

NUMBER OF INCORPORATION

THE INCORPORATED SOCIETIES ACT 1908

CONSTITUTION

OF

**NEW ZEALAND PASIFIKA
PRINCIPALS ASSOCIATION INCORPORATED**

(CONSTITUTION AND RULES 2006)

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14.10.2021

**CONSTITUTION OF NEW ZEALAND PASIFIKA PRINCIPALS ASSOCIATION
PURSUANT TO THE COMPANIES ACT 1993**

1. Interpretation and Definitions

1.1 In this constitution, unless the context indicates otherwise:

"**NZPPA**" means New Zealand Pasifika Principals Association Incorporated.

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

"**Annual Financial Statements**" means the annual financial statements for the Association to be approved by its 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**" means the meaning given to it in Rule 25.

"**Association**" means the New Zealand Pasifika Principals Association Incorporated.

"**Auditor**" means the auditor appointed (as required) in accordance with Rule 20.

"**Executive Committee**" means the committee of the Association referred to in Rule 13.

"**Financial Member**" means the person entitled to be a member of the Association pursuant to Rule 6.1.

"**General Meetings**" means the annual general meeting and special general meetings of the Association.

"**Honorary Member**" means a member who is retired but would otherwise meet the requirements of Rule 6.5.

"**Members**" means the members of the Association from time to time including Financial and Honorary members.

"**Officers**" means President, Secretary and Treasurer of the Association referred to Rules 16 to 18.

"**President**" and/or "**Co-President**" means the President of the Association referred to in Rule 16.

"**Treasurer**" means the treasurer of the Association referred to in Rule 18.

2. Name

2.1 The name of the Society is New Zealand Pasifika Principals Association Incorporated.

3. Guiding Principles

3.1 The guiding principles of NZPPA shall be:

- (a) Whakamana Te Tiriti o Waitangi
- (b) Pasifika learners are at the heart of our decisions, actions and directions
- (c) Advocate and support the professional status and rights of our members.

4. Objectives

4.1 The objectives of the NZPPA are to:

- (a) Proactively advance the cause of Pasifika education.
- (b) Promote principalship and career development programmes for Pasifika Teachers and increase the number of Pasifika Principals.
- (c) Promote the development of its members professional leadership and provide ongoing collegial support for Pasifika Principals, Middle Managers and Teachers.
- (d) Actively represent the unique interests of its members in Pasifika education and as a professional organisation.
- (e) Maintain a liaison with kindred organisations.

4.2 Subject to these Rules and to the Act, New Zealand Pasifika Principals Association shall have the rights, powers and privileges of a natural person.

5. Registered Office

5.1 The registered office shall be such a place in New Zealand as the Executive may from time to time decide.

6. Membership Criteria/Voting Rights

6.1 The membership of the Association shall consist of Full, Associate and Honorary Members. A person shall be entitled to be a Financial Member of the Association if that person:

A full member:

- (a) Is a Pasifika Principal in a school or Pasifika Leader of an educational institution who provides for Pasifika education
- (b) Has made and had approved an application in writing to the executive on a form prescribed by the executive.
- (c) Has not previously been expelled from the Association.
- (d) Has fully paid up all fees and subscriptions levied by the Association.
- (e) The initial fees for membership shall be:
 - (i) For U1-3 schools - \$50.00; and
 - (ii) For U4+ - U10 schools - \$100.00.
 - (iii) For U11+ schools - \$150.00

6.2 Membership shall be annual and shall run from 1 January until 31 December in any given year.

6.3 A Full member is entitled to:

- (a) Attend and vote in all general meetings.
- (b) Attend all meetings of the Executive Committee (but not vote).
- (c) Stand for election to the Executive Committee.
- (d) Receive regular communications about the NZPPA programmes and activities.
- (e) Receive notification of upcoming meetings and agenda items.

6.4 The rights of the members of the Association shall be that each full member shall be entitled to one vote.

6.5 Associate membership of the Association

- (a) Is a past Principal or Educational leader of a school or Educational Institution who supports Pasifika Education

- (b) Has made and had approved an application in writing to the executive on a form prescribed by the executive.
- (c) Has not previously been expelled from the Association.
- (d) Actively represent the unique interests of its members in Pasifika education and as a professional organisation.
- (e) Maintain a liaison with kindred organisations.
- (f) Can attend and vote in all general meetings.
- (g) Can attend all meetings of the Executive Committee (but not vote).
- (h) Receive regular communications about the NZPPA programmes and activities.
- (i) Receive notification of upcoming meetings and agenda items.

6.6 Honorary membership can be given to retired members of our Association in recognition of their contribution to Pasifika Education.

- (a) Honorary Membership will be decided by the Executive
- (b) The honorary membership is free.

7. Termination of Membership

7.1 Any member may resign from membership by giving to the Secretary, notice in writing to that effect. Every such notice, unless otherwise stated and agreed upon by the Executive Committee, shall take effect as from the date received by the Secretary or at the Registered Office and Rule 7.3 shall apply.

7.2 A membership shall be terminated where that member:

- (a) Fails to pay the Association subscription levies and/or fees and is six months in arrears. The Executive shall have power by resolution to remove from the register of members, any member whose subscription is six (6) months in arrears.
- (b) Has been expelled under Rule 11.

7.3 Termination of membership shall not release any member of any liability to the Association arising prior to the date of termination including, but not limited to payment of subscription fees and levies.

8. Register of Members

8.1 The Secretary of the Association shall establish and maintain a register of members of the Association pursuant to Section 22 of the Act specifying the name, address and occupation or business of each person who is a member of the Association, whether that person is a Full, Associate or Honorary member, together with the date on which the person became a member.

8.2 Each member shall advise the Secretary if there is any change to any of the information in the register relating to that member.

8.3 The Register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour. Such information is confidential to the Association and may not be copied or duplicated by any member, for any purpose other than the business of the Association.

9. Member Levies, Fees, Subscriptions, etc

9.1 If any member fails to pay the member's special subscription in full by the due date as determined by the Executive Committee, the committee may resolve that the member's membership of the Association shall be terminated. The Secretary shall give that person notice of termination of that member's membership in writing.

9.2 Any member ceasing to be a member of the Association pursuant to Rule 9.1 shall not be entitled to any refund of any subscription, special subscription, charge or amount payable by that member prior to his or her termination and such member shall continue to remain liable to pay such subscription or charge despite ceasing to be a member.

10. Members' Liabilities

10.1 The liability of a member of the Association to contribute towards a payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 9. In the event any member ceases to be a member of the Association pursuant to Rule 7, that member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year which falls on 31 December, in which the member ceased to be a member.

11. Disciplining of Members

11.1 Where the Executive Committee is reasonably of the opinion that a member of the Association:

- (a) Has persistently refused or neglected to comply with the provision or provisions of these Rules; or
- (b) Has persistently and wilfully acted in a manner prejudicial to the interest of the Association; or
- (c) Has failed to pay any subscription or charge payable under Rule 6 or otherwise failed to make any payment due under these Rules and such failure continues for a period of six (6) calendar months after it is due; or
- (d) Does anything which, in the opinion of the Executive Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objectives of the Association in general;
- (e) The Executive Committee by resolution:
 - (i) Remove the member's entitlement to vote at any general meeting until such time as payment is made in full; or
 - (ii) Expel the member from the Association; or
 - (iii) Suspend the member from membership of the Association for a specified period.

11.2 A resolution of the committee under Rule 11.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the member of a notice issued pursuant to Rule 11.3.

11.3 Where the Executive Committee passes a resolution under Rule 11.2 above, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member.

- (a) Setting out the resolution of the Executive Committee and the grounds on which it is based.
- (b) Stating that the member may address the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice.

- (c) Stating the date, time and place of that meeting.
- (d) Informing the member that the member may do either or both of the following:
 - (i) Attend and speak at that meeting; and
 - (ii) Submit to the Executive Committee, at or prior to the date of that meeting, written representations relating to the resolution.

11.4 At a meeting of the Executive Committee, held in accordance with Rule 11.3, the Executive Committee shall:

- (a) Give the member the opportunity to make all representations and to bring a supporting person.
- (b) Give due consideration to any written representation submitted to the committee by the member at or prior to the meeting.
- (c) By resolution, determine whether to confirm or revoke the resolution.

11.5 The Executive Committee may, in its absolute discretion, resolve to readmit as a member of the Association any person who it has previously expelled from the Association and is otherwise entitled to be a member of the Association.

12. Financial Issues

12.1 The funds and assets of the Association shall be applied towards furthering the vision of the Association.

12.2 No private pecuniary profit shall be made by any person from the Association except that:

- (a) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association.
- (b) The Association may pay reasonable remuneration to any officer or servant of the Association (whether a member or not) in return for services actually rendered to the Association.
- (c) Any member may be paid all usual professional, trade or trade 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 Association.

- (d) Any member may retain any remuneration properly payable to that member by any company or undertaking with which the Association may be in any way concerned or involved for which that member has acted in any capacity whatsoever, notwithstanding that the member's connection with that company or undertaking is in any way attributable to that member's connection with the Association.

12.3 Notwithstanding anything contained or implied in these Rules, any person who is a member of the Association 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.

12.4 Any member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

- (a) Must disclose the nature and the extent of that member's interest to the other members; and
- (b) Must not take any part whatsoever in any deliberation concerning any matter in which that member is or may be interested other than as a member of the Association.

13. Executive Committee

13.1 The Association shall be governed by an Executive Committee which:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by a general meeting of members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association;
- (d) shall be responsible for managing any staff of the Association.

13.2 The Executive Committee shall be responsible for arranging for the preparation of :

- (a) a two year work plan;
- (b) a detailed annual plan and budget, showing the expected income and expenditure, covering the following 12 month period;

- (c) each year an annual report reviewing the previous years' activities;
- (d) (if required) annual audited accounts.
- (e) An annual calendar at the beginning of each school year

13.3 The Executive Committee shall be responsible for ensuring that the Association complies with these Rules and all applicable laws and regulations.

14. Membership of the Executive Committee

14.1 The Executive Committee shall consist of a President or if required Co-Presidents and not more than nine persons who are Full Financial members of the Association, and who have been elected at the annual general meeting of the Association pursuant to Rule 15.

(a) The Executive Committee will endeavour to be representative of the Regions throughout Aotearoa.

14.2 Each member of the Executive Committee shall, subject to these Rules hold office until the conclusion of the second annual general meeting following the date of the members election.

14.3 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint by a two third majority vote, a Full member of the Association to fulfil the vacancy. Any member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting following the date of appointment.

15. Election of Members to the Executive Committee

15.1 Nomination of candidates for election of members on the Executive Committee:

(a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nomination shall be received at the annual general meeting.

15.3 If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.

15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

15.6 Any such ballot shall be conducted at the AGM in such usual and proper manner as the Executive Committee may direct.

15.7 In the event of an equality of votes between two or more candidates an exhaustive poll will be held to determine the person elected.

16. President

16.1 The President shall be elected to that position by members of the Executive Committee at the first meeting following the AGM. In the absence of the President, members shall be entitled to elect a President for that meeting.

- (a) The President(s) shall be the chief spokesperson and administrative leader(s) of the NZPPA.
- (b) The President(s) shall be *Ex Officio* members of any committee or subcommittee set up by NZPPA or the executive.
- (c) The President(s) or the Executives nominee shall be entitled to represent NZPPA at any meetings of kindred organisations as referred to in Objective 4.1
- (e)

16.2 The Executive Committee may choose to elect a Vice-President.

- (a) The Vice-President shall act as the assistant to the President(s).

17. Secretary

17.1 The Secretary shall be appointed to that position by the Executive Committee:

- (a) It is the duty of the Secretary to keep the minutes of all elections of Officers and members of the Executive Committee; and
- (b) The names and members of the Executive Committee present at each Executive Committee meeting and General Meeting and all proceedings at Executive Committee meetings, General Meetings and the NZPPA's Conferences; and

17.2 Minutes of proceedings at a meeting shall be signed by the President(s) of the meeting or by the President(s) of the succeeding meeting.

18. Treasurer

18.1 The Treasurer shall be appointed to that position by the Executive Committee at the first meeting following the AGM.

18.2 It is the duty of the Treasurer of the Association to ensure that:

- (a) all moneys due to the Association is collected and received and all payments authorised by the Association are made; and
- (b) correct books and accounts are kept for showing the financial affairs of the Association including full details of all receipts and expenditures connected with the activities of the Association; and
- (c) ensure financial accounts are prepared and a balance sheet is available for presentation to the AGM.
- (d) Call for and receive membership subscriptions
- (e) Keep an accurate register of members of the NZPPA;

19. Executive Members

19.1 At the first executive meeting of the new year, executive members shall establish their executive plan for the ensuing 2 years.

- (a) The promotion of the objectives of NZPPA.
- (b) The establishment of effective communication with members.
- (c) The organisation of the NZPPA's annual conference/ event and the AGM.

19.2 The executive may determine and/or vary the duties of each member of the executive from time to time.

20. Auditor (as required)

20.1 The Auditor shall be appointed by the Association on an annual basis (as required) to carry out functions set out in this Rule.

20.2 No person who is an officer or a member may be appointed as Auditor.

20.3 The remuneration of the Auditor shall be fixed by the Association.

20.4 If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Executive Committee shall appoint an Auditor to carry out the duties of the Auditor until the next Annual General Meeting.

- 20.5** Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to forward the examiner the accounts and statements, all minutes and such information as requested.
- 20.6** The Auditor shall be provided with a list of books kept by the Association and shall at all reasonable times have access to the books and documents of the Association. The Auditor may, in investigating such accounts, question the Executive Committee or any Officers of the Association. The Executive Committee and Officers of the Association shall at all reasonable times render all assistance to the Auditor.
- 20.7** The Auditor shall provide 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 to exhibit a true and correct view of the Association's affairs. The report shall be read together with the report of the Executive Committee at the AGM.
- 20.8** The Auditor shall be a member of the Institute of Chartered Accountants and conduct the audit in terms of the guidelines of the Institute.

21. Casual Vacancies

- 21.1** For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:
- (a) Dies;
 - (b) Ceases to be a member of the Association;
 - (c) Resigns office by notice in writing given to the Secretary;
 - (d) Is removed from office under Rule 21;
 - (e) Becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health; or
 - (f) Fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Executive Committee or without having been granted leave of absence by resolution of the Executive Committee; or
 - (g) Commits a crime punishable by imprisonment.

22. Removal of a Member

- 22.1** The Association in a general meeting may, by resolution, remove any member of the Executive Committee from office before the expiration of the members term of office.

22.2 Where a member of the Executive Committee to whom a proposed resolution referred to the Rule 21.1 above relates:

- (a) Makes representations in writing (not exceeding a reasonable length, to the Secretary or chair or President(s) and requests that the representations be notified to the members of the Association.
- (b) The Secretary or President(s) may send a copy of the representations to each member of Association. If they are not so sent, the member is entitled to require that representations be read out at the meeting at which the resolution is considered.

23. Meetings of Executive Committee and Quorum (50% +1)

23.1 The Executive Committee shall endeavour to meet once each school term but in all events shall meet not less than three times in each period of 12 months and at such time and place as shall be decided by the Executive Committee.

23.2 Additional meetings of the Executive Committee may be convened by the President(s) or by any member of the Executive Committee and must be convened within one month of receipt by the President(s) of a notice signed by at least four members of the Executive Committee calling for such a meeting.

23.3 Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least three weeks (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.

23.4 50%+ 1 of the members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

23.5 No business shall be transacted by the Executive Committee 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.

23.6 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.

23.7 At the meeting of the Executive Committee:

- (a) The President(s) or in the President(s)' absence, any member of the Executive Committee nominated to stand in the President(s)' place shall preside; and
- (b) The President(s) and/or such other person shall have an ordinary but not a casting vote.

- (c) A member of the Executive Committee unable to attend a meeting in person may attend by way of electronic means.

24. Voting and Decisions

24.1 Voting rights of the Executive Committee shall be as follows:

- (a) Each voting member shall be entitled to one vote;
- (b) Matters arising at a meeting of the Executive Committee shall be determined by a majority of votes of members.

24.2 Subject to Rule 22.5 the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

24.3 Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee.

25. Annual General Meeting

25.1 The Association shall, at least once each calendar year, and within the period of six months after the general explanation of each financial year of the Association, convene an Annual General Meeting of its members.

26. Annual General Meeting – Calling and Business

26.1 The AGM of the Association shall, subject to the Act and to Rule 25.1 above, be convened on such date and at such place and times as the Executive Committee thinks fit.

26.2 In addition to any other business which may be transacted at the AGM, the business of the AGM shall be:

- (a) To confirm the minutes of the last preceding Annual General Meeting.
- (b) To receive from the Executive Committee, reports on the activities of the Association during the preceding financial year.
- (c) To approve the Annual Financial Statements.
- (d) To approve the proposed subsequent and annual subscription for members.
- (e) To elect members of the Executive Committee.
- (f) To appoint an Auditor (where required).

(g) Consider resolutions from the annual conference on policy matters.

26.3 For the purposes of section 23 of the Act, the Association's financial year shall end on 31 December.

26.4 An AGM shall be specified as such in the notice convening it.

27. Notice

27.1 The Secretary shall at least 14 days before the date fixed of the holding of the general meeting calls to be sent by prepaid post or electronic mail to each member at the members' 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.

27.2 No other business than that specified in the notice convening a general meeting shall be transacted at a meeting except, in the case of an AGM, present business which may be transacted pursuant to Rule 25.

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

28. Procedure

28.1 No item of business shall be transacted in a general meeting unless a quorum of members entitled under these Rules to vote is present.

28.2 Fifteen members present in person constitute a quorum for the transaction of the business of a General Meeting or at the AGM.

28.3 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 to the same day and the following week at this 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) before the date to which the meeting is adjourned, at the same place.

28.4 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 Financial Members) shall constitute a quorum.

29. Presiding Members

- 29.1** The President(s) shall preside at each General Meeting of the Association.
- 29.2** If the President(s) is(are) absent from a General Meeting or unable or unwilling to act the Executive shall nominate a person present to preside as President at the meeting.

30. Making of Decisions

- 30.1** A resolution arising at a General Meeting of the Association 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 President(s) (for example, that a resolution has, on a show of hands, been 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 Association) 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.
- 30.2** At a General Meeting of the Association, a poll may be demanded by the President(s) or by not less than five Financial Members present in person at the meeting.
- 30.3** Where a poll is demanded at a General Meeting, the poll shall be taken:
- (a) Immediately in the case of a poll which relates to the election of a President(s) of the meeting or the question of adjournment; or
 - (b) In any other case in such manner and at such time before the closing of the meeting as the President(s) directs. Resolution of the poll of the matter shall be deemed to the resolution of the meeting on that matter.

31. Voting at General Meetings Including AGM

- 31.1** For any question arising at a General Meeting of the Association a member has only one vote.
- 31.2** Although it shall be given personally provided that the poll to elect the Executive Committee may be given by postal vote.
- 31.3** In the case of an equality of votes on a question at a General Meeting, the President of the meeting is entitled to exercise a second or casting vote, but only to defeat the question and preserve the status quo.
- 31.4** A member is not entitled to vote at any General Meeting of the Association unless or all money due and payable by the member to the Association has been paid.

32. Funds – Management

- 32.1** Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objectives of the Association in such manner as the Executive Committee 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 Committee being members authorised to do so as the decided at the AGM.
- 32.3** All funds received by the Association remain the property of the Association, unless the Association is subjected to dissolution, see Rule 38 [winding up]. The property of the Association is irrevocably dedicated to the objectives stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or member of the Association or the benefit of any private persons.

33. Alteration of Objectives and Rules

- 33.1** Subject to the provisions of the Act, and the statement of Objectives these Rules may be altered, rescinded or added to at an Annual General Meeting provided that 14 days' notice, in writing, has been given to all members, of the proposed changes.
- 33.2** Alterations, additions or decisions, shall require resolution passed by a 2/3rds majority of those present and voting at the AGM.
- 33.3** No addition to, or alteration or decision of the Rule shall be made to the charitable objectives, financial issues clause or winding up clause without the approval of the Inland Revenue Department, or its statutory successor in the approval of the charitable organisations. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

34. Common Seal

- 34.1** The common seal of the Association shall be adopted by the Executive and 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 Committee. The affixing of the common seal shall be attested by the signatures of two members of the Executive Committee. A log of such affixing shall be kept.

35. Custody of Books, Etc.

- 35.1** 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 Association. Back-ups must be kept of computer files at least quarterly and at different premises.

36. Service of Notices

36.1 For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post, or electronic mail or by facsimile transmission to the member at the member's address shown on the register of members.

36.2 Any notice is deemed to be received:

- (a) If personally delivered, when delivered,
- (b) If posted, five days after posting;
- (c) If sent by facsimile, at the time of transmission specified in the transmission report by the machine from the which the facsimile was sent which indicates the facsimile was sent in its entirety to the facsimile number of the recipient;
- (d) If mailed, upon the date of emailing provided that the sender does not receive a delivery failure notification.

37. Winding Up

37.1 Should the dissolution of the Association 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 res

37.2 olution to wind up the Association and must be carried by a majority of votes. The second meeting must be called (not earlier than thirty (30) days after the first meeting) to confirm the resolution to be passed.

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