

CONSTITUTION OF THE
The King's High School
Old Boys
Association Incorporated
Inc No 226828

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PART 1 - PRELIMINARY

1. DEFINITIONS

In this Constitution, unless the contrary intention appears:

AGM means Annual General Meeting.

Kingsmen – King's High School Old Boys Association (inc) can be used to represent King's High School Old Boys Association (inc) on certain media.

Kingsman means any person who has attended the King's High School.

Business Meetings include general meetings, extraordinary general meetings, meetings of election of officers, and the Annual General Meeting.

Committee means the Executive Committee.

Financial Member means a Life Member or an Ordinary Member who has paid his subscription.

Financial Year means the period commencing 1st January of one year and extending to the month of 31st December of the same year for which the accounts are made up and submitted to the Association at the Annual General Meeting.

Member includes any person identified in any of the categories of membership set out hereunder.

2. NAME

The name of the Society is "King's High School Old Boys' Association (Inc) " ; and may be variously referred to as the Kingsmen or the Association.

3. REGISTERED OFFICE

The Registered Office of the Association shall be situated at King's High School, Bay View Road, Dunedin, 9012., or at such other place as the committee shall from time to time determine.

4 .PURPOSES

- a. Connecting Kings old boys with each other, consistent with the other purposes listed below as in the constitution
- b. To maintain and foster the relationship between King's High School and its ex-pupils
- c. To keep Kingsmen informed about the Association's activities and School Events
- d. To organise events where Kingsmen can attend and socialise with other Kingsmen.
- e. To create and maintain location-specific groups where Kingsmen residing in the same geographical area come together to form a Kingsmen Branch.
- f. To build and maintain a database of Kingsmen members.

- g. To provide assistance financial and otherwise to King's High School as deemed consistent with our other purposes by the Committee.
- h. To provide an opportunity for King's High School pupils to be inspired by Kingsmen who have achieved well.
- i. To maintain a website that records the history of the school and the achievements of" Special "Kingsmen who have attended it.
- j. To assist the school in selecting Kingsmen who are qualified to be placed on the school's "Wall of Fame".
- k. To promote events and prominent Kingsmen on Facebook or similar social media.
- l. To conduct other events as deemed consistent with our other purposes by the Committee.

PART 2— MEMBERSHIP.

5. Categories of Members

The members of the Association shall be classified into four (4) categories, namely: Ordinary Members; Members with Membership for life, Honorary Members and Life Members.

Ordinary Members

- (a) **Ordinary Membership** of the Association is an ex-pupil of King's High School who becomes a member subject to the payment of the appropriate subscription.

(b) Membership for Life

Members who have paid a fee determined by the AGM which is based on the members current age will be given a Membership for their life. No further subscriptions will be required.

(b) Honorary Members.

The Committee may from time to time nominate any person or persons to honorary membership. Such persons pay subscriptions as for Ordinary Members. Honorary Members shall be entitled to all the privileges of the Association, except that even though they may speak at any meeting of the Association, they cannot vote on any matters raised at business meetings or hold office. Honorary Members are nominated for an indefinite period at the discretion of the Committee which may remove such members at their pleasure.

The Rector of the Kings High School or his nominee, past Principals and members of the King's High School staff are eligible to be Honorary Members of the Association.

(c) Life Members

The Committee may bestow the title of "Honorary Life Member" on those Members who for distinguished service to the Community, to the school and to the Association in particular.

Appointment: A person may be elected as a life member of The King's High School Old Boys Association (inc) at an AGM with the prior approval of the Committee; to be elected as a Life Member a majority of two thirds of the votes cast shall be required.

(d) Appointed Personnel

- i. Appointed Personnel: Any individual who is an Officer or person appointed to a position by the Committee .
- ii. Duration of Membership: The Appointed Personnel Member shall remain a Member until the expiry or termination of their appointment.
- iii. No Right to Vote: An Appointed Personnel Member has no right to vote at a General Meeting

6. Patron

The Committee shall nominate the Association's patron, who automatically becomes a non subscription paying Honorary Member. The Patron will usually be the Rector of King's High School.

7. Register of Members Database

The Association must establish and maintain a Register of Members Database of the Association in which is entered the name and postal or residential address and email of each person who is a member of the Association, together with the category of membership and the date on which the person became a member.

a. Privacy Act: King's High School and the Affiliated Associations shall, in collecting personal information from individuals for the Member Database, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

c. **Inspection of Register:** The Register of members shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

8. Application for Membership

Membership is by application, and every application for membership of the Association shall be in the following form or in such other form as the Committee shall prescribe from time to time.

TO: The Honorary Secretary, the Kingsmen, Kings High School Old Boys Association (inc).

The undersigned (name)

of (address)

wishes to become a member of the Kingsmen, Kings High School Old Boys Association and hereby applies to be a member thereof subject to the due observance of the rules and regulations of the Association.

Age / Date of Birth:

Period attended school:

House:

E-mail address:

Telephone number:.....

Signature of Applicant:

Date:

9. Resignation of Members

- a. A member of the Association may resign from the Association by first giving to the Secretary written or emailed notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and on the expiration of the period of notice, the member ceases to be a member.
- b. Any member of the Committee may at any time resign by tendering a letter or email of resignation to the Secretary of the Association.
- c. The Committee may ask any member of the Committee to resign or may suspend his membership if, in its opinion, the Association stands to suffer by retaining such a member.
- d. Such a member shall be given reasonable time in which to resign and failure to do so may result in the consideration of the member's expulsion .

10. Expulsion of Members

- a. The member whose expulsion has been recommended shall be notified at a meeting of such and of the grounds on which the said expulsion has been recommended.
- b. It shall be within the authority of the Committee to exclude such a member from all benefits and activities of the Association until a decision on the expulsion has been reached.
- c. At such a meeting, the member shall be allowed to explain orally or in writing or by email why he should not be suspended or expelled from the Association.
- d. If two-thirds of the members present at the meeting vote for the expulsion of the member, that person shall immediately cease to be a member of the Association

11. Record of Cessation of Membership

If a member of the Association ceases to be a member, an appropriate entry in the Register of members will be made recording the date on which the member ceased to be a member.

12. Fees and Subscriptions

Payment of Subscriptions: Upon approval by the AGM the fee and/or levy shall be payable to King's High School Old Boy's Association (inc) by each Member in the manner prescribed , and on the dates determined by The Committee in the financial year to which the fee or levy relates.

13. Defaulting Members

Any member whose subscriptions are not paid in accordance with 12 above and thus remains unpaid after two years shall be deemed to have forfeited his right to participate in any meeting of the Association. However, the accidental participation of such a member shall not invalidate any decision reached or resolution passed at any such meeting.

14. Resolution of Disputes

A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association is to be referred to the Committee

15. Disciplining of Members

- A. No member of the Association shall for any reason whatsoever any time or place behave in such a manner that will undermine the reputation of the Association. Persons who behave in such a manner will be dealt with by the Committee and may be suspended indefinitely or in extreme cases, expelled.
- B. **A complaint may be made to the Committee by any person, that a member of the Association:**
 - a. If they have refused or neglected to comply with a provision or provisions of this Constitution;
 - b. or has wilfully acted in a manner prejudicial to the interest of the Association .
 - c. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- C. **If the Committee decides to deal with the complaint, the Committee:**
 - a. must cause notice of the complaint to be served on the member concerned; and
 - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint.

- c. Must take into consideration any submissions made by the member in connection with the complaint
- d. The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

D. If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal.

E. The expulsion or suspension does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution, whichever is the later.

16. Right of Appeal of Disciplined Member

- a. Any member who is disciplined by the Committee has a right of appeal to the Committee within 7 days after the notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a member, the Secretary must notify the Committee and the Committee must convene a general meeting of the Association within 28 days after the date on which the Secretary received the notice.

At a general meeting of the Association convened ;

- a. no business other than the question of the appeal is to be transacted;
- b. and the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- c. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d. The appeal is to be determined by a simple majority of votes cast by members of the Association.

17. Limitation of member liability:

- (a)** While a member is obliged to pay any subscriptions and other amounts owed to their Association, members are not liable for a society's obligations .
- (b)** The Association is empowered to indemnify members who act in good faith in pursuing a society's activities , and may take out insurance for the purposes of that indemnity .

PART 3— MEETINGS

18. Presiding Member

The President or in his absence the Vice President shall preside as Chairperson at each general meeting of the Association. If neither the President nor the Vice President is present or is unable or unwilling to act, the members present shall choose one of their number to preside as Chairperson of the meeting.

19. Minutes: The Committee must ensure that minutes are kept of all proceedings at all formal meetings of the Association.

20. Method of General Meeting:

- a. Actual Meeting: by a number of the members of the Committee who constitute a quorum being assembled together at the place, date and time appointed for the meeting;
- b. or Contemporaneous Linking: by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Committee participating and contributing to a quorum can simultaneously hear each other throughout the meeting.

21. Committee Meetings

The Committee shall regulate its own procedure and fix its own time of meetings but unless otherwise circulated, its meetings shall be held quarterly.

22. General Meetings

General Meetings shall be held as required at times set by the Committee.

Extra-Ordinary/Emergency General Meetings

- a. Extra-Ordinary General Meetings of the Association may be convened whenever necessary to discuss any important business of the Association and shall be called within 7 days of a request for such a meeting.

b. Such a meeting may be summoned by the Secretary by email. The purpose for which the meeting is requested and the resolutions proposed must be disclosed.

c. The only business to be conducted at such a meeting shall be that contained on the agenda for the meeting.

23. Annual General Meetings

The Annual General Meeting (AGM) shall be held no later than the 30th of April at such time as shall be fixed by the Committee.

At least fourteen (14) days clear notice of the AGM specifying the date, place and time, shall be given in an advertisement in a daily newspaper or otherwise served as hereinafter provided.

The business to be transacted at the AGM shall include:

- a. Consideration of the President's Report on the activities of the Association for the preceding year
- b. Reports given by the Rector and other members who have business to report on.
- c. Consideration of the Balance Sheet and Statement of Accounts of the Association
- d. Setting of subscriptions.
- e. Election of Officers
- f. Selection of an Auditor
- g. Consideration of Motions and Resolutions which have been duly submitted to the meeting
- h. Minutes of the last AGM
- i. Any other business which, in the presiding Chairman's view, arises out of the above.

24. Quorum for General Meetings

- a. The Quorum for General Meetings properly convened shall be ten (10) members in good standing.
- b. A General Meeting is convened after two weeks advanced notice in writing or by email and has been given to all the members in good standing by or on behalf of the Secretary.
- c. If within thirty (30) minutes of the time advertised for the commencement of the meeting a quorum is not present, the meeting shall be adjourned until such date as the President directs.

Quorum for other Meetings

- a. The Quorum for Committee Meetings shall be five (5) including the President or the Vice President , Secretary, Treasurer and for the AGMs ten (10) members in good standing, one of whom must be the President or Vice President and the Secretary.
- b. If a meeting properly convened or summoned as hereinbefore provided is postponed twice for a lack of a quorum, it MUST be held on the 3rd occasion so convened or summoned, irrespective of the fact that there is no quorum as hereinbefore provided and the persons present at the third or subsequent meeting shall constitute the quorum.
- c. Otherwise, no meeting requiring a quorum shall be held unless there is a quorum.

25. Notice of Meetings

- a. A Notice of meetings and the resolutions to be proposed may be served by the Association upon every member either PERSONALLY or by sending it by email or by mail to such member at his registered or last known place of abode or email address.
- b. Any Notice served by way of the Association's Website or Facebook Page and in the media shall be deemed to be an official Notice.
- c. Notice of every AGM shall be given in a manner hereinbefore authorized to every member except those members who have not supplied to the

Secretary an address for the giving of notices to them.

- d. The accidental or inadvertent omission to give Notice of a meeting to or the non-receipt of any such notice to any of the members shall not invalidate any resolution passed or decision reached at such a meeting. Unless otherwise set out in this Constitution, advance Notice shall be given at least two weeks before the date of a General Meeting and at least two weeks before the AGM, or Extra Ordinary General Meeting.

26. Adjournment of Meetings

- a. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the members present at the Meeting, adjourn the Meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- b. If a General Meeting is adjourned for 14 days or more, the Secretary must give written, email or oral Notice of the adjourned Meeting to each member of the Association stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

27. Decisions and Resolutions

1. A question arising at a General Meeting of the Association is to be determined by either:

- I. By Voices
- II. A show of hands; or
- III. A written ballot, if on the motion of the Chairperson or if 5 or more members present at the Meeting decide that the question should be so determined.
- IV. by Postal or Electronic Voting

2. If the question is to be determined by a show of hands, a declaration must be made by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost. An entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

01. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.
02. The decisions and resolutions of any AGM or Extra-Ordinary General Meeting cannot be cancelled or in any way altered by the Committee, except in accordance with a subsequent decision of a General Meeting.
03. No decision reached at an AGM shall be invalidated by any defect in the right to vote of any person present or voting at such Meeting.
04. Minutes of the AGM, Extra-ordinary General Meeting, and Committee Meetings should be kept.
05. **Postal or Electronic Voting:** Where a Voting Member chooses to exercise their vote by casting a Postal or Electronic Vote, the following general principles shall apply together with any specific requirements as determined by the Committee:
07. The Voting Member may cast a Postal or Electronic Vote on all or any of the motions to be voted on at the General Meeting by returning the voting form, by email or otherwise as prescribed by the Committee, to the Secretary (or his or her nominee) for that meeting; and the voting form must reach the Secretary (or his or her nominee) not less than 24 hours before the time schedule to commence the General Meeting.

28. Standing Orders and Regulations

- (i) There shall be Standing Orders relating to the conduct or meetings of the Association and the Committee shall have power to make such Standing Orders as it deems fit.
- (ii)) The Committee may make such Regulations relating to the Constitution as it thinks fit.
- (iii) The Constitution is, however, the Supreme Law of the Association and subject to the provisions herein contained, if any Standing Order or Regulation is inconsistent therewith, this Constitution shall prevail and the Standing Order

PART 4 — OFFICERS

29. COMPOSITION AND MEMBERSHIP

The officers of the Association shall be the President, Vice President, Secretary, Treasurer, Immediate Past President, other appointed Members and a Liaison Officer who shall be a staff member of King's High School.

President

- a. The President shall preside at General Meetings and Meetings of the Committee and shall have a casting vote.
- b. The President shall give assent in writing when necessary to all matters agreed upon by a majority vote either in the Committee. His opinion shall be sought on all important matters affecting the Association and he must be consulted before any decision is taken on any matter by or on behalf of the Association by a committee Member or member of the Association.
- c. The President will be the main contact person for the Association.
- d. The president shall present at the AGM an Annual Report on the business and activities of the Association during the year.
- e. The President or his representative shall sign the minutes of each meeting.
- f. The President has the right to serve as an ex-officio member of all Committees except the nominating committee.
- g. Except in exceptional circumstances, the President shall not make decisions in the name of the Association without first consulting the Committee. If exceptional circumstances do arise, the President must immediately inform the Committee of such transactions as have been made.
- h. The President may, with the approval of the Committee assume the duties of an officer if, in his opinion, the functions of that officer are not being properly carried out or would be more conveniently carried out by another

Vice President

- a. The Vice President shall assist the President whenever required to do so and shall assume the duties of President in the absence or inability or unwillingness of the President to act.

Secretary

- a. The Secretary shall attend all General Meetings of the Association and all meetings of the Committee

- b. Issue Notices of meetings.
- c. Record and preserve the minutes of meetings
- d. Keep an up-to-date and comprehensive record of all members of the Association in the appropriate membership list. This may be delegated to another Committee Member.
- e. In conjunction with the President, summon all members to Committee meetings of the Association.
- f. Prepare the Agenda for such meetings.
- g. Provide members with a list of the resolutions to be tabled at least fourteen (14) days before the AGM or the Extra-Ordinary General Meeting.
- h. Assume responsibility for all correspondence of the Association
- i. Carry out the instructions of the Committee.

Treasurer

1. The Treasurer shall be appointed to this position and may be removed from the said position by the Committee.
2. The Treasurer shall be responsible for all the finances of the Association and shall:
 - a. receive all subscriptions and monies paid to the Association and keep an itemized account of all receipts and expenditures of the Association;
 - b. make such payments on behalf of the Association as the Committee shall sanction;
 - c. notify all defaulting members of their arrears of subscription after a lapse of 1 year and make the books of the Association available to any member upon reasonable demand;
 - d. whenever required by the Committee, render an account of any financial transaction;
 - e. lodge all monies received as soon as practicable after receipt with the Association's bankers in the name of the Association;
 - f. make withdrawals on the joint signatures approved by the Association;
 - g. at each quarterly Committee Meeting, give the Committee Members a progress report on the financial position of the Association since the last report and at the end of each financial year, prepare a full financial report,

with a comprehensive statement verified by the auditor, covering the financial affairs of the Association during the year for presentation at the Annual General Meeting.

- h. Attend all General Meetings and meetings of the Committee

The Immediate Past President

- a. The immediate past president serves in the governing structure to assure that the experience, and perhaps the wisdom, of the most recent former president is available for consultation and participation in the governance of the organization.
- b. The immediate past president serves on the Committee for a year after completion of his or her service as president.

Liaison Officer

The Liaison Officer shall be appointed by the Committee and shall liaise between King's High School and the Committee. He shall establish a functional relationship with areas of the school so that the Kingsmen may be able to work together with the school.

Miscellaneous Officers The Committee may from time to time appoint a member to be responsible for any activity or project of the Association.

30. ELECTION OF OFFICERS

The officers shall be elected by ballot every year from among the members in good standing at an AGM or Meeting for Election of Officers by a 2/3rd majority except in cases of emergency when the office must be filled within twenty-eight (28) days after being declared vacant at a Meeting by the Chairman.

Persons are permitted to utilize the appropriate information technology for voting by proxy and must do so at least two weeks before the scheduled election date.

No officer may be elected to the same office for more than three consecutive terms. Unless there are no other Kingsman to take on the position.

No member who is not in good standing at the date of the AGM or Meeting of Election of Officers is eligible for election to any office.

31. THE COMMITTEE

The Executive Committee shall consist of the Officers listed above and shall include the immediate past President.

The Committee shall have absolute control and management of all the affairs and property of the Association and shall exercise all powers of the Association as it shall think fit except as otherwise provided by this Constitution.

The Committee shall have the power to appoint sub-committees and appoint advisers to the Executive Committee.

The Committee shall have the following special powers and duties:

(i) act in its discretion in the case of any matters in which the Constitution is silent.

(ii) Take any steps to prevent infringement of the rules of the Association

(iii) delegate any of the duties to a sub-committee or sub-committees of the Association.

(iv) elect chairpersons of the sub-committee.

e. At any meeting of the Committee, five (5) persons shall constitute a quorum. If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned until such date as the President may direct.

f. The President shall preside at all meetings of the Committee. In his absence, the Vice President shall preside or in the absence of the Vice President, the Secretary shall preside.

g. The Committee shall meet quarterly to conduct the business of the Association or at any other time deemed necessary by the Committee.

h. The Committee shall be the final authority for the interpretation of the Constitution, and its decision upon any question of interpretation or upon any matter affecting the Association and not provided for by the Constitution shall be final and binding on the members.

Election of Officers may be considered for nomination unless some form of notice and/or interest in such office was received by any two (2) members in good standing.

32. SUB COMMITTEES

Sub-Committees may be selected at meetings of the Executive Committee.

One person may constitute a committee. Any person or persons selected to serve on a Sub-Committee may be dismissed in the same manner in which he was appointed

No member who is absent from an AGM or Meeting of Election of Officers may be considered for nomination unless some form of notice and/or interest in such office was received by any two (2) members in good standing.

Members who are running for office must be Kingsmen and any financial member is eligible for election to an Committee post.

Secret Ballot: Except where the circumstances arise, the election shall be decided by secret ballot or if the General Meeting is held by election by Postal or Electronic Voting;

Highest Polling: those candidate(s) for the vacant Committee Member position(s) which have the highest number of votes in their favour shall be declared elected; Equal Number: if there is an equal number of candidate(s) to the number of vacant Committee Member position(s) the candidate(s) shall be declared elected;

Insufficient Candidates: if there are insufficient candidate(s) for the vacant Committee Member position(s), the available candidate(s) shall be declared elected and the remaining position(s) shall remain vacant and shall be treated as a Casual Vacancy; If a Casual Vacancy arises on the Committee, then the Committee shall be filled by a member proposed by one and seconded by another of the remaining members of the Committee and approved by a simple majority of the general body.

33. REMOVAL OF COMMITTEE MEMBERS

- a. Cause for removal shall be deemed to be any behaviour which sullies the name and character of the Association.
- b. All complaints regarding the behaviour of members of the Committee shall be submitted to the Secretary in writing.
- c. The Committee shall meet to hear such complaints within 7 days of a complaint being made and shall have the power to take appropriate disciplinary action including termination of membership.
- d. The outcome of a disciplinary hearing shall be notified in writing to the person who lodged the complaint and the member against whom the complaint was made within three (3) days of hearing.
- e. There shall be a right of appeal to the Committee.

36. VACANCIES

- a. A vacancy shall be declared when a committee Member is no longer eligible for the Association, resigns or is removed from office.

34. Ineligibility of Committee Members:

A person shall not be eligible to be appointed, elected, or to remain in office as a Committee Member or Sub Committee Member if they are, or become:

- a. Bankrupt: a person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;
- b. Offence: a person who has been convicted of an offence and has been sentenced to a term of imprisonment of 3 months or more, unless that person has obtained a pardon or has served the sentence;
- c. Disqualified Director: a person who is prohibited from being a director of, or being concerned or taking part in, the management of, an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005;
- d. Property Order: a person who is subject to a property order made under sections 30 or 31 of the Protection of Personal and Property Rights Act 1988; or 21 e.
- e. Incapacity: a person who becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

35. Indemnity of Committee Members:

Each Committee Member, the Patron and any other employee or servant of the Association (Is indemnified by the Association from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of that Indemnified Party's duties;

is not liable for the acts or omission of any other person being a Committee Member, the Patron or any other employee or servant of the Association or for joining in any act or receipt or for any act of conformity or for any loss happening to the Association; unless due to the Indemnified Party's own wilful default.

- b. Any vacancy on the Committee which arises between Annual General Meetings shall be filled by a member proposed by one and seconded by another of the remaining members of the Committee and approved by a simple majority of the general body.

PART 5— FINANCE

37. Funds - Source

- (a) The funds of the Association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meetings, such other sources as the committees determine.
- (b) All monies received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

38. Funds - Management.

- (a) The Financial Year of the Association shall be from 1st January to the 31st of December.
- (b) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used solely for the purpose of carrying out the objectives identified in this Constitution.
- (c) The Banker of the Association shall be a reputable banking institution.

39. Accounts

- (a) True and accurate accounts of the monies received and expended by the Association shall be kept by the Treasurer.
- (b) Subject to any reasonable restriction as to the time and manner of inspecting the accounts in accordance with the regulations of the Association for the time being, the accounts shall be open to inspection by members of the Association.
- (c). Quarterly statements of income and expenditure shall be presented to the Committee.
- (d) The accounts of the Association shall be examined at least once a year and the correctness of the Balance Sheet and the accompanying Statement of Income and Expenditure shall be verified by an auditor (who may or may not be a member of the Association) chosen at the AGM or Meeting of the Election of officers.

The Association shall retain its accounting records for a minimum of five (5) years.

40. Inspection of Books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association
 - (b) this Constitution
 - (c) the minutes of all Committee Meetings and General Meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause (i) on payment of a fee of not more than One dollar (\$1.00) for each page copied.

Part 6—MISCELLANEOUS

41. Conflicts of Interest

A Committee Member has a conflict of interest in a matter if:

- (a) they may obtain a financial benefit from the matter
- (b) They are the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter
- (c) If they may have a financial interest in a person to whom the matter relates

If any of the above conditions hold true then the Committee Member is required to disclose the interest as soon as practically possible to the Associations committee.

The information must be recorded in the conflicts of interest register. The member may still be part of the quorum but will not be able to vote. The register must be open for inspection

42. Property of the Association

- (a) The Association's property shall only be used in the furtherance of the aims and objectives of the Association.
- (b) The distribution of proceeds arising from the sale of property to members is prohibited.
- (c) The Association's property shall be vested in not less than two (2) and no more than four (4) custodians, one of whom shall be the Treasurer.
- (d) The custodians shall be appointed by the members at a General Meeting and shall hold office until death or resignation unless removed by a resolution passed at a General Meeting.

43. Dissolution of the Association

- (1) The Association may not be dissolved except with the consent of at least two thirds (2/3) of the members voting at an Extraordinary General Meeting convened for that purpose.
2. In the event of a decision to dissolve the Association, the Committee shall by a date specified in the resolution to dissolve the Association, discharge all liabilities and use the balance of monies for the benefit of the King's High School or in such a manner as the members decide upon.
- (3) When all such business is completed, the Association shall stand dissolved.

44 . Alterations to the Constitution

- (1) The existing Constitution may only be amended by a resolution supported by a two-third majority vote of the total membership of the Association entitled to vote and who are present at an AGM or Extra-Ordinary General Meeting of which advanced notice of the specified amendments proposed is given in writing by the Honorary Secretary.
- (2) No additional alteration or amendment shall be made to this Constitution unless the same be submitted to the Committee for consideration.

45. Affiliate Kingsmen Branches

- (i) Members may form branches outside of Dunedin to promote the expansion of the Association, hereinafter referred to as “Kingsmen Branches”.
- (ii) The branches shall meet as Kingsmen Branches of the Association and shall conduct activities in accordance with the objectives of the Association.
- (iii) The members of an Kingsmen Branches shall be granted membership in the Association and other Kingsmen Branches in accordance with the Constitution of the Association.
- (iv) Kingsmen Branches must be endorsed by the Association in writing prior to formation and registration as Non-profit Organizations.
- (v) Each Kingsmen Branch shall be responsible for its own internal governance and follow the Association Constitution.
- (vi) The Kingsmen Branch may be dissolved by a two-thirds vote of the Association.

Certificate of Incorporation

KINGS HIGH SCHOOL OLD BOYS ASSOCIATION INCORPORATED
226828
NZBN: 9429042659426

This is to certify that KINGS HIGH SCHOOL OLD BOYS ASSOCIATION INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 5th day of September 1949 and was reregistered to become a society under the Incorporated Societies Act 2022 on 24th day of April 2025



Registrar of Incorporated Societies
24th day of April 2025



To check the validity of this certificate visit
<https://app.businessregisters.govt.nz/sber-businesses/verify/9429042659426/IncorporatedSociety-64013176.html>

Certificate generated on 24 April 2025 02:31 PM NZST