rule 15.

Charitable Work

19. The Association may donate through services, goods or money to those charities that align with the St Margaret's College principles.

Annual Reunion

20. The Committee shall arrange appropriate reunion activities.

Finance

- 21.1 The Association from time to time, at its discretion, raise, borrow or secure the payment of any sum(s) of money for the purpose of the Association upon such terms and conditions in all respects as it sees fit.
- 21.2 The Committee shall have the power to invest the funds of the Association subject to the Committee exercising the care, diligence and skill required of a prudent trustee and observing the matters of which a trustee is to have regard in exercising the power to invest funds as set for in the Trustee Amendment Act 1988.

Dispute Resolution

22.1 In the event of any complaint or dispute about the conduct of the Association's business or any complaint or dispute resulting in any disciplinary procedure regarding alleged misconduct in respect of compliance with any of the Association's rules or policies, the Committee shall endeavour to at all times resolve these issues through open and honest discussion. In order that these 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.

22.2 In the first instance a complaint or dispute should be communicated in writing to the President or a Vice President. If the complaint or dispute relates to the conduct or actions of the President or a Vice President, then the communication should be made to another Officer or the Committee.

22.3 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 one will apply.

General Distribution Clause

23. No funds of the Association shall be applied, paid or distributed to any member except in reimbursement of approved expenditure. Approved expenditure being incurred on behalf of the organisation and approved by the President or Treasurer.

Winding Up

24. Two thirds of the members present at a Special General Meeting convened for the purpose may resolve that the Association be wound up as from the date to be named at the meeting. Such a resolution may also direct the methods of disposition of the funds and property of the Association after winding up thereof in such a manner as shall provide for the payment of all costs and liabilities and a copy of such resolution shall be sent to the Registrar of Incorporated Societies.

Winding Up Distribution Clause

25. No funds of the Association shall be applied, paid or distributed to any members except as per Rule 24. Upon winding up of the Association, all surplus funds after payment of all costs and liabilities, are to be applied to a registered charity (or charities). The chosen charity (or charities) will be elected by the Committee.

Entrenchment

26. As long as the Association desires charitable status, no amendments are to be made to Rules 19, 25 and 26 without IRD approval.

Interpretation

27. The decision of the Committee on the Interpretation of these Rules, or on any matter contained in these rules, or on which pertains to the Association, its property or interests, shall be conclusive and binding on all members until revoked at a General Meeting.

SCHEDULE 1

Dispute Resolution Process

The following procedure 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 issue, take the issue to the next AGM or SGM which can be convened to discuss the issue.

For complaints or 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 give 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 Executive Principal of St Margaret's College to be the decision maker or alternatively to appoint an appropriate decision maker from the Board of Trustees or Senior Management Team.