

**UNDER THE INCORPORATED  
SOCIETIES ACT 1908**

**RULES OF**

**Towns & Cities NZ Incorporated**

**November 2007**

*Passed at the Annual General Meeting  
on*

**TABLE OF CONTENTS**

	<b>PAGE NO</b>
1. INTERPRETATION.....	1
2. NAME .....	1
3. OBJECTS.....	2
4. SCOPE OF TOWNS & CITIES NZ POWERS .....	2
5. MODE OF BECOMING A MEMBER .....	3
6. DISCIPLINING OF MEMBERS .....	4
7. MODE OF CEASING TO BE MEMBERS.....	5
8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE .....	5
9. REGISTER OF MEMBERS .....	5
10. MEMBER'S LIABILITIES .....	5
11. MEMBER DEALINGS WITH AND INTERESTS IN THE SOCIETY .....	5
12. EXECUTIVE COMMITTEE .....	6
13. MEMBERSHIP OF EXECUTIVE COMMITTEE.....	7
14. TREASURER .....	7
15. AUDITOR .....	8
16. CASUAL VANCANCIES .....	8
17. REMOVAL OF MEMBER.....	9
18. MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM.....	9
19. DELEGATION BY EXECUTIVE COMMITTEE TO SUB COMMITTEE .....	10
20. VOTING AND DECISIONS .....	10
21. ANNUAL GENERAL MEETING.....	10
22. ANNUAL GENERAL MEETING - CALLING AND BUSINESS.....	10
23. SPECIAL GENERAL MEETINGS.....	11
24. NOTICE .....	12
25. PROCEDURE .....	12
26. PRESIDING MEMBER .....	12
27. ADJOURNMENT .....	13
28. MAKING OF DECISIONS.....	13
29. SPECIAL RESOLUTION.....	13
30. VOTING.....	14
31. INSURANCE .....	14
32. CONTROL AND INVESTMENT OF FUNDS .....	14
33. ALTERATION OF RULES.....	14
34. COMMON SEAL.....	15
35. CUSTODY OF BOOKS, ETC.....	15
36. SERVICE OF NOTICES .....	15
37. WINDING UP .....	15

## RULES OF Towns & Cities NZ

### 1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

"**Act**" means the Incorporated Societies Act 1908 as amended from time to time;

"**Annual Financial Statement**" means the Annual Financial Statement for the Society to be approved by the Members, so that it may then be delivered to the Registrar of Incorporated Societies in accordance with section 23 of the Act;

"**Annual General Meeting**" has the meaning given to it in Rule 21;

"**TCNZ**" means *Towns & Cities NZ Incorporated*

"**Auditor**" means the auditor appointed in accordance with Rule 15;

"**Chairperson**" means the chairperson of the Society referred to in Rule 13;

"**Executive**" means the committee of the Society referred to in Rule 12;

"**Member**" means a member of the Society in terms of Rule 5;

"**Financial Member**" means a person or organisation who/which has paid the appropriate levy or fee determined by the Executive.

"**General Meetings**" means the Annual General Meeting and Special General Meetings of TCNZ

"**Officers**" means the Chairperson, and Treasurer of the organisation as referred to in Rules 13.1.5 and 14

"**Special General Meeting**" has the meaning given to it in Rule 23;

"**Special Resolution**" has the meaning given to it in Rule 29;

"**Treasurer**" means the Treasurer of the Society referred to in Rule 14;

"**Written**" includes electronic mail.

**References to Persons:** references in these Rules to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, Societies, trusts, organisations or other entities.

**References to singular** to import the plural.

## **2. NAME**

The name of the Society is *Towns & Cities NZ Incorporated (The Society)*

## **3. OBJECTS**

The objects of the Society are to:

- 3.1 Assist member town and city centre organisations to develop sustainable economies and raised property values.
- 3.2 Provide members with opportunities to improve governance and therefore, improved sustainable outcomes for their members.
- 3.3 Work collaboratively with local territorial authorities to assist sustainable development of NZ's town and city centres.
- 3.4 Encourage and facilitate educational opportunities for existing town and city centre managers.
- 3.5 Assist in development of town and city centre management as a career path for existing managers and for newcomers.
- 3.6 Foster *best practice* principles of urban design and architecture in town and city centres.

## **4. SCOPE OF *Towns & Cities NZ* POWERS**

The Society has the widest possible powers to do all things which may be necessary to pursue the Society's objects including (but not limited to) the following powers:

- 4.1 To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Society and any rights or privileges which the Society thinks necessary or expedient for the purposes of attaining the objects of the Society or promoting the interests of the Society, its Members or any other persons.
- 4.2 To use the funds of the Society as the Society may consider necessary or proper to:
  - 4.2.1 pay the costs and expenses of the Society; and
  - 4.2.2 further the objects of the Society;including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3 To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Society and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Society may think fit.
- 4.4 To apply for and acquire any licences or permits deemed necessary by the Society.

- 4.5 To open and operate bank accounts of whatever nature or description subject to such conditions as the Society thinks fit.
- 4.6 To assist any charity or charitable purpose by such financial or other means as the Society thinks fit.
- 4.7 To borrow or raise money by any means and upon such conditions as the Society thinks fit.
- 4.8 To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Society thinks fit.

## 5. MODE OF BECOMING A MEMBER

- 5.1 A person or organisation shall be entitled to be a Member of the society if the person or organisation
  - 5.1.1 Applies for membership;
  - 5.1.2 Pays in advance the annual subscription;
  - 5.1.3 Agrees to support the objects of the Society;
  - 5.1.4 Is not refused membership within 28 days of applying for membership, by a majority decision of the Executive which shall have an unlimited discretion to reject an application for membership of the Society.
- 5.2 Each Member which is not an individual can designate an individual representative to act on their behalf in all matters relating to the Society, and shall notify the Secretary of that representative's name and address.
- 5.3 TCNZ also has provision for *Associate Membership* and *Corporate Membership*:
  - 5.3.1 *Associate Membership* may be people, clubs or individuals from other countries.
  - 5.3.2 *Corporate Membership* may be businesses interested in furthering the interests of TCNZ by becoming a member.

## 6. DISCIPLINING OF MEMBERS

- 6.1 Where the Executive deems that a Member:
  - 6.1.1 has refused or neglected to comply with a provision or provisions of these Rules; or
  - 6.1.2 has wilfully acted in a manner prejudicial to the interests of the Society; or
  - 6.1.3 has failed to pay any annual subscription and such failure continues for a period of three calendar months after it is due; or

- 6.1.4 does anything which, in the opinion of the Executive in its absolute discretion is prejudicial to the interests of the Society;

the Executive may by resolution passed by majority of the Executive:

- 6.1.5 remove that Member's entitlement to vote at any General Meetings until such time as payment is made in full; and/or

- 6.1.6 suspend the Member's right to attend General Meetings and, or other meetings of TCNZ; and/or

- 6.1.7 suspend the Member from membership of TCNZ for a specified period; and/or

- 6.1.8 terminate the membership of the Member.

- 6.2 The Chairperson shall, as soon as practicable, cause a notice in writing to be served on the Member.

- 6.3 The Executive shall be free to determine its own procedure in considering whether to discipline a Member and what rights if any the Member shall have:

- 6.3.1 to be advised of the Executive considering disciplining or terminating membership; and/or

- 6.3.2 to be advised of the basis of any resolution of the Executive; and/or

- 6.3.3 to make a submission to the Executive before the Executive is called upon to consider a resolution in relation to the Member.

## **7. MODE OF CEASING TO BE MEMBERS**

- 7.1 A person or organisation ceases to be a Member of the Society if the person:

- 7.1.1 resigns that membership by notice in writing to the Secretary;

- 7.1.2 dies, becomes bankrupt or, being a company or other incorporated body is wound up, or struck off;

- 7.1.3 has their membership terminated by a majority decision of the Executive.

## **8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has, by reason of being a Member

- 8.1 is not capable of being transferred or transmitted to another person; and

- 8.2 terminates upon cessation of the person's membership.

## **9. REGISTER OF MEMBERS**

- 9.1** The Secretary of the Society shall establish and maintain a register of Members specifying the name, address and occupation or business of each person who is a Member, together with the date on which the person became a Member and, in the case of members which are not individuals, including also the name and address of that Member's individual representative.
- 9.2** Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.
- 9.3** The register of Members shall be kept at the principal place of administration of the Society.

## **10. MEMBER'S LIABILITIES**

The liability of a Member to contribute towards the payment of the debts and liabilities of TCNZ or the costs, charges and expenses of the winding up of TCNZ is limited to the amount, if any, of the annual subscription remaining unpaid by the Member.

## **11. MEMBER DEALINGS WITH AND INTERESTS IN THE SOCIETY**

- 11.1** Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be in any way concerned or involved:
- 11.1.1** must disclose the nature and extent of that Member's interest to the other Members; and
  - 11.1.2** must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Society with the right to provide information at any meeting concerning the item in which he or she is interested; and
  - 11.1.3** shall have no right to vote on such a matter at General Meetings or Executive meetings if that Member is also a member of the Executive.
- 11.2** No private pecuniary profit shall be made by any person from the Society except that:
- 11.2.1** any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Society;
  - 11.2.2** the Society may pay reasonable remuneration to any officer or servant of the Society (whether a Member or not) in return for services actually rendered to the Society;
  - 11.2.3** any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Society;

**11.2.4** any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Society.

**11.3** Notwithstanding anything contained or implied in these Rules any person who is:

**11.3.1** a Member of the Society; or

**11.3.2** a shareholder or director of any company carrying on any business of the Society; or

**11.3.3** a shareholder or director of any company which is a Member of the Society; or

**11.3.4** a member of any Society which is a shareholder or any company carrying on any business of the Society; or

**11.3.5** an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

## **12. EXECUTIVE**

The Society shall be governed by an Executive which:

**12.1** shall control and manage the affairs of the Society;

**12.2** may exercise all such powers as may be exercised by the Society;

**12.3** has power to perform all such acts and do all such things as appear to the Executive to be necessary or incidental to the proper management of the affairs of the Society.

## **13. MEMBERSHIP OF EXECUTIVE**

**13.1** The Executive shall:

**13.1.1** Consist of not less than 7 and not more than 9 Members;

**13.1.2** Initially comprise Connal Townsend, David Wilson, Michael Tucker, Graham Smith, Murdoch Dryden, Marcella Howarth and Karen Remetis.

**13.1.3** Reserve one position on the Executive for an Appointed Executive Member, who will be chosen for their particular skills which the Executive of TCNZ believes are required. The Appointed position may be changed annually and is to cease after a maximum of 3 years.

**13.1.4** Elect a Chairperson from the members of the Executive and the Chairperson shall be the person who by a majority of members of the Executive is voted to hold the office of Chairperson.

**13.2** No member of the Executive shall serve more than three terms.

**13.3** There shall be an election of the Executive every second year after establishment of the Society. The Executive shall be voted upon by Members and shall be elected by a majority of the Members present and entitled to vote.

**13.4** Members of the Executive shall maintain full confidentiality of the business of the Society unless the information has been released publicly.

**13.5** In the event of a casual vacancy as defined in Clause 16 occurring in the membership of the Executive, invitations for Applications to Nominate to be a Member of the Executive shall be posted on the TCNZ website or the Executive may elect to second a suitable person to serve until the next AGM.

#### **14. TREASURER**

**14.1** The Treasurer shall be appointed to that position by the Executive.

**14.2** It is the duty of the Treasurer of the Society to ensure that:

**14.2.1** all money due to the Society is collected and received and all payments authorised by the Society are made;

**14.2.2** correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

#### **15. AUDITOR**

**15.1** The Auditor shall be appointed by the Society on an annual basis to carry out the functions set out in this Rule.

**15.2** No person who is an Officer or a member of the Executive may be appointed as Auditor.

**15.3** The remuneration of the Auditor shall be fixed by the Society.

**15.4** If any casual vacancy occurs in the office of any Auditor appointed by the Society, the Executive shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.

**15.5** Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements.

**15.6** The Auditor shall be provided with a list of all books kept by the Society and shall at all reasonable times have access to the books and documents of the Society. The Auditor may, in investigating such accounts, examine the Executive or any Officers of the Society. The Executive and Officers of the Society shall at all times render all assistance to the Auditor.

**15.7** The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Society's affairs. The report shall be read together with the report of the Executive at the Annual General Meeting.

## **16. CASUAL VACANCIES**

**16.1** For the purposes of these Rules, a casual vacancy in the office of a member of the Executive occurs if the member:

**16.1.1** dies;

**16.1.2** ceases to be a Member of the Society;

**16.1.3** is declared bankrupt;

**16.1.4** resigns office by notice in writing given to the Chairperson;

**16.1.5** is removed from office by the Executive by majority resolution;

**16.1.6** is absent without the consent of the Executive from all meetings of the Executive held during a period of 3 months.

## **17. REMOVAL OF EXECUTIVE MEMBER**

**17.1** The Society in an Annual or Special Meeting may, by resolution, remove any member of the Executive from office before the expiration of the member's term of office.

**17.2** Where a member of the Executive to whom a proposed resolution referred to in Rule 17.1 relates:

**17.2.1** makes representations in writing (not exceeding a reasonable length) to the Chairperson; and

**17.2.2** requests that the representations be notified to the Members of the Society;

then the Chairperson may send a copy of the representations to each Member of the Society. If they are not so sent, the Member's statement shall be read out at the meeting at which the resolution is considered.

## **18. MEETINGS OF EXECUTIVE AND QUORUM**

- 18.1** The Executive shall endeavour to meet at least quarterly or more frequently as required.
- 18.2** Additional meetings of the Executive may be called for by the Chairperson or by any member of the Executive.
- 18.3** Written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive) before the time appointed for the holding of the meeting.
- 18.4** Any four members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 18.5** No business shall be transacted by the Executive unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 18.6** If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 18.7** At a meeting of the Executive:
  - 18.7.1** the Chairperson or, in the Chairperson's absence, any member of the Executive nominated to stand in his/her place shall preside; and
  - 18.7.2** the Chairperson and/or such other person shall have an ordinary but not a casting vote.

## **19. DELEGATION BY EXECUTIVE TO SUB-COMMITTEE**

- 19.1** The Executive may delegate to one or more sub-committees (consisting of such Member or Members of the Society as the Executive thinks fit) the exercise of such of the functions of the Executive as the Executive may decide. Such delegation shall be recorded in the Executive meeting minutes.
- 19.2** A function which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 19.3** Notwithstanding any delegation under this Rule, the Executive may continue to exercise any function delegated.

**19.4** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive.

**19.5** The Executive may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

**19.6** A sub-committee may meet and adjourn as it thinks proper.

## **20. VOTING AND DECISIONS**

**20.1** Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

**20.2** Subject to Rule 18.5, the Executive may act notwithstanding any vacancy on the Executive.

**20.3** Any act or thing done or suffered, or purporting to have been done or suffered by the Executive or by a sub-committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

## **21. ANNUAL GENERAL MEETING**

The Society shall, at least once in each calendar year, and within the period of six months after the expiration of each financial year of the Society, convene an Annual General Meeting of its Members.

## **22. ANNUAL GENERAL MEETING - CALLING AND BUSINESS**

**22.1** The Annual General Meeting of the Society shall, subject to the Act and to the provisions of this Rule, be convened on such date and at such place and time as the Executive thinks fit.

**22.2** In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

**22.2.1** to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

**22.2.2** to receive from the Executive reports on the activities of the Society during the preceding financial year;

**22.2.3** to approve the Annual Financial Statements;

**22.2.4** to elect those members of the Executive who are due for re-election;

**22.2.5** to appoint an Auditor.

- 22.3 The Society's financial year shall end on 30 June.
- 22.4 An Annual General Meeting shall be specified as such in the notice convening it.

### **23. SPECIAL GENERAL MEETINGS**

- 23.1 The Executive may, whenever it thinks fit, convene a Special General Meeting of the Society.
- 23.2 The Executive shall, on the requisition in writing of not less than ten percent of the total number of Members, convene a Special General Meeting of the Society.
- 23.3 A requisition of Members for a Special General Meeting:
  - 23.3.1 shall state the purpose or purposes of the meeting;
  - 23.3.2 shall be signed by the Members making the requisition;
  - 23.3.3 shall be lodged with the Secretary;
  - 23.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 23.4 If the Executive fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- 23.5 A Special General Meeting convened by a Member or Members as referred to in Rule 23.4 shall be deemed to have been convened by the Executive. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Society for any reasonable expenses directly associated with the hiring of the venue and notifying Members so incurred.
- 23.6 The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meetings.

### **24. NOTICE**

- 24.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Society, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or electronic mail to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 24.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Society the Secretary shall, at least 21 days

before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Society provided in Rule 24.1 specifying in addition to the matters required under Rule 24.1, the intention to pass such a resolution as a Special Resolution.

**24.3** No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, business will be transacted pursuant to Rule 25.

**24.4** A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## **25. PROCEDURE**

**25.1** No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

**25.2** Six Members present in person constitute a quorum for the transaction of the business of a General Meeting.

**25.3** If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned for 14 days to the same day in the second following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

**25.4** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than five Members) shall constitute a quorum.

## **26. PRESIDING MEMBER**

**26.1** The Chairperson shall preside at each General Meeting of the Society.

**26.2** If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

## **27. ADJOURNMENT**

**27.1** The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

**27.2** Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each Member of the Society. The

notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 27.3** Except as provided in Rules 27.1 and 27.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. MAKING OF DECISIONS**

- 28.1** A question arising at a General Meeting of the Society shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Society) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.
- 28.2** At a General Meeting of the Society, a poll may be demanded by the Chairperson or by not less than three Members present in person or by proxy at the meeting.
- 28.3** Where a poll is demanded at a General Meeting, the poll shall be taken:
- 28.3.1** immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or
  - 28.3.2** in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. SPECIAL RESOLUTION**

A resolution of the Society is a special resolution if:

- 29.1** it is passed by seventy five per cent of those Members present in person or by proxy; and
- 29.2** the resolution is passed at a General Meeting; and
- 29.3** not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

## **30. VOTING**

- 30.1** Upon any question arising at a General Meeting of the Society, a Member has one vote only.
- 30.2** All votes shall be given personally or by proxy provided that the poll to elect the Executive may be given by postal vote.
- 30.3** In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

- 30.4** A Member is not entitled to vote at any General Meeting of the Society unless all money due and payable by the Member to the Society has been paid.

## **CHAPTER VI - MISCELLANEOUS**

### **31. INSURANCE**

- 31.1** The Society shall effect and maintain full and proper insurance on all of its assets.
- 31.2** The Society may effect and maintain other insurance including Public Liability insurance.

### **32. CONTROL AND INVESTMENT OF FUNDS**

- 32.1** Subject to any resolution passed by the Society in General Meeting, the funds of the Society shall only be used to pursue the objects of the Society in such manner as the Executive determines.
- 32.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive or by one employee of the Society together with any one member of the Executive, being Members or employees authorised to do so by the Executive.
- 32.3** All funds received by the Society remain the property of the Society. The property of the Society is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Society shall ever inure to the benefit of any director, officer or Member of the Society.

### **33. ALTERATION OF RULES**

- 33.1** Subject to the provisions of the Act, these Rules may be altered, rescinded or added to only by a Special Resolution of the Society provided that no addition to or alteration or rescission of the Rules shall be effective if it affects the charitable objects, pecuniary benefits or winding up clauses.

### **34. COMMON SEAL**

- 34.1** The common seal of the Society shall be kept in the custody of the Secretary.
- 34.2** The common seal shall not be affixed to any instrument except by the authority of the Executive. The affixing of the common seal shall be attested by the signatures of two members of the Executive.

### **35. CUSTODY OF BOOKS, ETC.**

Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

## **36. SERVICE OF NOTICES**

**36.1** For the purposes of these Rules, a notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post or electronic mail to the Member at the Member's address shown in the register of Members.

**36.2** Where a document is sent to a person by properly addressing, prepaying and posting or by electronic mail to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **37. WINDING UP**

**37.1** Should the dissolution of the Society be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Society and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.

**37.2** If, upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society. Such remaining property shall be given or transferred to some other charitable organisation or approved non-profit body within New Zealand having objects similar to the objectives of the Society. In the event of the Executive being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.