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Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

The St Bede's College Old Boys' Association (Incorporated)

2. Society number

219334

I certify that the alteration has been made in accordance with the rules of the society.

Name

Nick Strettell

Position

Solicitor acting for St. Bede's College

Signature

Date

23 / 6 / 2011

3. Complete this checklist before filing your application

Tick **all** options that apply to this alteration of rules

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

4. Your contact details

Name and postal address

Nick Strettell
Saunders Robinson Brown
P.O. Box 39
Christchurch 8140

Telephone (03) 343 1304

Email (optional)



SAUNDERS ROBINSON BROWN

THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF

**THE ST BEDE'S COLLEGE OLD BOYS' ASSOCIATION
(INCORPORATED)**

THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF
THE ST BEDE'S COLLEGE OLD BOYS' ASSOCIATION (INCORPORATED)

1. NAME

- 1.1 The name of the Association is "THE ST BEDE'S COLLEGE OLD BOYS' ASSOCIATION (INCORPORATED)" ("SBCOB").

2. REGISTERED OFFICE

- 2.1 The registered office of SBCOB is St Bede's College, Main North Road, Papanui, Christchurch or such other place as the General Committee of SBCOB from time to time decide.

3. OBJECTS

- 3.1 The objects of SBCOB are:

- (a) To further the objects for which St Bede's College ("the College") was originally founded.
- (b) To foster and keep alive amongst old boys the College, a remembrance of the College and an active interest in its welfare.
- (c) To promote the interests of the College:
 - (i) By encouraging the attendance of old boys at sports and functions, promoted by the College or any other organisations associated with the College;
 - (ii) By offering scholarships amongst the current students at the College or new entrance to the College; or
 - (iii) By offering prizes for academic, cultural and sporting competitions amongst the students of the College;
 - (iv) To generally do all things whatsoever for the benefit of St Bede's which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the objects of SBCOB PROVIDED HOWEVER that the foregoing objects shall in no way limit the rights and powers conferred upon Societies incorporated under "the Incorporated Societies Act 1908" and its amendments.



4. MEMBERSHIP

4.1 There are the following classes of membership of the Association:

- (a) Honorary Life Members
- (b) Fully Paid Members
- (c) Ordinary Members
- (d) Associate Members

4.2 Each Candidate for admission to Fully Paid and Ordinary Membership of the Association shall apply in writing to the Secretary of the Association ("the Secretary").

4.3 The election of all candidates for membership (other than Honorary Life Members) shall be by the Committee.

4.4 The candidates for membership (other than Honorary Life Membership) of the Association shall be elected by a majority present and voting at any meeting of the Committee.

5. HONORARY LIFE MEMBERS

5.1 Honorary Life Membership may be conferred on any person in appreciation for services to the College or the Association or who has greatly distinguished himself or herself.

5.2 Election as an Honorary Life Member must be on the recommendation of the Committee.

5.3 Honorary Life Members shall be elected at a general meeting of the Association after written notice of the proposal has been given to members of the Association.

5.4 Honorary Life Members shall enjoy all the privileges of membership including election to office without being called on for any subscription.

6. FULLY PAID MEMBERS

6.1 On paying the Fully Paid Members fee set by the Committee from time to time, any Ordinary Member, or if not already a member, any Old Boy, becomes a Fully Paid Member of the Association and is exempt from payment of further annual subscriptions.

7. ORDINARY MEMBERS

- 7.1 Only Old Boys of the College or ex-teachers of the College who held an appointment as a teacher at SBC for a period of three years or more are eligible to be Ordinary Members of the Association.

8. ASSOCIATE MEMBERS

- 8.1 An Associate Member is a person who has been awarded membership by the Committee because of continuous support to the College or the Association.
- 8.2 The following persons shall be Associate Members of the Association while holding office or while serving on the staff or the College as the case may be:
- (a) All academic staff of the College.
 - (b) Any other person who the Committee appoints pursuant to 8.1 hereof.
- 8.3 An Associate Member shall enjoy all the privileges of membership (including election to office) and shall pay an Associate Member's subscription.

9. TERMINATION OF MEMBERSHIP

- 9.1 Membership of the Association terminates:
- (a) On the death of the member.
 - (b) On the acceptance by the Committee of a written resignation provided that the member's subscription payments are up-to-date.
 - (c) On the passing of a resolution at a meeting of the Committee by a majority of not less than 75% of the members present, provided that:
 - (i) Every member of the Committee has been given at least seven (7) days' notice in writing of such a meeting and of the matters proposed to be considered in respect of the membership of the member; and
 - (ii) The member concerned has been given similar notice and the opportunity to appear before and be heard by the Committee.
 - (d) If the committee has exercised its power under Rule 10.2
- 9.2 Any member may be reinstated by the Committee on such terms as it may decide.

10. ANNUAL SUBSCRIPTIONS

- 10.1 The annual Association membership subscription shall be determined by the Committee from time to time and be payable for the period from 1 January to 31 December in each year (or such other period determined by the Committee) and shall become due and payable in advance on the 1st day of January in each year (or such other day as determined by the Committee).
- 10.2 The Treasurer shall inform the Committee of the names of all members who have failed to pay their subscriptions within 1 month (or such other period determined by the Committee) of due date and the Committee may terminate the membership of such members.
- 10.3 The Committee may waive or excuse payment by any member of all or part of the annual subscription for any year.

11. OFFICERS

- 11.1 The officers of the Association are:
- (a) The Patron (who shall be the Rector for the time being of the College);
 - (b) The President;
 - (c) The Vice President;
 - (d) Two (2) Honorary Vice Presidents;
 - (e) The Treasurer; and
 - (f) The Secretary.
- (g) The Office of Secretary and Treasurer may be held by one person.

12. THE COMMITTEE

- 12.1 There shall be a General Committee of the Association consisting of the officers (except the Honorary Vice Presidents) together with:
- (a) Not more than six (6) but not less than three (3) members to be elected by the Association at the annual general meeting.
 - (b) Members of the Committee shall serve until the next annual general meeting.
 - (c) Any member of the Committee failing to attend three consecutive meetings of the Committee without leave shall cease to be a member of the Committee.

- (d) Should any member of the Committee die or resign or cease to be a member through non-attendance, the Committee shall appoint another member to fill the vacancy.
- (e) The President or the Secretary may call meetings of the Committee at any time.
- (f) The Committee shall regulate and order all proceedings at its meetings in such manner as it thinks fit.

13. POWER TO DELEGATE

- 13.1 The Committee may, from time to time, appoint any sub-committee and may delegate, in writing, any of its powers and duties to any such sub-committee or to any person, and the sub-committee or person as the case may be, may without confirmation by the Committee exercise or perform the delegated powers or duties in like manner and with the same effect as the Committee could itself have exercised or performed them.
- 13.2 Any committee or person to whom the Committee has delegated powers or duties shall be bound by the Constitution and any terms or conditions set by the Committee.
- 13.3 Every such delegation shall be revocable at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Committee.
- 13.4 It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a member of the Committee, but such subcommittee shall comprise at least one Committee member.

14. ELECTIONS

- 14.1 Officers of the Association shall be elected at the annual general meeting of the Association and shall continue in office until their successors are elected provided that the maximum term of the office of the President shall be two (2) successive years. Candidates shall be proposed by at least one member of the Association and seconded by one other member in writing and each candidate shall also signify his consent to nomination in writing. Nominations and the candidate's consent to nomination must be in the hands of the Secretary not later than twenty-eight (28) days before the date of the annual general meeting.
- 14.2 Members of the Committee other than the Patron shall be elected at the annual general meeting of the Association. Candidates shall be proposed by one member of the Association and seconded by one other member in writing and each candidate shall signify his consent to nomination in writing. Nominations and the candidates' consent to nominations must be in the hands of the Secretary not later than noon twenty-eight (28) clear days before the date of the annual general meeting. At the annual general meeting if nominations have not been received for the Committee

member/s required to be elected under Rule 12.1(a), then the Chairman of the annual general meeting may call for nominations from the floor for the remaining Committee positions.

15. QUORUM

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

16. COMMITTEE POWERS

- 16.1 The Committee shall control all funds of the Association including the Old Boys' Scholarship Fund and all other special funds (which are to be kept separate from its general funds), and control and manage its affairs with power to appoint sub-committees for any purposes the Committee determines and to co-opt the members of such sub-committees and generally shall have power to do all such things as are necessary to carry out the objects of the Association.

17. SPECIFIC COMMITTEE POWERS

- 17.1 Without in any way restricting the powers of the Committee contained in Rule 16, the Committee shall have full power:
- (a) To borrow money for the purpose of the Association on such terms as the Committee thinks fit and with or without giving security for payment;
 - (b) To purchase, take on lease or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for the purposes of the Association and to erect, maintain, improve, or alter any building or premises as may be required;
 - (c) To borrow on mortgage of any of the real or personal property of the Association or other obligation or securities of the Association;
 - (d) To invest and deal with the funds of the Association upon such securities and in such manner as the Committee thinks fit;
 - (e) To sell, lease, exchange, mortgage, or otherwise deal with all or any of the real and personal property of the Association.

18. SECRETARY

- 18.1 The Secretary shall conduct the affairs of the Association and its correspondence.
- 18.2 The Secretary shall keep full and correct minutes of all Committee and general meetings of the Association and shall produce them at all meetings.

18.3 The Secretary shall keep a list of members with their addresses and shall notify them of all general meetings of the Association.

18.4 The list of members shall be open for inspection by members at all reasonable times.

19. TREASURER

19.1 The Treasurer shall be a member of the Association.

19.2 All monies payable to the Association shall be paid to the Secretary or Treasurer.

19.3 The Treasurer shall submit to the annual general meeting a statement of the assets and liabilities of the Association as at 31 October (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 expenditure for the twelve months (or such other period as the case may be) preceding such date.

20. AUDITOR

20.1 The financial statements presented to the annual general meeting shall prior to the meeting be audited by a member of the Institute of Chartered Accountants of New Zealand or by a firm comprising members of that Institute who shall be appointed each year at the annual general meeting of the Association.

21. BANK ACCOUNTS

21.1 The Association shall hold all funds in the Association's name.

21.2 Bank accounts shall be operated on the signature of two (2) persons, being any two officers or an officer and the Secretary or the Secretary and one member of the Committee.

22. COMMON SEAL AND CONTRACTING

22.1 The Association shall provide a Common Seal which shall be in the custody of the Secretary.

22.2 The Association shall not enter into any contract unless the entering into of that contract has received the prior approval of the Committee provided that any two of the Secretary and the officers may authorise the entry into a contract by the Association that would incur an obligation of no more than \$500 (or such other amount as the Committee determines from time to time) without the prior approval of the Committee but the entry into any such contract will, for the record, be disclosed at the next meeting of the Committee.

- 22.3 Where a contract must be made under the Common Seal of the Association, the affixing of the Common Seal must take place in the presence of two officers or one officer and the Secretary or any two members of the Committee.
- 22.4 Where a contract does not need to be made under the Common Seal of the Association, that contract must be signed on behalf of the Association by an officer or the Secretary.
- 22.5 A Register separately recording all contracts entered into by the Association shall be kept by the Secretary.

23. GENERAL MEETINGS AND QUORUM

- 23.1 The annual general meeting of the Association shall be held on such day as the Committee shall determine not being later than eighteen (18) months from the date of the previous annual general meeting.
- 23.2 A special general meeting may be called by:
- (a) the President; or
 - (b) by a majority of the Committee present at a Committee meeting; or
 - (c) by the Secretary on receipt of a requisition signed by not less than twenty (20) members of the Association;

and such meeting shall be held within thirty (30) days of such call or requisition.

- 23.3 At all general meetings twenty (20) members present shall form a quorum or a lesser number by vote of members present.
- 23.4 No member whose subscription is in arrears for more than one year shall be entitled to vote at any general meeting or be included for the purposes of establishing a quorum.

24. NOTICE OF GENERAL MEETING

- 24.1 Not less than fourteen (14) clear days' notice, specifying the place, date and hour of meeting, and the purpose for which any general meeting is to be held, shall be given as provided in Rule 26.

25. VOTING AT GENERAL MEETINGS

25.1 At the Chairman's discretion, the method of voting at all general meetings shall be either by voice or a show of hands, except that the Chairman may order a ballot to be taken on any motion submitted to the meeting. The Chairman of the meeting shall have a casting vote in addition to the vote to which he is entitled as a member.

26. NOTICES

26.1 Subject to Rule 26.4, all notices under these rules shall be in writing addressed to the member at the address from time to time held by the Secretary for that member.

26.2 Delivery may be effected by hand, by post (with postage prepaid), facsimile or email.

26.3 Any notice given under this rule shall be deemed to have been received:

(a) At the time of delivery, if delivered by hand;

(b) On the next business day after the date of mailing, if sent by post, facsimile or email.

26.4 Notice of any general meeting shall be deemed to have been effectively given if the notice is included in the "Bedeian" newsletter or any replacement publication, or local newspaper and the notice shall be deemed to have been received on the next business day after the date of mailing, if sent by post, facsimile or email.

27. THE BEDEAN

27.1 Each financial member of the Association shall be entitled to receive "The Bedean" or any other newsletter as is published by the Association from time to time.

28. DISPOSITION OF PROPERTY ON WINDING UP

28.1 The funds and property of the Association shall be applied solely in promotion of the objects set out in these rules and in the event of the winding up of the Association all its property shall be transferred to the Governing Body of St Bede's College for the general purposes of the College or applied to such other charitable purpose within New Zealand as shall be determined by a special general meeting of the members of the Association.

29. ALTERATION TO RULES

29.1 Any of these rules may be added to or altered or repealed by the resolution of a majority of the members present at the annual general meeting, or at a special general meeting called for the purpose.

29.2 No rule may be adopted, amended or repealed if it nullifies the charitable status of the objects of the Association.

29.3 Notice of any rule change shall be given in accordance with Rule 26.1.

30. BY-LAWS

30.1 The Committee may make by-laws for regulating and carrying out the affairs of the Association.

31. INTERPRETATION

31.1 The decision of the Committee on the interpretation of the rules, or on any matter or thing not contained in these rules, but pertaining to the Association, its property or interests, shall be conclusive and binding on all members until revoked at a general meeting.

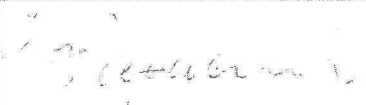




WE, the several persons whose names are subscribed hereto, being members of the above mentioned Society, hereby apply for the incorporation of the foregoing rules of the Society from the date hereof and in accordance with the Incorporated Societies Act 1908.

DATED this 7th day of December 2010.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SIGNATURE OF SUBSCRIBERS

WITNESS

J. F. RATHBON 11 WEDGEMORE AVE LEAMINGTON PUNJAB MEMBER		 M.D. Sweeney General Christchurch
H. M. H. RYAN 11 SCOTSDOWN AVE, RENOVALE, CHRISTCHURCH PRESIDENT,		 M.D. Sweeney General Christchurch
T O'MALLEY 1172 A PAPARUA ST PAPARUA CHURCH COMMITTEE MEMBER	T O'Malley	 M.D. Sweeney General Christchurch