

# **Constitution**

---

**THE RULES OF  
TOURISM EASTLAND SOCIETY INCORPORATED**

---

**January 2010**

## **TABLE OF CONTENTS**

### **Section 1 – Name Objects and Particulars**

1.	Name.....	4
2.	Objects .....	4
3.	Particulars .....	6

### **Section 2 - Membership**

4.	Classes of membership.....	6
5.	Members .....	6
6.	Life members .....	7
7.	Business/Corporate and clubs/organisations members.....	7
8.	Register of members.....	8
9.	Meetings of members.....	8
10.	Annual Meeting .....	11
11.	Membership fees.....	12
12.	Termination of membership .....	12

### **Section 3 - Executive Committee**

13.	Election of Executive Committee .....	14
14.	Executive Committee's responsibilities .....	14
15.	Executive Committee meetings.....	14
16.	Officers .....	17
17.	Co-Option .....	17
18.	Honorarium and expenses .....	18

### **Section 4 - Financial**

19.	Funds and accounts.....	18
-----	-------------------------	----

### **Section 5 - General**

20.	Rules and regulations .....	19
21.	Common seal .....	19

22.	Registered office .....	19
23.	Service of notices .....	20
24.	Confidentiality .....	20
25.	Liquidation .....	20
26.	Staff .....	21
27.	No pecuniary gain .....	21
28.	Public statements .....	21
29.	Definitions and interpretation .....	21

## Section 1 - Name objects and particulars

### 1. Name

1.1 The name of the Society is **Tourism Eastland Society Incorporated** ("the Society").

### 2. Objects

2.1 The objects of the Society are:

- a. To be a non-profit organisation managing and promoting information and visitor services for the benefit of the general public; and to publicise and promote the Eastland Region to New Zealanders and overseas visitors with the aim of attracting tourists, business investments and new residents.
- b. To establish, conduct, maintain and operate visitor information centres to serve the needs of the region within the jurisdictions of the Gisborne District Council, the Wairoa District Council and the Opotiki District Council (hereinafter called "the Region").
- c. To foster an awareness within the community of the social and economic values of tourism to the Region.
- d. To carry on the business of visitor information centres for the benefit and development of the Region.
- e. To ensure that visitors to the Region are made welcome and given information and assistance according to their particular requirements.
- f. To promote the welfare and prosperity of the Region or any part or parts thereof and its people by all or any means or methods whatsoever.
- g. To secure the co-operation and support of all clubs, local authorities, Government Departments, societies and organisations within the Region in the accomplishment of the objects.
- h. To encourage and assist any idea, initiative and enterprise which may be compatible with the development and growth of the Region.
- i. To enlist by membership of the Society residents, firms and organisations and to encourage Members to develop qualities of citizenship and service to their community and to advance the fullest civic consciousness and enthusiastic pride in the Region.
- j. To enlist Members, including incorporated companies, incorporated societies, unincorporated firms, partnerships and other like organisations with all members to enjoy voting rights provided that in the case of unincorporated firms, partnerships and other unincorporated organisations each shall be accorded only one vote.
- k. To initiate and undertake improvements upon beach frontages, river frontages, streets, scenic spots, public reserves, recreational and sports

grounds by permission and with approval of such responsible authorities in whom such areas are vested and to add thereto for the pleasure and enjoyment of all residents within the Region.

- l.** To organise carnivals, entertainments, festivals, sports and game competitions and other events whereby finance may be obtained to carry out such works and other charitable objects of the Society or to assist in so doing.
- m.** To assist in the conduct of competitions, conferences, inter-district and inter-club carnivals and the like in which some authority or organised body of citizens may be interested or to assist in the formation of new clubs, societies and other bodies of approved merit.
- n.** To publish and make available for visitors or general or limited dissemination information guide books or posters or other like materials on places of interest within the Region.
- o.** To manufacture, produce, buy and sell souvenirs, calendars, tee-shirts, tickets and like goods, merchandise and articles for the purpose of promoting and/or financing the charitable objects of the Society.
- p.** To maintain at all times during the course of its activities and duties a close liaison with the Mayor, Councillors, departmental heads and staff of the Gisborne, Wairoa and Opotiki District Councils.
- q.** To purchase, acquire, lease, exchange, hire or otherwise deal in real and personal property of any tenure or description and any estate or interest therein and any rights over or connected therewith and to construct, reconstruct, demolish, alter, maintain, improve, renovate and carry out building structures, works and improvements of all kinds in the furtherance of the charitable objects of the Society.
- r.** To employ such professional or other services as may in the opinion of the Executive Committee be expedient or necessary for the carrying out or execution of any of the charitable objects of the Society.
- s.** To make or receive gifts of any kind whatsoever.
- t.** Generally to do all things whatsoever directly or indirectly incidental or ancillary to the charitable objects of the Society.

**PROVIDED THAT** the foregoing provisions shall not in any way limit the rights or powers conferred upon the Society as a society incorporated under "The Incorporated Societies Act 1908" or any legislation enacted in substitution therefor.

### 3. Particulars

3.1 The following terms have the meanings given to them where the context permits:

<b>Term</b>	<b>Meaning</b>
Annual Meeting Month	No later than 31 <sup>st</sup> September in each year
Balance Date	30 June in each year
Cheque Signatories	Two (2) persons appointed by the Executive Committee
Executive Committee	Subject to clause 17.1, a committee comprising nine (9) Members including: <ul style="list-style-type: none"> <li>a. President.</li> <li>b. Vice President.</li> <li>c. Seven (7) other Executive Committee Members.</li> </ul>
Common Seal Signatories	The President, one other Executive Committee Member and the Secretary
Financial Year	The year ending on the Balance Date.
Quorum for Executive Committee Meetings	Five (5) members of the Executive Committee
Quorum for Members Meetings	Fifteen (15) Financial Members
Society's Address	209 Grey Street, Gisborne
Subscription Date	Six (6) months after Annual Meeting

### Section 2 - Membership

#### 4. Classes of membership

4.1 The Membership of the Society is divided into 2 classes:

- a. Members
- b. Life Members.

#### 5. Members

5.1 a. Any person of good character or any reputable firm or organisation resident in the Region or within such distance therefrom as the Executive Committee shall from time to time determine may become a Member of the Society

provided they have made application for membership in the form for the time being prescribed by the Executive Committee and such applications have been approved by the Executive Committee.

- b. Honorary Membership may be bestowed by the Executive Committee upon persons who show special and active interest in the Society or its objects. Honorary Membership should carry with it all the rights of an ordinary Member of the Society other than the right to vote.
- c. The nomination must be sent or given to the Secretary.
- d. The nomination must be approved by the Executive Committee.

## **6. Life members**

### **Election of life members**

- 6.1 a. Life Membership may be conferred by the Society in general meeting upon any person or persons who have rendered exceptional service to the Society. Such Membership shall carry with it all the rights of an ordinary Member.
- b. Any Member may be nominated as a Life Member with the prior approval of the Executive Committee.
- c. The nomination must be in writing and signed by 2 existing Members as proposer and seconder respectively.
- d. The nomination must be approved by special resolution at a general meeting.

### **Privileges of life members**

- 6.2 a. Life Members need not pay any Membership Fee or any other fees of the Society.
- b. Subject to clause 6.2a. Life Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

## **7. Business/Corporate and clubs/organisation members**

### **One member**

- 7.1 Subject to s31 of the Act, a business/corporate Member or a Member, which is, a club/organisation will be 1 Member.

### **Nominees**

- 7.2 Each business/corporate Member or club/organisation Member must nominate from time to time:
  - a. One person who may exercise voting rights on behalf of the Member.
  - b. The persons who may exercise all other rights and privileges of membership.

Each nomination must be in writing.

### **Limit to number of persons**

- 7.3 The Executive Committee may limit the number of people who may be nominated under clause 7.2b.

### **8. Register of members**

- 8.1 A register of members showing the names, addresses and occupation of members shall be kept at the Registered Office of the Society.

### **9. Meetings of members**

#### **Notice of meetings**

- 9.1
- a. Every Member must be sent written notice of the time and place of each meeting of Members.
  - b. Notice of such meeting shall be sent by post or electronic means.
  - c. The notice must be sent at least ten (10) Working Days before the meeting.

#### **Contents of notice**

- 9.2 Each notice must include:
- a. An agenda for the meeting; and
  - b. The text for any notice of motion or special resolution to be put to the meeting.
  - c. Notices of motion or special resolutions for consideration by the meeting shall be delivered to the Secretary by members not less than fifteen (15) working days prior to the date of the meeting.
  - d. Notices of motion or special resolutions for consideration by the meeting from the Executive Committee shall be delivered to the Secretary in sufficient time to allow the prescribed notice to be given.

#### **Special General meeting**

- 9.3
- a. A special general meeting may be called by the direction of the Executive Committee at any time and shall be called by the Secretary within ten (10) working days after the receipt of a requisition to that effect signed by not less than ten (10) Members of the Society specifying the subject (and if necessary) the text for any notice of motion or special resolution to be discussed at such meeting.
  - b. Notice of such meeting shall be sent by post or by electronic means to all members by the Secretary or advertised in the local newspaper or newspapers circulating in the Region and notice posted in the Society's rooms (if any) in each case at least five (5) working days prior to the date fixed for the holding of the meeting.

- c. No business shall be transacted at any special general meeting except that of which notice shall have been given as prescribed and no resolution shall be carried unless supported by majority of the members present and voting thereon, except as otherwise provided for in these Rules.
- d. No confirmation of any special business passed by the requisite majority of any special general meeting shall be necessary.
- e. A quorum for a general meeting shall be fifteen (15) financial members personally present.

#### **Omission to send notice**

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

#### **Chairman**

- 9.5
- a. The President will chair all meetings of Members.
  - b. If the President is not present within 15 minutes of the start time, the Vice President will chair the meeting.
  - c. If neither the President nor the Vice President is present at the meeting within 15 minutes of the start time the Immediate Past President will chair the meeting.
  - d. If neither the President, the Vice President or the Immediate Past President are present at the meeting within 15 minutes of the start time those members present may elect a chairman for that meeting.

#### **Quorum**

- 9.6
- a. Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
  - b. If a quorum is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:
    - (i) The same day in the following week at the same time and place; or
    - (ii) To a date (at least five (5) Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 30 minutes of the start time the Members present will be a quorum.

#### **Adjournments**

- 9.7
- a. The chairman may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- b. The chairman must adjourn the meeting as above if directed to do so by the meeting.

#### **Procedure**

- 9.8 a. Meetings shall be conducted in accordance with recognised rules of debate.
- b. Voting at each meeting of Members will be by:
  - i. Voting by voice; or
  - ii. Voting by show of hands.

The chairman will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.

- c. Unless a poll is demanded by the chairman or by one tenth of the members present a declaration by the chairman of the meeting that a resolution has been carried by the necessary majority or not carried, as the case may be, is conclusive evidence of that fact.
- d. If a poll is demanded as aforesaid it shall be taken in such manner and at such time as the chairman of the meeting may direct. The demand for a poll may be withdrawn.
- e. The chairman of each meeting will be entitled to a second or casting vote.
- f. Subject to these Rules every other Member present has 1 vote.

#### **Decisions**

- 9.9 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

#### **Proxies**

- 9.10 a. A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.
- b. The appointment must be in writing and received by the Secretary at least 48 hours before the start time for the meeting.
- c. The appointment may require the proxy to vote in the manner specified in the appointment.
- d. A Member will be deemed to be present at a meeting of Members if their properly appointed proxy is present.

#### **Postal ballot**

- 9.11 a. The Executive Committee may seek any resolution of Members by postal ballot.
- b. The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.

- c. The Executive Committee must make sure that Members are fully informed of all relevant issues relating to a postal ballot.
- d. The Executive Committee may otherwise decide how to conduct a postal ballot.

### **Minutes**

- 9.12 Minutes must be kept of all proceedings at all Members' meetings.

### **Other proceedings**

- 9.12 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

### **Procedural omissions**

- 9.13 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

## **10. Annual meeting**

- 10.1 a. An annual meeting of Members should be held every year ("the Annual Meeting") in the Annual Meeting Month.
- b. The following business will be considered at the Annual Meeting:
- i. Receipt from the Executive Committee of a report, balance sheet and statement of accounts for the preceding year.
  - ii. "The election of the Executive Committee provided however if more nominations are received for the Executive Committee than there are positions available then a postal vote of all members shall be conducted prior to the Annual Meeting.
  - iii. The appointment of an auditor.
  - iv. The fixing of the Membership Fee for the coming year.
  - v. Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least fifteen (15) Working Days before the date of the meeting unless it is proposed by the Executive Committee.
  - vi. General business
- c. Failure to hold the Annual Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

### **Business/Corporate and clubs/organisation members**

- 10.2 The Members may fix different Entrance Fees for business/corporate Members and clubs/organisation Members.

## **11. Membership fees**

### **Amount of membership fee**

- 11.1 An annual Membership Fee will be fixed from time to time by the Members at the Annual Meeting.

### **Business/Corporate and clubs/organisation members**

- 11.2 The Members may fix different Membership Fees for business/corporate Members and clubs/organisation Members.

### **Payment of membership fee**

- 11.3 Membership Fees must be paid by 31 March in each year in order for a member to attend, to vote or to be nominated for the Executive Committee at the Annual Meeting.

### **Loss of rights**

- 11.4 No person whose Entrance Fee or Membership Fee is 6 months in arrears may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

## **12. Termination of membership**

### **Preliminary decision to remove member**

- 12.1 The Executive Committee may decide to consider ending the membership of any Member:
- a. If any payment due by the Member to the Society is at least 6 months overdue; or
  - b. If the Member fails to observe these Rules or any regulations made under these Rules; or
  - c. If the Executive Committee considers that the conduct of the Member has adversely affected the reputation of the Society or may do so.
  - d. On receiving a written complaint signed by 3 Members of the Society alleging that any Member has been guilty of misconduct so as to render their membership no longer desirable.

### **Notice to member**

- 12.2 The Executive Committee must then:
- a. Give the Member written notice of its decision and the reasons for it.

- b. Allow the Member a reasonable time to remedy any default which can be remedied.
- c. Give the Member a reasonable time and opportunity to explain his or her actions.

#### **Member's right to explain**

12.3 The Member may explain his or her actions:

- a. By letter to the Executive Committee.
- b. In person before the Executive Committee either with or without a representative.
- c. By a representative who appears before the Executive Committee.

#### **Removal of member**

12.4 The Executive Committee may by special resolution decide to terminate the Member's membership if:

- a. The default cannot be remedied or, is not remedied within the time allowed by the Executive Committee; and
- b. The Member does not offer an explanation within the time allowed; or
- c. The Executive Committee does not accept the Member's explanation.

The Executive Committee must then give written notice of termination to the Member.

#### **Resignation of members**

- 12.5 a. A Member may resign from the Society by giving at least twenty (20) Working Days prior written notice to the Secretary.
- b. The Executive Committee may decline to accept the resignation of a Member until all moneys due by the Member to the Society have been paid.
- c. Acceptance of a resignation will not limit the operation of the following rule.

#### **Consequences of termination of membership**

12.6 A person who ceases to be a Member for any reason:

- a. Will still be liable to the Society for payment of all moneys which are due for payment before his or her membership ends; and
- b. Must immediately return to the Secretary all the Society's property which is in the person's possession or control; and
- c. Must not hold himself or herself out in the future as a Member of the Society.

### **Section 3 – Executive Committee**

#### **13. Election of Executive Committee**

##### **Election**

13.1 The Executive Committee will be elected each year at the Annual Meeting.

##### **Nomination for Executive Committee**

13.2 Nominations for the Executive Committee must be:

- a. In writing; and
- b. Signed by two Financial Members as proposer and seconder respectively; and
- c. Received by the Secretary at least twenty (20) Working Days before the Annual Meeting.

#### **14. Executive Committee's responsibilities**

##### **Conduct of society's affairs**

14.1 The Executive Committee will be responsible for the conduct of the Society's affairs.

##### **Directions by members**

14.2 If, however, a Members' meeting gives the Executive Committee any valid directions the Executive Committee must exercise its powers in accordance with those directions.

##### **Election of President and Vice President**

14.3 At the first Executive Committee Meeting after the Annual Meeting the Executive Committee Members shall elect the President and the Vice President for the ensuing year.

#### **15. Executive Committee meetings**

##### **Notice of meetings**

- 15.1 a. At least five (5) Working Days prior written notice of all Executive Committee meetings must be given to each Executive Committee Member.
- b. Notice of such meetings shall be sent by post or electronic means.
- c. This notice requirement may, however, be waived for any Executive Committee meeting or meetings if all the Executive Committee members agree to the waiver.

##### **Chairman**

15.2 a. The President will chair all Executive Committee meetings.

- b. If the President is not present within 15 minutes of the start time, the Vice President will chair the Executive Committee meeting.
- c. If neither the President nor the Vice President is present at the Executive Committee meeting within 15 minutes of the start time those present may elect a chairman for that Executive Committee meeting.

#### **Quorum**

- 15.3 a. Subject to the rest of this clause no business may be transacted at an Executive Committee meeting if a Quorum for Executive Committee Meetings is not present.
- b. If a quorum is not present within 30 minutes of the start time for the Executive Committee meeting, the Executive Committee meeting will be adjourned to:
  - i. The same day in the following week at the same time and place; or
  - ii. To a date, time and place fixed by those of the Executive Committee who are present.

#### **Adjournments**

- 15.4 a. The chairman may adjourn a Executive Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Executive Committee meeting other than the business left unfinished at the Executive Committee meeting from which the adjournment took place.
- b. The chairman must adjourn the meeting as above if directed to do so by the Executive Committee meeting.

#### **Voting**

- 15.5 a. Voting at each Executive Committee meeting will be by:
  - (i) Voting by voice; or
  - (ii) Voting by show of hands.

The chairman will decide which method is used but must comply with any request for voting by a show of hands made by an Executive Committee member.
- b. A declaration by the chairman of an Executive Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- c. The chairman of each Executive Committee meeting will be entitled to a second or casting vote.
- d. Every other Executive Committee member present has 1 vote.

### **Decisions**

- 15.6 All decisions of Executive Committee meetings will be made by a majority of the votes of the Executive Committee members present and entitled to vote unless these Rules provide otherwise.

### **Minutes**

- 15.7 Minutes must be kept of all proceedings at all Executive Committee meetings.

### **Telephone conference**

- 15.8 Executive Committee meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Executive Committee members participating can at all times during the meeting hear and communicate with all of the other participating Executive Committee members.

### **Omissions**

- 15.9 The inadvertent omission of any procedural requirement for any Executive Committee meeting will not invalidate the proceedings at that meeting.

### **Tenure and removal from office**

- 15.10 a. Executive Committee Members shall not enter into office until the conclusion of a meeting at which their election or appointment is declared.
- b. Executive Committee Members shall hold office for the period of one (1) year unless previously removed by a majority vote of the Members present at a general meeting.
- c. In the event of an Executive Committee Member or Executive Committee Members being removed from office by a resolution of a general meeting or in the event of any other officer being similarly removed from office pursuant to these Rules then the Secretary shall call a further special general meeting to be held within fifteen (15) working days of the meeting which passed the resolution for removal for the purpose of electing officers to fill the vacancy or vacancies resulting from such removal(s) but the person so elected shall hold office only until the next Annual Meeting of the Society when the Rules as to nomination, election and appointment of officers under these Rules shall again apply.

### **Subcommittees**

- 15.11 All subcommittees of the Executive Committee shall be subordinate to and shall report to the Executive Committee.

### **Vacancies**

- 15.12 a. The Executive Committee may act notwithstanding any vacancy in its body and may fill any casual vacancy by appointing another Financial Member of the Society who shall hold office until the following Annual Meeting or during

the temporary absence from the Region of an Executive Committee Member or otherwise as the Executive Committee shall determine.

- b. In the event of a President and/or the Vice President retiring or being unable to hold such office or offices until the next Annual Meeting the remaining Executive Committee Members shall elect a President and/or Vice President to hold such office or offices until the next Annual Meeting.

## 16. Officers

### Appointment of officers

- 16.1 a. The Executive Committee shall have the power to appoint a Secretary.
- b. The Secretary shall not by virtue of any office be a member of the Executive Committee.
- c. The Executive Committee may determine the salary or other remuneration or terms of employment of the Secretary having first given full consideration to any recommendations of the Members at any general meeting of the Society.

### Secretary

- 16.2 a. The Secretary shall conduct the correspondence of the Society and shall have custody of all books and documents belonging to the Society other than books of accounts.
- b. The Secretary shall be responsible for keeping the minutes of all Executive Committee meetings and general meetings and shall produce them at all meetings.
- c. The Secretary shall also keep a list of Members and their addresses and shall notify the Members of all general meetings.
- d. The Secretary shall carry out such other duties as the Executive Committee may direct.

### Immediate Past President

- 16.3 The Member retiring from the office of President at the date of any Annual General Meeting (or at any other time) shall be deemed (unless he or she objects or is unable to act) to assume the office of Immediate Past President.

### Salaried staff not to be Executive Committee Member

- 16.4 No employee of the Society shall be a Member of the Executive Committee.

## 17. Co-option

- 17.1 The Executive Committee may co-opt other persons (whether Members or not) who may be in a position to contribute valuable information on a subject under discussion or to otherwise assist in the deliberation or affairs of the Executive Committee." Co-opted members would have voting and speaking rights at executive meetings

**18. Honorarium and expenses**

- 18.1 a. The President may be paid an honorarium to be approved by the Members at the Annual Meeting.
- b. The Executive Committee Members shall be entitled to reimbursement of expenses incurred on behalf of the Society or in connection with the conduct of the Society's affairs provided that full receipts are made available to the Secretary and approved by the Executive Committee.

**Section 4 – Financial**

**19. Funds and accounts**

**Funds to be banked**

- 19.1 All funds received by the Society must be paid into its bank account within a reasonable period of receipt.

**Cheque signing**

- 19.2 All cheques or withdrawals (including electronic withdrawal transactions) made from the bank account must be signed by the Cheque Signatories.

**Investment**

- 19.3 The Society may invest its funds as it thinks fit.

**Borrowing**

- 19.4 The Society may borrow funds upon such terms as it thinks fit and with or without security.

**Guaranteeing**

- 19.5 The Society may guarantee loans or advances made to any persons, firms or incorporations which loans will assist in the furtherance of the charitable objects of the Society.

**Annual accounts**

- 19.6 a. The Executive Committee must arrange for the annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- b. The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

**Auditor**

- 19.7 a. The Society's books must be audited each year.
- b. The auditor's report must be submitted to the Annual Meeting with the annual accounts.

- b. The auditor will be appointed at the Annual Meeting each year.
- c. The auditor shall be a Chartered Accountant who may be a Member of the Society but shall not be a Member of the Executive Committee and shall be elected annually at the Annual General Meeting.

## **Section 5 - General**

### **20. Rules and regulations**

#### **Regulations**

- 20.1 a. A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- b. The regulations must not be inconsistent with these Rules.

#### **No rules**

- 20.2 a. If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Executive Committee.
- b. The Executive Committee's decision will be final.

#### **Alteration to rules**

- 20.3 These Rules may be changed by a special resolution of a meeting of Members provided that no alteration shall alter the exclusively charitable nature of the Society.

### **21. Common seal**

- 21.1 The Society will have a Common Seal.

#### **Use of common seal**

- 21.2 Use of the Common Seal must be authorised by the Executive Committee.

#### **Witnesses**

- 21.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

#### **Control of common seal**

- 21.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Executive Committee.

### **22. Registered office**

#### **Situation of registered office**

- 22.1 The Society's Address will be its registered office.

### **Change of registered office**

- 22.2 The Executive Committee may change the Society's Address from time to time.

### **Notice of change**

- 22.3 The Executive Committee must give the Registrar of Incorporated Societies and the Members written notice of any change of the Society's Address.

## **23. Service of notices**

### **Service by post or delivery or electronic means**

- 23.1 Every notice required to be given to a Member (including an Executive Committee member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business or sent by electronic means to the Member's (including Executive Member's) last known electronic address.

### **Personal service**

- 23.2 Notices may be given to Members (including Executive Committee members) in person.

## **24. Confidentiality**

### **Society's affairs - confidential**

- 24.1 The affairs of the Society are confidential and Members must not disclose them to any third party except:
- a. For the purposes of obtaining professional advice; or
  - b. To the extent required by law.

### **Continuing obligations**

- 24.2 Each Member's obligations in this clause continue after their membership ceases.

## **25. Liquidation**

### **Members liquidation**

- 25.1
- a. A Members' meeting may appoint a liquidator ("the Resolution").
  - b. The Resolution must then be confirmed by another Members' meeting held at least one (1) calendar month after the Resolution was passed.
  - c. The Society may then be placed into liquidation.

### **Surplus assets**

- 25.2 On liquidation the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be paid:

- a. To an institution having charitable objects similar to those of the Society and chosen by the Members or, by the Executive Committee, if the Members do not choose; or
- b. If no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Executive Committee, if the Members do not choose.
- c. Surplus assets may not be directly or indirectly distributed to the Members.

## 26. Staff

- 26.1 The Society may employ staff on wages or salary or otherwise for reward to carry out the functions of the Society.

## 27. No pecuniary gain

- 27.1 No Member shall receive or obtain any pecuniary gain (except as a salaried officer, independent contractor or Executive Committee Member) from the property or operations of the Society, save in respect of monies lent to the Society.

## 28. Public statements

- 28.1 No Member or group of Members shall make any public or press statement purporting to be made or on behalf of the Society or any section thereof except by or with the prior authority of the President, the Vice President or the Executive Committee.

## 29. Definitions and interpretation

### Definitions

- 29.1 In these Rules:

"Act"	means the Incorporated Societies Act 1908.
"special resolution"	means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.
"Working Day"	means a day when registered trading banks are open for business in the district in which the Society's registered office is situated.

### Interpretation

- 29.2 In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;

- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
  - all regulations under that statute; and
  - all amendments to that statute; and
  - any statute substituting for it which incorporates any of its provisions
- e. all periods of time or notice exclude the days on which they are given.