

Te Pou Herenga Kōrero Mo Te Rauhītanga o Te Mano o Tipene

St Stephens School Old Boys' Association Incorporated Constitution

1. Te Rauhītanga (The Association)

- 1.1. The name of the Association is Te Rauhītanga o Te Mano o Tipene, St Stephens School Old Boys' Association Incorporated ("Te Rauhītanga").
- 1.2. The registered office of Te Rauhītanga is 2/11 Gloaming Place, Takanini, Auckland, or such other place as Te Tāhuhu (the Executive Committee) of Te Rauhītanga shall from time to time decide upon.

2. Te Tohu, Nga Kara, Te Pepeha (Crest, Colours, Motto)

- 2.1. The crest of Te Rauhītanga shall be the crest of St Stephens School ("the School"), and the colours and motto shall be the same as the School's colours and motto, ie black and gold, and "Constanter in Caelum".

3. Nga Whāinga (Objects)

- 3.1. The primary purpose of Te Rauhītanga is to actively promote the objects for which St Stephens School was founded, and to promote the interests of the School (in whatever form that may be), and to this end, to pursue the following secondary objects;
 - a. to actively assist with the re-establishment and re-opening of the School;
 - b. to further the education of students of the School (when re-opened) by offering scholarships and prizes for proficiency in school work, cultural pursuits, or sports, and by direct financial support of pupils attending the School, and by any other means that may be decided upon at a General Meeting of Te Rauhītanga;
 - c. to assist with financing facilities, amenities, or any other activities of the School;
 - d. to keep Old Boys in touch with, and maintain their interest in, one another and the School, and to secure the support of Old Boys in furthering the interests of the School and of its Old Boys;
 - e. to enhance the traditions of the School;
 - f. to maintain and preserve records and memorabilia that are or may be of interest to Old Boys and the School;
 - g. to encourage Old Boys of the School to send their sons, mokopuna, uri (descendants) to the School;

- h. to competently administer the assets of Te Rauhītanga;
 - i. generally, to do or cause to be done anything determined by Te Tāhuhu to be necessary, incidental or conducive to any of the above objects.
- 3.2. In carrying out the above objects Te Rauhītanga intends to fulfil “a charitable purpose” in accordance with the meaning of this phrase in section 5 of the Charities Act 2005.

4. Nga Pou (Membership)

- 4.1. All Old Boys of the School, being a former student who has attended the School for some or all of his secondary education, are eligible to become a member of Te Rauhītanga (“He Pou”), except for Associate Members and Honorary Life Members as provided for in clauses 6 and 8 below.
- 4.2. Four classes of membership are recognised:
- a. Nga Pou, Old Boys Membership.
 - b. Nga Rapa, Associate Membership
 - c. Nga Amo, Life Membership;
 - d. Nga Koruru, Honorary Life Membership.

5. Nga Pou (Old Boys Membership)

- 5.1. On paying the Membership fees set by Te Tāhuhu from time to time, any Old Boy becomes a ‘He Pou’ o Te Rauhītanga and remains so for the period during which their subscription remains current, unless their membership is terminated according to clause 9.

6. Nga Rapa (Associate Members)

- 6.1. Any person, who is not an Old Boy, may apply or be nominated for Associate Membership.
- 6.2. If approved by Te Tāhuhu, and on payment of the Membership fees, that person shall become ‘He Rapa’ o Te Rauhītanga for the period during which their subscription remains current, unless their membership is terminated according to clause 9.
- 6.3. Any person joining as the partner or spouse of a Pou shall be accorded ‘He Rapa’ status.

7. Nga Amo (Life Members)

- 7.1. On paying the Life Membership fee set by Te Tāhuhu from time to time, any Member, or, if not already a Member, any Old Boy or Associate, becomes a Life Member, 'He Amo' o Te Rauhītanga and is exempt from payment of further Membership fees.

8. Nga Koruru (Honorary Life Membership)

- 8.1. Any Member may propose candidates for Honorary Life Membership to Te Rauhītanga by submitting their nominations to Te Tāhuhu.
- 8.2. Honorary Life Membership may be conferred by Te Tāhuhu upon any Old Boy, or any other person, who has provided exceptional service to the School, the Board of Trustees, Te Rauhītanga, or similar School organisations, and presented to the Annual General Meeting o Te Rauhītanga.
- 8.3. Honorary Life Members shall enjoy all of the privileges of membership including election to office, and shall not be required to pay Membership fees.

9. Te Aukati Poupou (Cessation of Membership)

Membership of Te Rauhītanga shall cease upon any of the following occurring:

- 9.1. receipt by Te Manatā (the Secretary) of the written resignation of the Member;
- 9.2. failure by the Member to pay their annual membership fee within 90 days of the due date for payment.

A Member who resigns or fails to pay their annual membership fee may be reinstated by paying the current joining and annual membership fee as a new Member.

- 9.3. the majority vote of Te Tāhuhu if it is considered that the Member has brought Te Rauhītanga into disrepute;
 - a. Te Tāhuhu may call upon any Member for an explanation of any charge of misconduct laid against them by any Member, or of any other matter of sufficient cause, the Member having the right to appear in person before Te Tāhuhu.
 - b. Te Tāhuhu may reinstate, by majority vote, any membership terminated under this sub-clause on such terms as it may decide.

10. Nga Utu Poupou (Membership Fees)

- 10.1. All Membership fee rates shall be determined from time to time by Te Tāhuhu.

11. Te Tāhuhu (Executive Committee)

- 11.1. Te Tāhuhu shall consist of:
 - a. Elected Members, who must be Old Boys of the School, who have been elected at an Annual General Meeting, or who have been co-opted by the existing Te Tāhuhu at other times, up to the maximum number of members permitted by clause 11.2.
 - b. Te Manatā as appointed under clause 15.
- 11.2. The maximum number of Te Tāhuhu members shall be ten.
- 11.3. The Members of Te Tāhuhu o Te Rauhītanga shall be elected at the first General Meeting of Te Rauhītanga, and thereafter at Annual General Meetings, by majority vote of the members present. Nominations for Elected Members, who must be Members of Te Rauhītanga, may be made by any Member of Te Rauhītanga, and must be received by Te Manatā o Te Rauhītanga at least seven days prior to the Annual General Meeting. Nominations must be in writing, must be sent to Te Manatā by mail or electronically, and must state the following:
 - a. the name of the Old Boy being nominated;
 - b. the name of the Member making the nomination, who may be the same as the person being nominated.
- 11.4. The members of the inaugural Te Tāhuhu shall hold office for three years from inception, and thereafter one third of it's members shall automatically retire each year on a rotational basis, and if nominated, may stand for re-election at the next Annual General Meeting.
- 11.5. The members of Te Tāhuhu to retire under 11.4 above, shall be those who have been longest in office since their last appointment. As between members who were appointed on the same day, those to retire, unless they otherwise agree amongst themselves, shall be determined by lot.
- 11.6. Each Member of Te Tāhuhu shall have one vote. Where an equal number of members is present at Te Tāhuhu meetings, Te Tumuhere (the Chairman) shall have a casting vote as well as a deliberative vote.
- 11.7. Te Tāhuhu shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by Te Tumuhere or Te Manatā.
- 11.8. Any Member of Te Tāhuhu who is absent from three consecutive meetings of Te Tāhuhu without the approval of Te Tāhuhu shall be deemed to have resigned their membership of Te Tāhuhu.
- 11.9. When a vacancy in Te Tāhuhu occurs, it shall be filled by appointment by Te Tāhuhu.

- 11.10. Each Member of Te Tāhuhu shall within one calendar month of submitting their resignation, or ceasing to hold office, deliver to that Member's successor, all books, papers, and other property of Te Rauhītanga possessed by such former officer or elected Member.

12. Quorum

- 12.1. For meetings of Te Tāhuhu, a quorum shall be half the total membership of Te Tāhuhu, plus one where the membership is an odd number, plus Te Tumuhere or his appointee.

13. Te Mana o Te Tāhuhu (Executive Powers)

- 13.1. The management and control of Te Rauhītanga shall be vested in Te Tāhuhu.
- 13.2. Te Tāhuhu shall have the authority do to all such things as are considered necessary to carry out the objects of Te Rauhītanga.
- 13.3. Te Tāhuhu shall control all funds of Te Rauhītanga and all special funds, which shall be kept separate from general funds, and shall control and manage its affairs with power to appoint sub-committees for any purpose Te Tāhuhu determines.
- 13.4. The Common Seal of Te Rauhītanga shall be kept by Te Manatā and shall be affixed only on the authority of Te Tāhuhu and in the presence of two members of Te Tāhuhu.

14. Te Tumuhere (Chairman)

- 14.1. Following each Annual General Meeting, Te Tāhuhu shall appoint from amongst its members a Tumuhere to hold office until the next Annual General Meeting. A Member who is Tumuhere shall be eligible for re-election for up to five consecutive years, and shall be eligible for re-election as Te Tumuhere after having stood down for two years.

15. Te Manatā (Secretary)

- 15.1. Te Tāhuhu shall appoint a Manatā to conduct the administrative work of Te Rauhītanga, and the Manatā or their appointee shall attend all meetings of Te Rauhītanga for the purpose of preparing the minutes of such meetings.
- 15.2. It is not necessary that Te Manatā be an Old Boy of the School or a Member of the Te Rauhītanga.

16. Te Kaitiaki Pūtea (Treasurer)

- 16.1. Te Tāhuhu shall appoint from amongst its members a Kaitiaki Pūtea to hold office until the Kaitiaki Pūtea resigns or retires, or the Kaitiaki Pūtea's appointment is terminated by Te Tāhuhu by majority vote. The Kaitiaki Pūtea shall be entitled to receive all financial details of Te Rauhītanga and such other information as the Kaitiaki Pūtea may reasonably require in order to prepare Te Rauhītanga's annual financial statements.
- 16.2. All monies received by Te Rauhītanga shall be paid to the Kaitiaki Pūtea or Te Manatā or directly to Te Rauhītanga's bank account, and shall be receipted in appropriate form.
- 16.3. The Kaitiaki Pūtea shall submit an up to date statement of the financial position of Te Rauhītanga at each meeting, including a list of all disbursements or pending disbursements, by cheque or otherwise, since the previous Te Tāhuhu meeting, for approval by Te Tāhuhu.
- 16.4. The Kaitiaki Pūtea shall present annual accounts to the Annual General Meeting for approval. The annual accounts must be audited if a resolution requiring this was passed at the previous year's Annual General Meeting.

17. Bank Accounts

- 17.1. Te Rauhītanga shall hold all of its funds in its name in a registered bank.
- 17.2. All bank accounts shall be operated on the signature of two persons, being any two members of Te Tāhuhu who have been approved as authorised signatories by Te Tāhuhu.

18. Contracting

- 18.1. Te Rauhītanga shall not enter into any contract unless it has received prior approval from Te Tāhuhu, except for contracts having a total value of \$250 or less, in which case approval for such contracts may be given by Te Tumuhere and one other Member of Te Tāhuhu, and such approval must be reported and ratified at the next meeting of Te Tāhuhu.

19. General Meetings of Te Rauhītanga

- 19.1. The Annual General Meeting of Te Rauhītanga shall be held on a day determined by Te Tāhuhu but shall be held not later than 18 months following the date of the previous Annual General Meeting.
- 19.2. A Special General Meeting may be called by Te Tumuhere or at the request of Te Tāhuhu and must be held within 30 days of such request.

- 19.3. A minimum of fourteen days notice is to be given for calling a General Meeting. Notice of a General Meeting shall be in writing, sent to all Members of Te Rauhītanga at the address held by Te Manatā, and shall be delivered by post, facsimile, electronic means or any other communication method considered appropriate by Te Tāhuhu. Notice shall be deemed to have been given if it is sent to the last known address (postal or electronic) of the Member.
- 19.4. Any Member wishing to give notice of any motion for consideration at the next Annual General Meeting shall forward written notice of the same to Te Manatā prior to the notices for the General Meeting being sent out. Te Tāhuhu may consider all such notices of motion and provide recommendations to members in respect thereof. Any motions not received by this time may be tabled at the General Meeting for consideration by Te Tāhuhu for inclusion in that meeting under the heading of other business.
- 19.5. At all General Meetings twenty members shall form a quorum.
- 19.6. Only Old Boys, who are Members, may vote at a General Meeting.
- 19.7. Resolutions at a General Meeting shall be passed by majority vote of the members present and voting.
- 19.8. Resolutions amending the Constitution of Te Rauhītanga, or dissolving Te Rauhītanga, may only be heard at Annual General Meetings, and shall be passed by at least a two thirds majority of the members present and voting.
- 19.9. Voting at General Meetings shall be by voice, by show of hands or, on demand of Te Tumuhere or of any Member present, by secret ballot.
- 19.10. Business conducted at the Annual General Meeting shall be:
 - a. the approval of the minutes of the previous Annual General Meeting;
 - b. receipt and approval of Te Tumuhere's report,
 - c. receipt and approval of Te Kaitiaki Pūtea's report;
 - d. approval of the Annual Accounts;
 - e. appointment of an auditor for the following year's Annual Accounts, and if nominated, the election of the Honorary Auditor;
 - f. election of the Elected Members of Te Tāhuhu;
 - g. presentation of Honorary Life Members;
 - h. any other business.

- 19.11. If, at an Annual General Meeting, nominations exceed the maximum number of Te Tāhuhu members stated in 11.2, Te Tumuhere shall conduct a vote by show of hands for each nominee, unless any Member present requests a secret ballot, in which case a secret ballot shall be held. In the event of a secret ballot the votes shall be collected and counted by Te Manatā o Te Rauhitanga and checked by the Immediate Past Tumuhere and shall be destroyed after the appointment has been determined. The number of votes cast for each nominee shall not be announced.

20. Nga Pae o Te Rauhitanga (Regional Branches)

- 20.1. In order to activate membership in the regions or abroad, Te Tāhuhu will encourage the establishment of branches of Te Rauhitanga.
- 20.2. All branches will be called Pae o te Mano o Tipene.
- 20.3. Every branch will be established under the auspices of Te Tāhuhu and will act within the confines of this constitution. They will at all times aim to represent and maintain best practice and integrity of Te Rauhitanga.
- 20.4. All activities that seek to promote, present or represent the objects of this constitution must be sanctioned in the first instance by Te Tāhuhu.

21. Honorary Auditor

- 21.1. Where it is resolved at an Annual General Meeting that the Annual Accounts shall be audited, an Honorary Auditor shall also be elected at the Annual General Meeting. Nominations for the position of Honorary Auditor shall be made by Te Tāhuhu. If an Honorary Auditor is not elected at the Annual General Meeting, then one shall not be elected, and Te Tāhuhu shall appoint a Professional Auditor to conduct the audit of the annual accounts.
- 21.2. The elected or appointed Auditor shall be an individual who is a Member of the New Zealand Institute of Chartered Accountants, or an accounting firm comprising members of that Institute.

22. Application of Income and Funds

- 22.1. The financial year of Te Rauhitanga shall commence on 1 April of each year and end on 31 March of the following year.
- 22.2. The income and capital of Te Rauhitanga shall only be applied towards the promotion of the objects of Te Rauhitanga as set forth in this Constitution.

- 22.3. The capital and income of Te Rauhītanga not immediately required for any purpose pursuant to this Constitution shall be invested upon such terms as Te Tāhuhu shall think fit.

23. Restrictions on Making Payments and Providing Benefits

- 23.1. No private pecuniary profit may be made from Te Rauhītanga by any Member, except that:
- a. a Member may receive reimbursement for all costs, charges and expenses properly incurred by the Member in connection with the affairs of Te Rauhītanga;
 - b. Te Rauhītanga may pay reasonable and proper remuneration to any person or entity in return for services rendered to Te Rauhītanga;
 - c. a Member may be paid all usual professional, business or trade charges for services provided, time spent and acts done in connection with the affairs of Te Rauhītanga by the Member, or by any entity of which the Member is a member, employee or associate; and
 - d. a Member may retain any remuneration properly payable to the Member by any entity with which Te Rauhītanga may be in any way concerned or involved and for which the Member has acted in any capacity whatever; this applies even if the Member's connection with that entity is in some way attributable to the Member's connection with Te Rauhītanga.
- 23.2. Clause 23.1 is intended to ensure that Te Rauhītanga retains its charitable status for the purposes of taxation under the Income Tax Act 2007 or its successor. Te Tāhuhu, in determining all reimbursements, remuneration and charges payable in terms of this Constitution, must ensure that the restriction imposed by clause 23.1 is strictly observed.

24. Interested Committee Members

- 24.1. Where any Member of Te Tāhuhu:
- a. is or becomes associated with (whether as a member or otherwise in any private capacity) any company, partnership, organisation, group or trust with which that Member or Officer is transacting or dealing in their capacity as a Member of Te Tāhuhu; or
 - b. is in a position where the interests or duty of that Member in any particular matter conflicts or might conflict with their duty to Te Rauhītanga; or
 - c. is transacting or dealing as a Member of Te Tāhuhu with himself in another capacity;

then that Member must declare the nature of the conflict or the potential conflict at a meeting of Te Tāhuhu, and must not take part in any deliberations or proceedings (including voting or other decision making) relating to the relevant matter or transaction.

- 24.2. If a Member contravenes clause 24.1, their vote or other decision will not be counted, and they will not be counted in any quorum present at any meeting at which the relevant matter or transaction is considered.

25. Indemnity

- 25.1. The Members of Te Tāhuhu and other officers shall be indemnified by Te Rauhitanga for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own wilful default or dishonesty.
- 25.2. No Member of Te Tāhuhu or other officer shall be liable for the acts or defaults of any other Member of Te Tāhuhu or other Officer for any loss or expenses happening to Te Rauhitanga unless the same happens from their own wilful default or dishonesty.

26. Winding Up

- 26.1. Te Rauhitanga may be wound up by the resolution of at least two thirds majority of members present and voting at an General Meeting.
- 26.2. In the event of such winding up, or in the event of winding up by the Registrar of Incorporated Societies, all surplus assets of Te Rauhitanga, after the payment of all costs, debts and liabilities, shall, subject to any trust affecting them, be donated to an agreed Charitable Trust to apply as it considers best to the benefit of that charity. No distribution whatsoever shall be made to any Member.

27. Amendment of the Constitution

- 27.1. Any amendment to this Constitution requires at least a two thirds majority resolution of the members present and voting at a General Meeting.
- 27.2. No clause of this Constitution may be amended, deleted or adopted if such amendment, deletion or adoption modifies the charitable status of Te Rauhitanga.

End