

UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF

(HUTT INDEPENDENT BOYS' SCHOOL) (INCORPORATED)

1.0 NAME

- 1.1 The name of the Society is (HUTT INDEPENDENT BOYS' SCHOOL) (INCORPORATED).

2.0 OBJECTS

- 2.1 To provide the land and buildings necessary to establish and carry on at any place or places in New Zealand an (independent) school or schools (collectively known as "the School") providing for practical, vocational and academic education of a high order, including the encouragement of independence and good character (and whether) on a single sex (or co-educational) basis (and) with (or without) religious instruction and with emphasis on the importance of good international relations amongst the peoples of the world and the responsibilities of the students of the School ("the Students") in that regard.
- 2.2 To formulate and prescribe the curriculum to be pursued at the School and from time to time to vary, extend and modify the same in accordance with the objects of the Society.
- 2.3 To provide living accommodation and board for Students and for staff and other employees of the Society.
- 2.4 To provide for the delivery and holding of lectures exhibitions, public meetings, classes and conferences calculated directly or indirectly to foster or develop the cause of education or cultural interests or idealistic projects or the love of learning.
- 2.5 To promote, organise, arrange, facilitate and control social intercourse between the Students and between Members or between such groups and others and to afford to Students, Members and other training and opportunities for mental, social, physical or moral improvement or for recreation of any kind.
- 2.6 To establish, maintain and control libraries and to collect information and provide services for the research and dissemination of information of any kind and to arrange lectures and debates on any subject likely to be of interest to Students, Members or the public or any section thereof.
- 2.7 To establish and carry on at any place or places in New Zealand classes, conferences, seminars or courses of any nature.

- 2.8 To use the funds of the society as the Society may consider necessary or proper in payment of the costs expenses of establishing the Society and furthering or carrying out the objects of the Society or any of them including the employment of counsel, solicitors, agents, officers and employees as shall appear necessary or expedient.
- 2.9 To purchase, take on lease or in exchange on hire or otherwise acquire any real or personal property and any rights or privileges which the Society shall think necessary or expedient for the purpose of attaining the objects of the Society or any of them or promoting the interest of the Society and to sell, exchange, let on bail or lease with or without option of purchase or in any other manner whatsoever dispose of any such property, rights or privileges as aforesaid.
- 2.10 To improve, manage, develop, work and maintain, or sell, lease, let, underlet, exchange, surrender, mortgage, charge, dispose of or otherwise deal with and turn to account all or any property, real or personal, of the Society or any interest therein and to lend, invest or deposit on mortgage or any other security and to erect, construct, alter, renovate and maintain any property, real or personal of the Society in such a manner as the Society may think fit.
- 2.11 To receive and take any gift devised or bequeathed or property real and/or personal for any of the purposes or objects of the Society whether subject to any special trust or not but so that the Society may nevertheless decline or refuse to accept any gift or donation.
- 2.12 To lend and advance money or give credit to any person or company or to guarantee and give guarantees and/or give any indemnity in respect of or for the payment of money or the performance of contracts or obligations by any person or company to assist any person or company.
- 2.13 To establish and support or aid in the establishment and support of associations, institutions, funds, scholarships, trusts and conveniences calculated to benefit any past or present Students, employees or officers of the Society or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and/or superannuation to benefit any such persons and to subscribe, guarantee or donate money for charitable or benevolent objects.
- 2.14 To procure the Society to be incorporated under either the Charitable Trusts Act 1957 or the Incorporated Societies Act 1908 or under any re-enactment or amendment of either Statute or under any other Act appropriate to the nature and objects of the Society.
- 2.15 To borrow or raise money from time to time and to issue debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society whether in support of borrowings of the Society or in respect of any other obligation of the Society including without limitation the guaranteeing of the obligations of any third party and upon such terms as to priority and otherwise as shall seem fit to the Society.

- 2.16 To promote any Company or hold shares in any Company (without limiting the investment powers of the Society in terms of Clause 2.17) for any purpose which may be seen to be directly or indirectly further the objects of the Society.
- 2.17 To invest and reinvest in such securities or investments and upon such terms as it shall think fit the whole or any part of the Society's funds which shall not be required for the immediate business of the Society.
- 2.18 To do or cause to be done any act matter or thing which may seem to the Society capable of being conveniently or advantageously carried on in conjunction with any of the objects of the Society or to directly or indirectly affirm, promote or consolidate any of the said objects and to do all such things as the Society thinks necessary and incidental or conducive to the attainment of the above objects or any of them.

3.0 LIMITATION ON OBJECTS AND ACTIVITIES

- 3.1 Nothing in these Rules shall empower or entitle the Society or be construed as empowering or entitling the Society to engage in or be concerned or interested in any activity object or purpose which is not charitable within the meaning of the Income Tax Act 1976 and its amendments for the time being or of any re-enactment thereof.
- 3.2 Any income, benefit or advantage obtained by the Society must be applied to the charitable purposes of the Society as recorded in Rule 2.0.
- 3.3 No member of the Society, or any person associated with a member, is permitted in, or may materially influence any decision made by the Society in respect of payment to, or on behalf of, that member or associated person of any income, benefit or advantage.
- 3.4 Any income paid to a member of the Society, or a person associated with a member must be for goods or services to advance the charitable purposes of the Society as recorded in Rule 2.0.

4.0 INTERDENOMINATIONAL BASIS

- 4.1 The Society shall be conducted on an interdenominational basis.

5.0 MEMBERSHIP

- 5.1 Any natural person or body corporate of any kind may become a member of the Society.
- 5.2 The signatories of these Rules shall be the first members of the Society.

6.0 ADMISSION OF ORDINARY MEMBERS

- 6.1 An application by any person to enrol a proposed student at the School shall be deemed an application to admit the persons so enrolling such student or the persons specified by such persons as members of the Society. The enrolment or any such student at the School shall be deemed an admission of such persons so enrolling such student or the persons specified

by such persons as members of the Society PROVIDED THAT the number of Members so admitted shall not be more than Two (2) per each Student so enrolled and PROVIDED FURTHER THAT:

- (a) All enrolment applications shall specify the persons to be admitted as Members and;
 - (b) The name or names of such Members shall appear on the register of the School; and
- 6.2 Any other person desiring to become a Member shall make application in writing to the Secretary. The Board shall have power to accept or refuse any such application in its entire discretion and without assigning any reason.
- 6.3 No natural person under the age of eighteen years shall be entitled to be a Member.

7.0 TERMINATION OF MEMBERSHIP OF SOCIETY

- 7.1 Membership of the Society is terminated:
- (a) By the death of the Member or the winding up or dissolution of the Member in case of a body corporate.
 - (b) By the termination of the enrolment at the School of a Student in relation to whom the Member's name appears on the register of the School unless such Member having applied to be admitted pursuant to Clause 6.2 shall have been so admitted.
 - (c) By the Member resigning on giving at least one month's notice to that effect in writing to the Secretary, but a Member so resigning shall remain liable for payment of all subscriptions due and unpaid at the date of his resigning.
 - (d) By decision of the Council in its sole discretion on the Member failing to pay the Annual Subscription and any other fees or levies payable to the Society by the date of commencement of the next term following the due date or by 30 November in each subscription year whichever is the earlier.
 - (e) By resolution of the Society in General Meeting on the recommendation of the Board made after due inquiry and deliberation of the Board.
- 7.2 The termination of membership of any member shall be confirmed in writing to the Member concerned.

8.0 SUBSCRIPTIONS

- 8.1 The Council shall fix the Members; a) admission Fees Deposit ("Fees Deposit"), b) the Annual Subscription Fees consisting of i) Incorporated Society Fees, ii) Attendance Dues and iii) Proprietors Donation for the Society ("Annual Subscription") as the Council may determine annually and if in any year the same shall not have been fixed then such Fees Deposit and

Annual Subscription shall be the same as the immediately prior year. The Council shall be entitled in any year to differentiate the amounts of the Annual Subscription payable as between Members who are corporate bodies, Members who are specified in terms of Clause 6.1 in relation to a Student and other Members. In particular in the case of any Member who is a corporate body the Council may fix the Annual Subscription payable thereby having regard to such considerations as the Council in its unfettered discretion shall think fit. The Council shall not be obliged to fix any Fees Deposit and/or Annual Subscription in any year.

- 8.2 Subject as hereafter provided any person desiring to become a Member shall upon admission pay the Fees Deposit and Annual Subscription to the Society in accordance with the published payment options which will be issued to the Member before the 20th February in each year.
- 8.3 Any person admitted as a Member after the last day of July in any year shall only pay half of the amount fixed as the Annual Subscription for the year ending on the following 31st January.
- 8.4 Except as mentioned above and as hereinafter provided every member shall for each year pay the whole amount of the Annual Subscription for such year.

9.0 HONORARY MEMBERS

- 9.1 The Society in General Meeting on the recommendation of the Board may at any time and from time to time with the consent of the person concerned and upon such grounds as the Board shall decide appoint any person as an Honorary Member of the Society.
- 9.2 An Honorary Member shall not be required to pay an annual subscription to the Society.
- 9.3 An Honorary Member shall not have voting rights at any General Meeting of the Society.
- 9.4 An Honorary Member shall be recorded on the register of Honorary Members of the Society and shall have all the rights of a Member with the exception of voting rights as set out in Clause 9.3.
- 9.5 The Board may upon proper consideration and on proper grounds terminate any Honorary Membership.

10.0 HONORARY OFFICERS

- 10.1 A Patron or any one or more Vice patrons may on the recommendation of the Board be appointed and removed at any General Meeting of the Society.

11.0 BOARD

- 11.1 The affairs and business of the Society including the government and control of the School shall be controlled and managed by a Board of Governors ("the Board") comprising not less than six nor more than 10 members. The actual size of the Board shall be as set from time

to time by the Society in General Meeting. The initial Board shall comprise seven members. To be eligible as a member of the Board a candidate is required to be a member of the Society.

11.2 The Board at its first meeting after the first General Meeting in any one year shall elect from its members the following officers:

- (i) Chairperson
- (ii) Deputy Chairperson
- (iii) Secretary
- (iv) Treasurer

11.3 Notwithstanding anything to the contrary herein contained any member of the Board may appoint any person (provided such person is a member of the Society) who is approved by the majority of the Board to be such member's alternate to act in such person's place at any meeting of the Board. Every such alternate shall be entitled to notice of meetings of the Board and to attend and vote thereat as a Board member when the person appointing him is not personally present. Any appointment so made may be revoked at any time by the appointer or by a majority of the other Board members. Any appointment or revocation under this Rule shall be effected by notice in writing delivered to the Secretary.

11.4 The Board may at any time and from time to time appoint any person whether a member of the Society or not and either with or without remuneration to be Assistant Secretary or to be Assistant Treasurer of the Board with such powers and duties as the Board may from time to time determine and the Board may at any time remove any Assistant Secretary or any Assistant Treasurer from such position.

12.0 FIRST BOARD

12.1 (a) The first Chairperson shall be Roger Neil O'Brien of Upper Hutt, Engineering Development Manager.

(b) The first Deputy Chairperson shall be Theodore Nicholas Robin Taptiklis of Lower Hutt, Company Director.

(c) The first Secretary shall be Marilyn Joy McLauchlan of Pinehaven, Executive Officer.

(d) The first Treasurer shall be Anthony Pratt Kaye of Lower Hutt, Company Director.

(e) The remaining first members of the Board shall be:

Johanna Margaret Moir King of Upper Hutt, Company Director.

Larry Jack Lepper of Lower Hutt, Consultant.

Anthony Rhys Vickerman of Lower Hutt, Company Director.

13.0 ELECTION OF MEMBERS OF THE BOARD

- 13.1 No person shall be eligible for election as a member of the Board unless he is a member of the Society and any member of the Board who ceases to be a member of the Society shall ipso facto cease to be a member of the Board.
- 13.2 Any Principal of the School or any other employee of the Society shall not be eligible as a member of the Board.
- 13.3 A member of the Board retiring at an Annual General Meeting pursuant to Clause 14 shall be eligible for re-election to the Board. Any other Member shall be eligible for election to any vacancy on the Board at any Annual General Meeting PROVIDED THAT not less than 72 hours before the time fixed for the meeting there has been received at the registered office of the Society and/or such other place as the Board may nominate in the notice calling the Annual General Meeting, a nomination in writing signed by a Member nominating that Member for election and an acceptance of nomination signed by that Member PROVIDED THAT on the unanimous recommendation of the Board the Society in General Meeting may waive or lower the requirement to give 72 hours notice.

14.0 ROTATION OF BOARD MEMBERS

- 14.1 At every Annual General Meeting of the Society held after the 31st of January 1992, three members of the Board shall retire from office. The members of the Board to retire in every year shall be those who have been longest in office since their appointment but as between persons who become members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Such members of the Board shall retire notwithstanding the retirement at the Annual General Meeting of other members of the Board. The length of office of each Board member shall be reckoned from the date of such Board member's election to office or in the case of such member being elected at more than one Annual General Meeting the date of such member's last election to office. A retiring Board member shall be eligible for re-election.

15.0 CONTROL AND USE OF FUNDS

- 15.1 All moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account with such Bank or Savings Bank from time to time to be fixed by the Council and all cheques or withdrawal slips drawn on the account shall be signed by two members of the Council of whom one shall be the Chairperson or the Deputy Chairperson or the Secretary or the Treasurer provided that the Council in its discretion may set delegated authorities for the payment of Society costs and expenses by any two other persons who shall not necessarily be Council members.
- 15.2 The Secretary shall have power to receive and give effectual receipts for all legacies, subscriptions, donations or other moneys bequeathed made or given to the Society.

- 15.3 Where the Council at its discretion sets delegated authorities for the payment of Society costs and expenses, such delegated authorities must be set at a meeting of Council.

16.0 INTEREST OF BOARD MEMBERS

- 16.1 A Board member who has a pecuniary interest or other interest (other than an interest solely as a Member) in any issue before the Board shall declare his/her interest and shall, unless a majority of the Board agrees otherwise, be excluded from the deliberations of the Board relating to that issue and shall not be entitled to vote on any such issue but may form part of the quorum of such meeting.
- 16.2 A member of the Board shall not have an interest in any matter:
- (a) Solely by virtue of that member holding office as a director or secretary of any such company which, were the Society a company, would be a subsidiary of the Society.
 - (b) Where such member has entered into any guarantee or borrowings for the benefit of the Society.

17.0 BORROWING AND INVESTMENT POWERS OF BOARD

- 17.1 Without limiting its powers as contained elsewhere in these Rules the Board may exercise all the powers of the Society to borrow money and/or to give security and to invest funds.

18.0 PROCEEDINGS OF BOARD

- 18.1 Meetings may be summoned by the Chairperson or in his or her absence by the Deputy Chairperson. Meetings may also be summoned by the Secretary and shall be so summoned and held within Eight (8) days of the receipt of a request in writing to that effect from not less than Two (2) members of the Board.
- 18.2 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Each member of the Board shall have one vote. Questions arising shall be decided by a majority of votes PROVIDED THAT in the event of an equality of votes the person chairing the meeting shall have an additional casting vote which is not required to be exercised in the same manner as a deliberative vote of that person.
- 18.3 The quorum necessary for the transaction of the business of the Board shall be four.
- 18.4 The continuing members of the Board may act notwithstanding any vacancy in the membership of the Board, but if and so long as their number is reduced below the necessary quorum the continuing members or member of the Board may act for the purpose of increasing the number of the Board to the necessary quorum but for no other purpose.
- 18.5 The Chairperson shall be entitled to preside as Chairperson of every meeting of the Board at which the Chairperson is present. If the Chairperson is absent from or unwilling to act as

Chairperson at any meeting then the Deputy Chairperson if present and willing to act as such shall be entitled to preside as Chairperson at the meeting; and if neither the Chairperson nor the Deputy Chairperson is present or willing to act as Chairperson then the members present shall appoint one of their number to act as Chairperson of the meeting.

- 18.6 The Board shall have power at any time and from time to time to appoint any member of the Society to be a member of the Board to fill a casual vacancy. Any Board member so appointed shall hold office until the next Annual General Meeting and shall be eligible for re-election at such meeting. The retirement of any such Board member shall not be taken into account in determining the retirement of Board members pursuant to Clause 14 of these Rules.
- 18.7 Subject to the provisions of these Rules any Principal of the School shall and representatives of the employees of the Society may, be invited to attend meetings of the Board. Such persons may participate in any deliberations of the Board unless the Board decides otherwise.
- 18.8 All members of the Board shall be given not less than three days' notice of meetings of the Board. Such notice may be given orally or in writing. It shall not be necessary to give notice of Board meetings to any member of the Board that is absent from New Zealand at the date the notice is given.

Any irregularity in the notice of a Board meeting is waived if all Board members attend the meeting without protest as to the irregularity and/or all Board members entitled to receive notice consent to the meeting taking place.

- 18.9 A written notice or communication to a member of the Board may be given as follows:
- (a) by handing to the member personally;
 - (b) by mail; or
 - (c) by email or other electronic communication.

A written notice to a member of the Board shall be deemed delivered:

- (i) where sent by mail three days following the day the notice of communication was posted; and
 - (ii) where sent by email or other electronic communication of entry and at the time of entry into the email system designated by the member for the purpose of receiving communications from the Board.
- 18.10 If a member of the Board has for more than three months been absent from meetings of the Board held during that period without the consent of the Board the Board may by Resolution remove that member from the Board.
- 18.11 Any Principal or employee representative attending a meeting of the Board may, if a majority of the Board decides so, be excluded from the deliberations of the Board as to any

issues specified by the Board and shall be so excluded if any such issue relates to any complaint against that person in his or her capacity as an employee of the Society, subject to the right of the Board to offer such person the opportunity to be heard on any complaint against that person.

18.12 A meeting of the Board may be held either:

- (a) by a number of Board members sufficient to form a quorum being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all the Board members participating in the meeting and constituting a quorum can simultaneously hear each other throughout the meeting.

18.13 A resolution in writing signed by all the Board members for the time being entitled to receive notice of a meeting of the Board will be valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board members. A facsimile or a document scanned in portable document format (PDF) of any such signed resolution will be as valid and effectual as the original signed document.

19.0 POWERS AND DUTIES OF BOARD

19.1 The affairs and general business of the Society shall be managed and controlled by the Board and the Board may do or authorize anything to be done by the Society which the Society is permitted to do by these Rules or by law and which is not required to be done in General Meeting. The Board may at any time co-opt a member of the Society to assist the Board but any member so co-opted shall not be a member of the Board or be entitled to vote at any meeting of the Board.

19.2 In furtherance and not in limitation of and without prejudice to the said powers the Board shall have the following particular powers and authorities that is to say;

- (a) From time to time to appoint and remove, dismiss or suspend any officer, principal, teacher or employee of the Society with the right to delegate such power and to determine the salaries to be paid and to enter into any agreement in writing or otherwise with such persons or any of them and upon such terms which may seem expedient to the Board.
- (b) To remit to a sub-committee any matter within the jurisdiction of the Board with or without power to act, and also if considered advisable to give such sub-committee power to co-opt any other person or persons.
- (c) To fix a quorum for any such sub-committee and to lay down regulations to define the powers and govern the proceedings thereof.
- (d) To conduct the correspondence and generally to control the activities of the Society.

- (e) From time to time to make and alter rules for the conduct of the business of the Society.
- (f) To establish any superannuation, scholarships or benefit funds for past or present Students or employees of the Society.
- (g) Subject to and without prejudice to these Rules and subject to any direction passed by way of ordinary resolution of the Society in General Meeting, from time to time to make and alter by-laws for the conduct control and management of the affairs of the Society and the guidance of Students, Members or employees.
- (h) To make such charges upon the persons enrolling Students or intending Students as may be thought fit as to tuition, recreation, the provision of staff, land, buildings, equipment and things necessary or expedient in the opinion of the Board for the carrying out of the objects of the Society.

20.0 FINANCIAL YEAR

- 20.1 The first financial year shall commence on the date of the incorporation of the Society. The financial year of the Society shall end on the 31st day of December in each year.

21.0 REGISTERED OFFICE

- 21.1 The registered office of the Society shall be at such place as shall from time to time be determined by the Board. Due notice of any change of registered office shall be given to the Registrar of Incorporated Societies.

22.0 SERVICE OF NOTICES

- 22.1 A notice of communication to a Member may be given as follows:
- (a) by handing to the Member personally;
 - (b) by mail;
 - (c) by email or other electronic communication; or
 - (d) in the case of a Member who is a parent, guardian or caregiver of a Student by such other means customarily used by the School to convey communications to the parent, guardian or caregiver of a Student.
- 22.2 Reference in any notice to a Member to material or information that is available on the School's website shall be effective as if such material or information was included in that notice itself.
- 22.3 A notice to a Member shall be deemed delivered:
- (a) Where sent by mail three days following the day the notice or communication was posted; and
 - (b) Where sent by email or other electronic communication on entry and at the time of

entry into the email system designated by the Member for the purpose of receiving communications from the School.

23.0 ACCIDENTAL OMMISION TO GIVE NOTICE

- 23.1 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at that meeting.

24.0 NOTICES BY ADVERTISEMENT

- 24.1 Notwithstanding anything to the contrary herein contained, notice of any meeting of the Society or of any other thing or matter may be given to all Members or to any named Member or Members by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the Society and/or the School, and in such event notice shall be deemed to be duly given to all members or if addressed to any Member of Members to such named Member(s) at noon on the day on which the advertisement appears.

25.0 MEETINGS AND ELECTIONS

- 25.1 The Annual General Meeting of the Society shall be held at a time and place fixed by the Board, but not later than in the month of June in any one year for the following purposes:
- (a) To receive the report of the Board.
 - (b) To consider and receive the statement of accounts, and duly audited balance sheet, the signed copy of the Auditor's report of the preceding year and an estimate of the receipts and expenditure for the ensuing year;
 - (c) To elect members to the Board for the ensuing year;
 - (d) To appoint an Auditor for the ensuing year;
 - (e) To decide on any resolution which may be duly submitted to the meeting. The only resolutions that may be considered by an Annual General Meeting are:
 - (i) a resolution approved by the Board for submitting to the meeting;
 - (ii) a resolution pertaining to (a), (b), (c) or (d) of this Rule 25.1; and
 - (iii) a resolution that has been proposed by not less than three Members Qualified to attend and vote at the meeting by notice in writing signed by such Members which has been delivered to the registered office of the Society not less than 30 days before the date fixed for the meeting.

- 25.2 Notice of any Annual General Meeting specifying the business to be transacted and the day, place and time of the proposed meeting shall be given pursuant to Rules 22 or 24 not less than 10 clear days prior to the date of such meeting.
- 25.3 The Board may at any time of its own volition convene a Special General Meeting of the Society. A Special General Meeting shall be convened in the same manner as an Annual General Meeting.
- 25.4 (a) The Board notwithstanding anything to the contrary in these Rules shall on the requisition of not less than fifteen (15) Members proceed duly to convene a Special General Meeting of the Society. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited with a member of the Board. The requisition may consist of several documents in like form each signed by one or more requisitionists. If the Board does not within twenty-one days from the date of the deposit of the requisition ("the Deposit Date") proceed duly to convene a Special General Meeting to be held within forty days from the Deposit Date the requisitionists, or not fewer than fifty-one per centum (51%) of such requisitionists, may themselves convene a Special General Meeting but any meeting so convened shall not be held after the expiration of three months from the Deposit Date.
- (b) A meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which a Special General Meeting would be convened by the Board. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a Special General Meeting shall be repaid by the Society to the requisitionists.
- 25.5 No business shall be transacted at a Special General Meeting other than that specified in the notice convening such meeting.
- 25.6 At all General Meeting of the Society ten (10) members shall be quorum.
- 25.7 All decisions passed by a majority at any General Meeting held in conformity with these Rules shall be binding upon all Members and no notice of motion to reconsider any such decision shall be received by the Board during the then current financial year in which decision has been arrived at, unless the Board shall otherwise determine.
- 25.8 A Member society may by resolution of its governing body authorise one of its members to act as its representative at any meeting of the Society and the person so authorised shall, subject to written evidence of such authority satisfactory to the Board being delivered to the Secretary of the Society at least three days before the meeting, be entitled to exercise the same powers on behalf of the Member society he represents as that Member society could exercise if it were a natural person who was a Member.

26.0 CHAIRPERSON OF GENERAL MEETINGS

- 26.1 The Chairperson shall preside at every General Meeting of the Society or if such chairperson is not present or is unwilling to act the Deputy Chairperson if present and willing to act shall preside as Chairperson. Otherwise the meeting shall choose one of the Members present to act as Chairperson at the meeting.

27.0 VOTING

- 27.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands demanded:
- (a) by the chairperson
 - (b) by at least seven (7) Members entitled to vote at that meeting
- 27.2 The demand for a poll may be withdrawn
- 27.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 27.4 A poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 27.5 Subject as otherwise herein provided every Member present at a meeting shall have one vote irrespective of the number of Students in relation to which a Member's name may appear on the register of the School.
- 27.6 In the event a poll is taken, a Member whose name appears on the register of the School in relation to a Student pursuant to Clause 6.1 shall have two votes or such multiples thereof as corresponds with the number of Students in relation to which the Member is so registered PROVIDED THAT if any other Member so registered in relation to any such Student attends the meeting each such Member shall be entitled to one vote only in regard to such Students.
- 27.7 A Member may vote at any General Meeting personally or by proxy.
- 27.8 Any proxy shall be in writing signed or executed by the Member giving the proxy and shall be deposited at the registered office of the Society or handed to the Secretary of the Society not less than 72 hours prior to the meeting.

28.0 INDEMNITY

- 28.1 The Members of the Board shall be indemnified by the Society from and against all liabilities, losses and expenses incurred by them in or about the discharge of their respective duties whether such liability, losses and/or expenses were incurred by them for any purposes connected with the objects contemplated for the Society prior to the incorporation thereof or were incurred subsequent thereto PROVIDED THAT nothing in this clause contained shall apply to exempt any of the persons aforesaid from liability for his or her willful default.

29.0 ALTERATION OF RULES

- 29.1 Unless otherwise provided herein the Rules of the Society may be amended by resolution approved by not less than 70% of those members in attendance voting in person at an Annual or Special General Meeting, provided due notice of the proposed amendment having been given to all Members in writing at least ten days prior to the meeting at which such proposal is to be considered.

30.0 COMMON SEAL

- 30.1 The Secretary shall provide and be responsible for the safe custody of a Common Seal for the Society which shall not be impressed upon any instrument or document except pursuant to a resolution of the Board of the Society and in the presence of not less than two members of the Board, both of which shall sign such instrument or document.

31.0 REGISTER OF MEMBERS

- 31.1 A register of Members shall be kept by the Secretary recording the names and addresses of all Members. The School fees register shall be deemed an adequate record in respect of those Members who are admitted as Members pursuant to Clause 61.

32.0 AUDITOR

- 32.1 An Auditor, who shall not be a Member but shall be a member of the New Zealand Society of Accountants shall be appointed at each Annual General Meeting. If in any year the Auditor through death, illness, absence or other cause is unable to audit the Society's account, the Board may appoint an Auditor to audit the accounts in that year.

33.0 MEMBERS BOUND BY RULES

- 33.1 Every Member shall be deemed to be bound by the Rules of the Society.

34.0 DISPOSAL OF ASSETS

- 34.1 If at any time in the opinion of the Board it shall be considered expedient or desirable to dispose of or otherwise deal with substantially the whole of the assets of the Society and/or close the School either permanently, or temporarily, or take any step or steps in relation to the assets of the Society other than is involved in the ordinary working or carrying on of the School then before doing or resolving to do any of these as aforesaid the Board shall obtain the approval of a General meeting of the Society and shall give notice of the proposal to

each Body, Corporation or person, to whom in the opinion of any member of the Board, it is desirable in the interest of the Society to give such notice. Any notice to be given hereunder shall be served in such a manner as the Board shall determine.

35.0 VOLUNTARY WINDING UP

- 35.1 The Society may be wound up voluntarily if a General Meeting of the Society passes a resolution to that effect and such resolution is confirmed at a subsequent General Meeting called for that purpose not earlier than thirty days and not later than sixty days after the date on which the resolution to be confirmed was passed.

36.0 SURPLUS ASSETS

- 36.1 Upon the dissolution or winding up of the Society in any manner the surplus assets thereof shall be donated to a charitable institution or institutions as shall be resolved at the final General Meeting of the Society, or as a Judge of the High Court shall direct and it shall be unlawful without prior consultation with the Commissioner of Inland Revenue to make any alteration to this rule.

37.0 INTERPRETATION OF RULES

- 37.1 If any doubt shall arise as to the construction or interpretation of any clause of these Rules the decision of the Board thereon shall be conclusive and binding on all Members provided however that every such decision shall be reduced to writing and recorded in the Minute Book of the Board.

38.0 MEMBERS COPIES OF RULES

- 38.1 Every Member shall be entitled to inspect a copy of the Rules from time to time at the registered office of the Society during office hours and to obtain one copy of the Rules free of charge. Any further copies required shall be provided by the Society at the request of a Member at reasonable cost.

39.0 DEFINITIONS AND INTERPRETATION

- 39.1 "Members" means the members of the Society admitted in terms of Clause 6 and shall include Honorary Members appointed pursuant to Clause 9.

"Society" and "The Society" means "Hutt Independent Boys' School (Incorporated)".

The term "Caregiver" as it is used in these Rules means in relation to any Student a person who has for the time being the day to day responsibility for the care of that Student.

- 39.2 In these rules words importing the singular include the plural and vice versa, words importing one gender include the other, words importing persons shall, where the context so admits import corporations and vice versa and headings to Clauses shall be ignored in construing such clauses.