

# Lincoln University Alumni Association Incorporated

PO Box 15  
Lincoln University  
LINCOLN  
Canterbury  
New Zealand

## RULES

### 1. NAME

The name of the association shall be 'Lincoln University Alumni Association Incorporated'.

The Lincoln University Alumni Association Incorporated shall from time to time be known as the 'Alumni Association' or 'LUAA'.

The Lincoln University Alumni Association Incorporated (LUAA) referred to in these rules is hereby declared to be the same institution as the recognised alumni association of the former educational institutions prior to Lincoln University ie the Lincoln College Old Students' Association and the Canterbury Agricultural College Old Students' Association.

### 2. OBJECTS

The objects of LUAA are:

- To further the objects of Lincoln University (the University)
- To provide a link between alumni and the University
- To act in an advisory capacity to the University with respect to alumni relations
- To assist current students through the provision of scholarships and other means
- To encourage official recording of alumni activities and preservation of the history of the University
- To promote the interests of alumni and the University in other ways as deemed appropriate by the Executive.

### 3. MEMBERSHIP

There shall be two classes of membership of LUAA:

#### 3.1 Full member

Any former full- or part-time student of Lincoln University, Lincoln College, Canterbury Agricultural College or Telford Rural Polytechnic (or its predecessor) and any other organisations that may become part of Lincoln University, is deemed to be an alumnus/alumna and therefore a full member of LUAA.

Full members will be eligible to vote at the Annual General Meeting.

#### 3.2 Associate Member

Any past or present member of staff or Council of the University, who is not already deemed a member under 3.1, is deemed to be an associate member of LUAA.

Associate members will not be eligible to vote at the Annual General Meeting.

#### **4. HONORARY FELLOWS**

LUAA may elect a limited number of honorary fellows. These will be elected by full members at the annual general meeting on the recommendation of the Executive, who shall make recommendation only in cases of exceptional merit. Honorary fellows can be existing members under clause **3. MEMBERSHIP** above or can be from outside the membership.

Current honorary life members of the Lincoln College Old Students' Association or the Canterbury Agricultural College Old Students' Association Incorporated are deemed to be honorary fellows of LUAA.

Honorary fellows will not be eligible to vote at the Annual General Meeting unless also a full member of LUAA.

#### **5. EXECUTIVE COMMITTEE MEMBERSHIP**

The interests of the Alumni Association shall be managed by the Executive Committee (Executive), which shall consist of eleven members:

- President elected under clause **6. ELECTED OFFICERS**
- Vice-President elected under clause **6. ELECTED OFFICERS**
- Immediate Past President
- Secretary – the appointed Alumni and Development Officer
- Five (5) Executive members elected under clause **6. ELECTED OFFICERS**
- Two (2) Lincoln University Council members elected under the Court of Convocation.

#### **6. ELECTED OFFICERS**

##### **6.1 Elected officers**

Seven (7) of the members of the Executive Committee are appointed by election at the Annual General Meeting. A total of eight (8) officers shall be appointed by election as follows:

- Patron
- Executive Committee members:
  - President
  - Vice-President
  - Five (5) Executive members

The Executive Committee shall appoint a Treasurer from within the Committee.

##### **6.2 Terms of Office**

6.2.1 The Patron shall be nominated and elected on a majority vote at the Annual General Meeting and shall remain in office until they retire from the role or are requested to step-down by the Executive.

It is usual but not mandatory that the Vice-Chancellor of the University be Patron of LUAA.

6.2.2 The President and Vice-President shall each serve for a term of two years.

The President shall be eligible for immediate re-election but may not serve more than two consecutive terms. The President can remain an officer as Immediate Past President even once ineligible to be re-elected as President.

The Vice-President shall be eligible for immediate re-election as Vice-President but may not serve more than two consecutive terms. The Vice-President can remain an officer if elected as President or as an Executive member, even once ineligible to be re-elected as Vice-President.

As the President's time in office comes to an end, the Vice-President shall receive automatic nomination to President.

6.2.3 The Immediate Past President shall automatically remain on the Executive for the term of the succeeding President, after which they can be re-elected to remain on the Executive. They would also be eligible to be re-elected as President or Vice-President at this time.

6.2.4 The remaining five elected Executive members shall serve a term of two years and shall be eligible for re-election at the end of each term in office.

6.2.5 Should any officer retire during their term, the Executive can co-opt a suitable person to the Executive to serve until the next Annual General Meeting.

6.2.6 Should any officer fail to attend three consecutive meetings of the Executive Committee without due leave, the Executive may deem it necessary to end the term of that officer and, on the vote of the Executive, that officer shall cease to be a member of the Executive and the Executive Committee may appoint a replacement.

## **7. SECRETARY'S ROLE**

An Alumni and Development Officer of Lincoln University will undertake the role of Secretary to the Executive Committee in accordance with key performance indicators agreed between the University, the appointed Alumni and Development Officer and the President of the Alumni Association.

## **8. TREASURER'S ROLE**

### **8.1 Annual accounts**

The Treasurer shall submit to the members at the Annual General Meeting, the annual accounts as at 31 December preceding the meeting. As there is no requirement to undertake an annual audit of the accounts, the accounts presented at the AGM will be deemed to be the final accounts for the preceding year.

### **8.2 Charitable status**

The Treasurer shall manage the Alumni Association's funds by agreement with the Executive and under the rules determined by the Alumni Association's charitable status.

## **9. EXECUTIVE COMMITTEE'S ROLE AND POWERS**

### **9.1 Role**

The Executive Committee shall promote the objects of the Alumni Association as outlined in clause **2. OBJECTS** of these rules.

### **9.2 General powers**

The Executive Committee will have the general powers outlined below – in addition to the financial powers outlined in clause **10. FUNDS AND INVESTMENT** of these rules.

9.2.1 The Executive Committee shall act on the Alumni Association's behalf

9.2.2 The Executive Committee may co-opt additional members of the Executive at any time

9.2.3 The Executive Committee will have control over, and responsibility for, the funds of the Alumni Association and shall have the power to do all such things as are necessary to carry out the objects of the Alumni Association

9.2.4 The President, or three members of the Executive, shall have the power to call a meeting of the Executive

9.2.5 The Executive Committee shall meet at least three times each year in addition to the Annual General Meeting. All meetings will be chaired by the President, or in their absence, the Vice-President. Should neither be available, the Executive shall appoint one of their number to take the chair

9.2.6 The Executive Committee shall call an Annual General Meeting each year, open to all full members and associate members of the Alumni Association

9.2.7 A quorum is achieved when five or more members of the Executive Committee are present – excluding the Secretary who does not have voting rights on the Executive

9.2.8 The Executive Committee shall have full power to regulate and order all proceedings at their meetings in such manner as they may think fit.

## **10. FUNDS AND INVESTMENT**

All funds of the Alumni Association and investments made by the Alumni Association shall be held in the name of the Lincoln University Alumni Association. Decisions concerning investments and appropriation of such funds to be made by the Executive Committee. In addition to the general powers outlined in clause **9. EXECUTIVE COMMITTEE'S ROLE AND POWERS** in these rules, the powers of the Executive Committee in regard to funds and investment are outlined below:

### **10.1 Collect funds**

The Executive shall have the power to collect funds and raise money by all lawful means (including by gaming machines) and receive, accept, encourage and enlist financial and other contributions, subscriptions, sponsorships, donations, legacies, endowments or bequests from any source. The Executive may also conduct fund raising campaigns in order to further the exclusively charitable objects of the Alumni Association.

### **10.2 Receive grants and subsidies**

The Executive shall have the power to receive from the New Zealand Government or any council, board, territorial authority, or body under the jurisdiction of such governmental authority or from any national or international organisation, any grant, subsidy or payment of any kind in order to further the objects of the Alumni Association.

### **10.3 Specified trust**

The Executive shall have the power to carry out any specified trust attaching or relating to any contribution, subscription, sponsorship, donation, legacy, endowment, bequest, grant, subsidy or payment received, to the extent such specified trust conforms with the objects of the Alumni Association.

### **10.4 Apply funds**

The Executive shall have the power to apply any money forming part of the Alumni Association's funds to the promotion and advancement and development of the objects of the Alumni Association.

### **10.5 Invest funds**

The Executive shall have the power to invest any money forming part of the Alumni Association's funds in any of the ways authorised by law for the investment of funds including (if the Executive thinks fit) on mortgage of land either by the Executive alone or together with any person or persons as a contributory mortgagee.

### **10.6 Acquire property**

The Executive shall have the power to acquire any real or personal property or interest in such property (whether in New Zealand or elsewhere) whether by purchase, lease, hire, exchange or otherwise and on such terms and conditions as the Executive Committee members think fit.

### **10.7 Sell and reinvest**

The Executive shall have the power to sell, join in, call in or convert all or any part of any real or personal property forming part of the Alumni Association's funds in such manner and subject to such terms and conditions as the Executive Committee thinks fit. The Executive may also reinvest the proceeds of such sale, calling in or conversion in such manner as they think fit.

### **10.8 Postpone sale**

The Executive shall have the power to postpone the sale of any real or personal property forming part of the Alumni Association's funds for so long as the Executive members think fit, even if such property is wasting, speculative or declining in nature.

### **10.9 Lease**

The Executive shall have the power to let, lease or bail to any person or persons any freehold or leasehold property or any plant or chattels or interest in any such property forming part of the Alumni Association's funds, either from year to year or for any term or period, and for such rental, and subject to such covenants and conditions, as the Executive think fit. The Executive Committee members may also accept surrenders of lease and tenancies and generally manage any lease or bailment as the Executive thinks fit.

### **10.10 Pay debts**

The Executive shall have the power to apply any income or capital of the Alumni Association's funds in, for, or towards payment of any fees, costs, disbursements, debts or other liabilities or any part of such liabilities, owing by or in respect of the Alumni Association's funds. Such power shall apply

whether or not the liabilities are charged upon the Alumni Association's funds or on any part of it, and whether or not the Executive Committee members are contractually or otherwise legally liable for the payment of the fees, costs, disbursements, debts or other liabilities.

#### **10.11 Acquire or carry on business**

The Executive shall have the power to establish, acquire, carry on, or join in carrying on, or franchise any business or venture of any nature or any interest in such business or venture, from any person, or to commence, enter into, or to form any entity whether incorporated or not to enter into, or carry on or be engaged or concerned in any business or venture. This power applies whether or not such business or venture was carrying on at the time of establishment of these Rules and may be applied for such period or periods, and in such manner as the Executive Committee members think fit, either alone or in partnership or otherwise with any other person or persons. This power includes the power to do or join in doing all things which the Executive Committee members consider necessary, expedient or desirable in connection with such business or venture including without limitation:

10.11.1 Employing or contracting such managers, employees, contractors, agents and others as the Executive thinks fit, on terms and conditions as they think fit

10.11.2 Using and employing the whole, or any part of the capital or income of both, of the Alumni Association's funds

10.11.3 Advancing to or employing any additional capital or income of the Alumni Association's funds which the Executive considers advisable to effectively carry on the business

10.11.4 Managing or joining in the management

10.11.5 Withdrawing money from such business or venture.

#### **10.12 Establish reserve fund**

The Executive shall have the power to establish and subscribe to any depreciation or reserve fund for any purpose the Executive Committee members deem advisable and to determine in their discretion whether that fund is income or capital.

#### **10.13 Join in partition**

The Executive shall have the power to consent to and join in the partition of any assets in which the Alumni Association is interested and to take a transfer of a divided or undivided share or interest in any such assets.

#### **10.14 Maintain property**

The Executive shall have the power generally to maintain, manage, repair, improve or develop any real or personal property, or any interest, which forms part of the Alumni Association's funds in such manner as the Executive Committee members think fit.

#### **10.15 Borrow**

The Executive shall have the power to borrow or raise any monies on mortgage or overdraft or otherwise, with or without security, from any person or person at such rate of interest and on such terms and conditions as the Executive thinks fit. The Executive shall also have the power to sign any mortgage, deed, charge, arrangement or other document in connection with such borrowing.

#### **10.16 Guarantee**

The Executive shall have the power to enter, or join in entering into, any guarantee by the Executive alone or together with any person or persons, the giving of which the Executive considers is in the

interests (direct or indirect) of the Alumni Association or the promotion of the exclusively charitable objects of the Alumni Association. The Executive also has the power to authorise any company in which the Alumni Association holds shares to enter into such a guarantee or to enter into any other arrangement which the Executive considers is in the interests of the Alumni Association or the promotion of the exclusively charitable objects of the Alumni Association.

**10.17 Give security:** The Executive shall have the power to give security, whether alone or together with any other person or persons, the giving of which the Executive shall consider to be in the interests (direct or indirect) of the Alumni Association or of the promotion of the objects or the exclusively charitable objects of the Alumni Association. The Executive Committee members also have the power to authorise any company in which the Alumni Association holds shares to give such security.

**10.18 Settle accounts**

The Executive shall have the power to agree and settle accounts with all persons liable to account to the Executive and to compromise questions relating to the Alumni Association's funds and to grant receipts, discharges and releases from such accounts.

**10.19 Appoint agents**

The Executive shall have the power to instruct and pay any person to transact all or any business or do any act required to further the objects of the Association. The Executive shall not be responsible for any default of any such person appointed in good faith or for any loss occasioned by such person's instruction.

**10.20 Delegate**

The Executive shall have the power to delegate any of its powers to any Executive member or members, or person or persons (including a committee or an employee), provided that such delegation shall be recorded in writing by the Executive Committee.

**10.21 Make policies, rules etc concerning LUAA funds**

The Executive shall have the power to make policies, rules, guidelines and other determinations in governing the Alumni Association's funds.

**10.22 Bank accounts**

The Executive shall have the power to open or maintain such current or other accounts at such banks or other institutions and in such manner as the Executive from time to time determines.

**10.23 Insure**

The Executive shall have the power to insure against loss or damage by any cause of any insurable property forming part of the Alumni Association's funds, and to insure against any risk or liability against which it would be prudent for a person to insure if they were acting for themselves, for such amounts and on such terms as the Executive may from time to time think fit.

**10.24 Contributions**

The Executive shall have the power to make payment and contribute to any charitable or other trust having substantially similar objects as the objects of the Alumni Association.

**10.25 General**

The Executive shall have the power to do all such other things as in the opinion of the Executive are incidental or conducive to the attainment of the objects of the Alumni Association.

### **10.26 Exercise powers independently**

None of the powers conferred on the Executive by clause 7 or otherwise shall be deemed subsidiary or ancillary to any other power and the Executive shall be entitled to exercise all or any of them independently of each other.

## **11. EXECUTIVE COMMITTEE'S LIABILITY**

**Liability for Loss:** No Executive Committee member shall be liable for any loss to the Alumni Association arising:

**11.1 Investment:** by reason of any improper or imprudent investment made by any Executive Committee member in good faith

**11.2 Agent:** from the negligence or fraud or delay of any agent instructed by any Executive Committee member in good faith

**11.3 Mistake:** by reason of any mistake or omission made by any Executive Committee member in good faith

**11.4 Delay:** by reason of any delay caused by any Executive Committee member

**11.5 Deposit of funds:** by reason of all or part of the Alumni Association's funds being lawfully deposited in the hands of any banker or solicitor

**11.6 Security:** by reason of the insufficiency or deficiency of any security upon which all or part of the Alumni Association's funds may be invested

**11.7 General:** by any other act of any Executive Committee member,

unless attributable to that Executive Committee member's own dishonesty or to the wilful commission or omission of any act known by that Executive Committee member to be in breach of trust.

## **12. EXECUTIVE COMMITTEE'S REMUNERATION AND EXPENSES**

### **12.1 Professional remuneration**

Any Executive Committee member being a lawyer, accountant or other person engaged in any profession, business or trade shall be entitled to be paid all usual professional, business and trade charges for business transacted, time expended and all acts done by him or her or any of their employees or partners in connection with the Alumni Association, including acts which an Executive Committee member not being in any profession, business or trade could have done personally.

### **12.2 General remuneration**

Subject to clause 12.4, each Executive Committee member other than a member remunerated under clause 12.1 (to the extent that such remuneration covers the services to which that clause applies) may be entitled to such remuneration for their services as an Executive Committee member, as determined by the Executive, as may be reasonable having regard to their duties and responsibilities as Executive Committee members.

### **12.3 Expenses**

Subject to clause 12.4, each Executive Committee member shall be entitled to be reimbursed for, all travelling, accommodation and other expenses properly incurred by them in connection with the reasonable duties of an Executive Committee member with the prior approval of the Executive.



#### **12.4 Proviso**

No Executive Committee member receiving any remuneration referred to in clauses 12.1-12.3 shall take part in any deliberations or proceedings relating to the payment or otherwise of that remuneration nor shall that Executive member in any way determine or materially influence (directly or indirectly) the nature or amount of that payment or circumstance in which it is to be paid. Such remuneration must be determined by the remaining Executive Committee members on the basis of the current market rate for that type of work.

#### **13. EXECUTIVE COMMITTEE'S INDEMNITY**

Each Executive Committee member shall be indemnified out of the Alumni Association's funds for and in respect of any loss or liability which such Executive Committee member may sustain or incur by reason of the carrying out or omission of any function, duty or power of the Executive under these rules, unless such loss or liability is attributable to such Executive Committee member's dishonesty or to the wilful commission or omission by such member of an act known by such member to be a breach of trust.

#### **14. NO PRIVATE PECUNIARY PROFIT**

Nothing expressed or implied in these rules shall permit the activities of the Executive - or any business carried out on, by or on behalf of or for the benefit of the Executive members - to be carried out for the private pecuniary profit of any individual.

#### **15. GENERAL MEETINGS**

##### **15.1 The Annual General Meeting**

15.1.1 The Annual General Meeting shall be held at such time and place as agreed by the Executive Committee

15.1.2 At least fourteen (14) days' notice specifying place, date and time, shall be given of the Annual General Meeting to full members residing in New Zealand.

##### **15.2 Special General Meeting**

15.2.1 A Special General Meeting may be ordered by either the President, by a majority of the Executive Committee, or by the Secretary on receipt of a requisition signed by not less than twenty (20) full members of the Alumni Association

15.2.2 Such a meeting shall be held within forty-two (42) days from the date of the requisition or order being received by the Secretary

15.2.3 At least fourteen (14) days' notice specifying date, place and time - and the order of business - shall be given of such Special General Meetings to full members residing in New Zealand.

##### **15.3 Notice of general meetings**

Notice will be deemed to have been given if electronic notification has been sent to members with a known New Zealand email addresses and the information has been posted on the University alumni website.

##### **15.4 Quorum**

Twenty (20) full members shall constitute a quorum at all general meetings.

### **15.5 Voting**

All full members shall be entitled to vote at general meetings. The mode of voting at all meetings, both general and Executive, shall be open except that the chairperson may order a ballot on any specific motion/election should they see fit.

The chairperson shall have a casting vote in addition to the vote to which the chairperson is entitled as a full member.

## **16. DISPOSITION OF PROPERTY ON WINDING UP**

The funds and the property of the Alumni Association shall be applied solely in promotion of the objects as set out in these rules. The disposition of any property of the Alumni Association in the event of its winding up shall be determined by a Special General Meeting of the members of the Alumni Association. Upon such winding up, the Alumni Association's assets will be transferred to the LU Foundation or similar charitable organisation to support that organisation's objectives.

## **17. ASSOCIATION RULES**

### **17.1 Alteration of the rules**

Any of these rules may be added to, altered or repealed by the consent of the majority of the full members present at an Annual General Meeting or a Special General Meeting called for that purpose, provided the changes do not alter the exclusively charitable nature of the Alumni Association. Notice of such alteration, addition or repeal shall be given in accordance with clause **15. GENERAL MEETINGS.**

### **17.2 Interpretation of the rules**

The decision of the Executive Committee on the interpretation of these rules, or any matter or thing not contained in these rules but pertaining to the Lincoln University Alumni Association, its property or interest, shall be conclusive and binding on all members until revoked at a General Meeting under clause **15. GENERAL MEETINGS.**

Adopted as the Rules of Lincoln University Alumni Association Incorporated at the Annual General Meeting held on the \_\_\_ day of \_\_\_\_\_ 2013.

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Jo Spencer-Bower  
President