

RULES OF WESTLAKERS (INCORPORATED)

1. NAME

1.1 The name of the Association shall be Westlakers (Incorporated).

2. REGISTERED OFFICE

Situation

2.1 The registered office of Westlakers (Incorporated) shall be Westlake Boys High School, Forrest Hill Road, Takapuna, or at such other place within North Shore City as the Committee of Westlakers shall from time to time decide.

3. OBJECTS

3.1 The objects of Westlakers are:

- (a) maintaining a close association with and promoting and supporting Westlake Boys High School and its students in the advancement of educational, academic, sporting and cultural pursuits;
- (b) supporting the Westlake Boys High School Foundation;
- (c) all things incidental and conducive to the attaining of the foregoing objects.

4. MEMBERSHIP

4.1 Members of Westlakers shall enjoy one of the following classes of membership:

- (a) Life Members
- (b) Ordinary Members
- (c) Associate Members

Each person wishing to become a member of Westlakers shall apply in writing to the Secretary of Westlakers, except where these rules provide otherwise.

4.2 The criteria and conditions applicable to the classes of membership are as follows:

- (a) Life Membership

Life Membership shall be conferred by the Committee on any person to whom Westlakers desires to show appreciation for services to Westlake Boys High School or to Westlakers or to the community at large, and shall not be restricted to old boys.

Life Members shall be entitled to all the privileges of membership without being called upon for any subscription but shall not be entitled to be elected to the Committee. Life Members may be co-opted on to the Committee as additional members.

Life Members shall be entitled to vote at General Meetings of Westlakers.

- (b) Ordinary Membership

Ordinary Members shall comprise old boys of Westlake Boys High School and any application for membership shall at all times be subject to the approval of the Committee which shall be entitled to decline an application if it considers the applicant is not a person of good standing in the community.

Ordinary Membership shall require payment of an annual subscription approved by the Annual General Meeting or a Special General Meeting called for that purpose. The Committee may set annual subscriptions for approval at a following General Meeting in order to enable the efficient conduct of the affairs of the Westlakers.

Ordinary Members shall be entitled to vote at General Meetings of Westlakers.

(c) Associate Membership

The following persons shall be Associate Members of Westlakers:

- (i) all former staff of Westlake Boys High School;
- (ii) all present staff who have served not less than three years' full time employment as such;
- (iii) any other person on whom the Committee considers associate membership should be conferred.

Associate Members shall not be eligible for membership of the Committee and shall not be entitled to vote at General Meetings of Westlakers.

Associate Members shall pay such annual subscription (if any) as is determined by the Committee from time to time.

4.3 Cessation of Membership

A member shall cease to be a member of Westlakers:

- (a) on the death of the member;
- (b) on the acceptance by the Committee of the member's resignation in writing and on payment of any subscription fees then owing by the member;
- (c) failure to pay the annual subscription within six months of the date the annual subscription became due;

- (d) on the passing of a resolution of a meeting of the Committee to that effect by a majority of not less than three-fourths of the Committee members present at such meeting provided that every member of the Committee shall have had at least seven days' notice in writing of such meeting and of the matters proposed to be considered in respect of the membership of the member. The member concerned shall be given similar notice and shall be entitled to appear before and to be heard by the Committee before any resolution shall be put to the Committee meeting.

5. PATRON

- 5.1 The Patron of Westlakers shall be such person as is appointed by the Committee from time to time.

6. COMMITTEE

Composition

- 6.1 There shall be a Committee of Westlakers which shall consist of the President plus not less than four and not more than six Ordinary Members of Westlakers.

No member shall serve on the Committee for more than five years and the President shall not hold office as such for more than two consecutive years.

Appointment of Members

- 6.2 All members of the Committee including the President shall be proposed, seconded and elected at each Annual General Meeting of Westlakers and shall continue in office until their successors are elected at the following Annual General Meeting.

In the event of the death of a member of the Committee, or for any other reason a member is unable to unwilling to serve a full term of office, the Committee shall have the power to fill the vacant position until the next Annual General Meeting.

Quorum

- 6.3 Four members shall be a quorum for any meeting of the Committee.

A member of the Committee shall be deemed to be present at the meeting if the member is connected by conference telephone link to the meeting. A meeting may be held by telephone conference or other electronic medium.

Meetings

- 6.4 The President may, and the Secretary of the Westlakers at the request of any two members of the Committee shall, at any time call a meeting of the Committee.

The President shall preside as chairman at every meeting of the Committee or, if the President is absent or unwilling to act, the members of the Committee present shall elect one of their number to be Chairman. Unless otherwise provided by these rules decisions of the Committee shall be by way of majority vote of those members present and entitled to vote. In all other respects the Committee shall have power to regulate and order all proceedings at its meetings in such manner as it thinks fit.

Powers

- 6.5 The Committee shall have control of the funds of Westlakers, and the management of its affairs, and shall have power to do all such things to carry out the objects of Westlakers.

Without in any way restricting such power the Committee shall have full power to:

- (a) purchase, take on or lease or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for the purposes of Westlakers and to erect, maintain, improve or alter any building, premises and works as may be required;
- (b) invest and deal with the funds of Westlakers upon such securities and in such manner as the Committee thinks fit;
- (c) sell, lease, exchange or otherwise deal with all or any of the real or personal property of Westlakers;
- (d) manage and administer such gifts, grants and bequests to Westlakers according to their terms and any trusts associated with them and any other trusts that the Committee considers will promote the objects of Westlakers.

7. THE SECRETARY

Appointment and Duties

- 7.1 The Committee shall appoint a Secretary, who need not be a Committee member, who shall conduct the administrative affairs of Westlakers and its correspondence. The Secretary shall keep the minutes of all Committee and General Meetings, and keep a list of all members and their addresses and shall notify them of all General Meetings, and shall carry out such other duties as directed by the Committee from time to time.

8. THE TREASURER

Appointment and Duties

- 8.1 The Committee shall appoint a Treasurer, who need not be a member of the Committee. All moneys payable to Westlakers shall be paid to the Treasurer whose receipt shall be a sufficient discharge. The Treasurer shall submit to each Annual General Meeting a statement of the assets and liabilities of Westlakers as at the balance date of Westlakers, together with an account of the revenue and expenditure for the 12 months preceding such date. The Treasurer shall carry out such other duties as directed by the Committee from time to time.

9. COMMON SEAL

Custody and Manner in which Affixed

- 9.1 Westlakers shall have a Common Seal which shall be kept in the custody of the Secretary and shall only be affixed to documents at a meeting of the Committee or in pursuance of a resolution of the Committee, and the affixing of the same shall always be attested by at least two members of the Committee. The Committee may utilise the Common Seal at its discretion and any document or deed to be signed by Westlakers will be valid and binding if signed by two members of the Committee in pursuance of a resolution of the Committee.

10. AUDITOR AND BALANCE DATE

Discretionary Audit

- 10.1 Unless otherwise resolved by a General Meeting the accounts presented to the Annual General Meeting shall prior to the meeting be audited by a member of the New Zealand Society of Accountants who shall be appointed each year by the members in General Meeting.
- 10.2 The balance date of Westlakers shall be 31 March in each year.

11. BANK ACCOUNTS

Manner of Operation

- 11.1 Westlakers shall hold all funds in Westlakers' name and its bank accounts shall be operated on the signatures of three persons being any two of the President, Treasurer and Secretary.

12. GENERAL MEETINGS

Power to Call

- 12.1 The Annual General Meeting of Westlakers shall be held at such time within four months of the end of the financial year of Westlakers, as the Committee shall decide from time to time.

A Special General Meeting may be called at any time by a majority of the Committee present at a Committee meeting, and shall be called by the Secretary on receipt of a requisition signed by not less than 10 members of the Westlakers. In either case, such meeting shall be held within one calendar month after being called.

Period of Notice and Quorum

- 12.2 Not less than 14 days notice specifying the place, date and time of a General Meeting, and the purpose for which the General Meeting is to be held, shall be given in the manner provided in Rule 12.3. At all General Meetings, 10 members entitled to vote shall be a quorum.

Manner and Form of Notice

- 12.3 Every notice required to be given to a member under these rules may be given by advertisement in a daily newspaper published in North Shore City and/or by sending such notice by post, facsimile or email to the addresses of members held by the Association in its records. The notice shall include the agenda for the meeting and shall clearly state the matters to be put to the meeting.

Chairman

- 12.4 The President of the Committee shall preside as chairman at every General Meeting or, if the President is absent or unwilling to act, the members present shall elect one of their number to be Chairman.

Mode of Voting

- 12.5 The mode of voting at all General Meetings shall be open except that the Chairman of the meeting may order a ballot to be taken on any motion submitted to the meeting.

Majority Voting

- 12.6 Any resolution submitted to a General Meeting shall be decided by a majority vote of members present and entitled to vote, unless otherwise provided by these rules.

13. DISPOSITION OF PROPERTY

Application and Winding Up

- 13.1 The funds and property of Westlakers shall be applied solely in promotion of the objects set out in these rules.

No part of the funds or property of Westlakers shall be paid directly or indirectly to any member of Westlakers provided that nothing in these rules shall prevent reasonable payments to members for services rendered. In any such case the member concerned shall not participate in any decision on payment, whether to the member personally or any associated person or entity.

- 13.2 Westlakers shall not be wound up unless decided by a General Meeting of Westlakers and shall require a three-quarters majority of members present and entitled to vote. Upon winding up of all the property of the Westlakers:
- (a) shall be transferred to the Westlake Boys High School Foundation in the first instance, or
 - (b) in the event that the Foundation declines to accept the property or no longer exists shall be transferred to the Westlake Boys High School Board of Trustees for the general purposes of the School, or
 - (c) in the event that the Board of Trustees declines to accept the property or no longer exists shall be applied to such other charitable purposes within North Shore City as shall be decided by the General Meeting.

14. ALTERATIONS TO RULES

Procedure

- 14.1 Any of these rules may be altered, added to or deleted by the three-quarters majority resolution of the members of Westlakers present at an Annual General Meeting and having the right to vote on the proposal (details of which proposed alterations, additions or deletions shall have been included in the notice of the Meeting) or at a Special General Meeting called for the purpose provided that no rule shall be altered, added to or deleted if it substantially alters the objects of Westlakers.

15. BY-LAWS

Power to Make and Amend

15.1 The Committee shall have the power to make and amend from time to time By-Laws for regulating and carrying out the affairs of Westlakers.

16. INTERPRETATION OF RULES AND BY-LAWS

Interpretation

16.1 The decision of the Committee on the interpretation of these rules or any By-Laws, or on any matter not contained in the rules or By-Laws but pertaining to the affairs of Westlakers its property or interests, shall be conclusive and binding on all members of Westlakers unless otherwise resolved or revoked at a General Meeting.

Alterations to Rules signed as correct this 18th day of March 2009.
