



# Constitution of New Zealand Deerstalkers' Association (Wellington Branch) Incorporated

Incorporated Society Number 216453

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## 1 BACKGROUND

- 1.1 The NEW ZEALAND DEERSTALKERS' ASSOCIATION (WELLINGTON BRANCH) INCORPORATED (the *Wellington Branch*) was incorporated under the Incorporated Societies Act 1908 on the 19th day of February 1959.
- 1.2 This Constitution sets out the rules of the Wellington Branch.
- 1.3 The Schedule sets out the standing orders for conduct at all meetings.

## 2 INTERPRETATION

- 2.1 In this constitution, unless the context requires otherwise the following expressions have the following meanings:

*AGM* means an annual general meeting of the Wellington Branch.

*Authorised Signatory* has the meaning given to that term at Rule 24.4.

*Committee* means the Committee Members who number not less than the required quorum acting together as the committee of the Wellington Branch.

*Committee Member* means a person elected as a committee member of the Wellington Branch in accordance with these rules.

*EGM* means an extraordinary general meeting of the Wellington Branch.

*Financial Member* means a member of the Wellington Branch who has paid all necessary membership fees and costs for the relevant year.

*Financial Statements* means, in respect of a period, a:

- (a) statement of financial position as at the end of that period;
- (b) statement of income and expenditure during the last period; and
- (c) summary of all mortgages, charges, and securities of any description affecting any of the property of the Wellington Branch as at the end of that period.

*Financial Year-End* means the last day of February of each year.

*General Meeting* means an AGM or EMG.

*Immediate Past President* means, at any time, the person who previously held the office of President of the Wellington Branch.

*Incorporated Societies Act* means the Incorporated Societies Act 1908.

*National Association* means the New Zealand Deerstalkers' Association Incorporated.

*National Executive* means the National Executive as referred to and constituted in the rules of the National Association.

*National Secretary* means the National Secretary of the National Association and shall include, if necessary, the Acting National Secretary.

*Ordinary Resolution* means a resolution approved by a simple majority of the votes of those entitled to vote.

*President* means the President of the Committee elected in accordance with these rules.

*Requisition Request* has the meaning given to that term at Rule 11.1(b).

*Secretary* means the person appointed by the Committee as the secretary of the Wellington Branch in accordance with these rules.

*Standing Orders* means the standing orders set out at the Schedule (as amended from time to time).

*Special Resolution* means a resolution approved by two-thirds (2/3) of the votes of those entitled to vote and voting on the question.

*Treasurer* the person appointed by the Committee as the treasurer of the Wellington Branch in accordance with these rules.

*written or in writing* in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form.

- 2.2 The singular includes the plural and vice versa, and words importing one gender include the other genders.
- 2.3 A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations.

### 3 REGISTERED OFFICE

The registered office of the Wellington Branch is 3 Collina Terrace, Thorndon, Wellington, or any other office notified from time to time by the Secretary, to which all communications may be addressed.

### 4 OBJECTS

The objects for which the Wellington Branch is established are:

- 4.1 The formation, encouragement and advancement of the sport of deerstalking, bush craft, shooting and the like and to provide all members with facilities for the same.
- 4.2 The repression of any abuses in connection with deerstalking and the encouragement and preservation of respect for private property, Crown Land and National Parks.
- 4.3 The fostering of ideals leading to the preservation and protection of all native flora and fauna.

- 4.4 The preservation of all introduced species of deer in reasonable numbers.
- 4.5 The making of such rules, regulations and adoption of such codes of ethics as may be thought necessary or desirable in the best interests of the Wellington Branch.
- 4.6 To provide the machinery and organisation for consultations and dispute resolution between members.
- 4.7 To represent and take action to protect the interests of deerstalkers and to carry out the decisions of conference.
- 4.8 To assist the National Association to control the issue, wearing and returning of a suitable badge or membership card for use by members.
- 4.9 The settlement of all questions referred to the Wellington Branch.
- 4.10 To do all things as are incidental or conducive to the attainment of the above objects.

## 5 **POLICY**

- 5.1 Wellington Branch declares its policy as being the retention of deer in the maximum numbers compatible with forest regeneration.
- 5.2 All resolutions of the National Conference or the National Executive and which are declared to be national policy and the code of ethics of the National Association shall also form the policy of the Wellington Branch and shall be accepted as such and loyally supported by all members of the Wellington Branch.
- 5.3 No member of the Wellington Branch shall make any report or public statement contrary to the national policy of the National Association or the policy of the Wellington Branch.

## 6 **MEMBERSHIP**

- 6.1 (***Qualification for Membership***) Membership of the Wellington Branch shall be open to persons:
  - (a) qualified for membership to the National Association in accordance with its rules and who reside within the area fixed from time to time by the National Executive as being the territory of the Wellington Branch; or
  - (b) who are permitted by the National Executive to belong to the Wellington Branch pursuant to Section 1, A (Organisation), paragraph 4, and Section 2, Rule 5 (Membership) of the National Association's rules.

The Committee may delegate certain aspects of membership administration of the Wellington Branch to the National Association from time to time as the Committee determines.

- 6.2 (***Life Membership***) Subject to obtaining the approval of the National Executive the Wellington Branch may, by Ordinary Resolution passed at a General Meeting, confer

life membership on any member in recognition of their outstanding service to the Wellington Branch.

6.3 (**Honorary Membership**):

- (a) Honorary membership may be conferred by the Committee on persons in recognition of conspicuous services to deerstalking, or related activities, or assistance provided to the Wellington Branch.
- (b) Honorary Members are entitled to take part in the activities of the National Association and receive the same advantages as Financial Members, but may not vote at meetings or hold office on the Committee.
- (c) Honorary Members shall remain as Honorary Members at the pleasure of the Committee, and shall not pay any subscription.

6.4 Every member of the Wellington Branch shall in accordance with Section 7 of the Incorporated Society Amendment Act 1920, be deemed to be a member of the National Association and liable to all the obligations of membership in accordance with that Act.

6.5 Subject to Rule 6.1 above, members of the Wellington Branch shall be persons who qualify for membership in accordance with these rules, the National Association rules, and whom have been approved by the Committee in accordance with Rule 6.6 below.

6.6 (**Application for Membership**):

- (a) Every person who wishes to become a member of the Wellington Branch must apply on the then current application form as prescribed by the Committee.
- (b) The completed form must be provided to the Wellington Branch or, if otherwise directed, to the National Association, together with payment of the applicable subscription amount.
- (c) If the application form is duly and validly completed, the Secretary will submit the applicant for election to membership of the Wellington Branch to the Committee at the next practical Committee meeting.
- (d) The Committee shall vote on conferring membership.
- (e) The Secretary shall promptly notify the National Association and the applicant of the outcome of the vote.

6.7 (**Financial Members only to receive privileges**) Only Financial Members may vote at General Meetings, are eligible for competitions, and may stand as a Committee Member. No member whose subscription is in arrear shall be entitled to any of the privileges of membership, enter competitions, to speak or vote at any meeting of the National Association or the Wellington Branch or participate on any committee.

- 6.8 **(Removal of non-paying members from the Register)** A member of the Wellington Branch may be removed from the Register of Members after non-payment of the current year's annual subscription, if:
- (a) the member is in arrears for more than 120 days after the final due date for payment of the relevant subscription;
  - (b) the Committee (or the National Office) has notified the member of the arrears or otherwise endeavoured to procure the member becomes a Financial Member; and
  - (c) the member has not otherwise notified the Committee and/or National Office providing sufficient justification (satisfactory to the Committee) for the non-payment and requesting to remain on the Register of Members.

The Secretary may, on the instruction of the Committee, notify the National Office who shall promptly remove the member from the Register of Members of the Wellington Branch.

- 6.9 **(Misconduct by members)** The Committee may call on any member of the Wellington Branch for an explanation of any charge of misconduct or disrepute brought against them by any other member or members of the National Association or Wellington Branch or for any other sufficient cause or grievance and if, in the opinion of the Committee, the situation and facts warrant their doing so, the Committee may in its sole discretion expel such member and promptly cancel their membership. The expelled member is not entitled to any subscription refund. Expelled members have a right of appeal at a General Meeting of the Wellington Branch. Notice of such an appeal is to be given to all members by the Secretary no later than 7 days before the proposed meeting. All Financial Members present may vote to confirm, rescind or vary the decision of the Committee. The vote is to be passed by Ordinary Resolution. The member shall have the further and final right of appeal in accordance with the provisions of the rules of the National Association, if any.
- 6.10 **(Members to notify of changes to personal details)** Every member of the Wellington Branch shall communicate to the Secretary and the National Association any change of postal address and/or email address and all notices delivered by the Wellington Branch or the National Association in accordance with Rule 28 are deemed to be effective.

## 7 **DISAFFILIATION**

- 7.1 The Wellington Branch may, by Special Resolution passed at a General Meeting convened only to consider disaffiliation and no other business, resolve to disaffiliate from, and no longer be a branch of, the National Association (the *Disaffiliation Resolution*).
- 7.2 The Secretary will give the National Executive ten (10) days' prior notice of any General Meeting convened in connection with this Rule 7. Any two members of the National Executive are entitled to attend and speak at such General Meeting.



- 7.3 Following passing a Disaffiliation Resolution, the Wellington Branch shall promptly change its name by deleting the words associating it to the "New Zealand Deerstalkers' Association" and amend these rules accordingly.
- 7.4 When the Wellington Branch ceases to be a branch of the National Association, the Committee will:
- (a) promptly return all unused New Zealand Deerstalkers' Association branded stationery or badges;
  - (b) provide a statement that the Wellington Branch is no longer a branch of the New Zealand Deerstalkers' Association; and
  - (c) advertise its disaffiliation in a newspaper circulating in the Wellington region.
- 7.5 Disaffiliation shall not relieve the Wellington Branch or its members from any antecedent liabilities to the National Association.

## 8 SUBSCRIPTIONS

- 8.1 Every member (other than a life or honorary member) of the Wellington Branch shall pay to, or on account of, the Wellington Branch (or to the National Association as directed by the Wellington Branch, subject to Rule 8.4 below) such annual subscription amount as may from time to time be fixed by its members at the AGM.
- 8.2 The annual subscription amount may not be varied by the Committee or by any subsequent meeting of members held in the financial year and all subscriptions may be subject to a rebate, if paid within a specified discount period, with eligibility for rebate, amount of rebate and the specified discount period, to be determined in the same manner as the rate of subscription at the AGM. A member shall not be deemed to be a Financial Member until the annual subscription has been paid in full.
- 8.3 All subscriptions shall be payable, initially, on application for membership and, thereafter, within the time period specified on the invoice delivered to each member for the relevant year.
- 8.4 The Committee may from time to time delegate invoicing, collection and administration of annual subscriptions to the National Association, i.e. centralised membership management.

## 9 ALTERATIONS OF RULES

- 9.1 The rules of the Wellington Branch may be altered, added to or rescinded at a General Meeting of the Wellington Branch for which at least fourteen (14) days' notice has been given to members either by way of personal newsletter or mail, electronic or otherwise, the notice must contain a copy of the proposed changes or state briefly in sufficient detail the nature of the resolution to be moved.
- 9.2 Prior to taking effect, any alterations, additions and rescissions to or of these rules or any portion must be approved by the National Executive. Until such approval is granted the proposed changes shall be unenforceable and of no effect.

- 9.3 Copies of all such additions, rescissions and alterations shall forthwith be sent to the National Secretary and to the Registrar in accordance with the Incorporated Societies Act.

## 10 ANNUAL GENERAL MEETINGS

- 10.1 The AGM of the Wellington Branch shall be held in the month of:

- (a) March;
- (b) April; or
- (c) May,

each year, at such date, time and place determined by the Committee.

- 10.2 (**Notice period**) At least fourteen (14) days' prior notice, stating the nature of the business and all motions, must be notified to all members of the Wellington Branch.

- 10.3 (**Due date for motions**) Any proposed notice of motion or remit by Members of the Committee must be delivered to the Secretary 28 days before the meeting at which such motion is intended to be moved so it can be duly notified in accordance with Rule 10.2 above.

- 10.4 (**Business at AGMs**) The business to be transacted at AGM must include:

- (a) a presentation by the Committee of the Wellington Branch's annual report;
- (b) a presentation by the Treasurer of the Financial Statements for the preceding Financial Year-End;
- (c) a presentation of the budget estimating the receipts and expenditure for the following year;
- (d) setting the annual subscription amounts, including any discounts or rebates;
- (e) appointing or replacing an auditor;
- (f) subject to Rule 10.3, discuss and vote on any remit, resolution or other matter which has been duly submitted;
- (g) election of the Committee of the Wellington Branch for the following year; and
- (h) induction of newly appointed Committee Members to their respective offices.

The business may be transacted in any order save that the inductions under paragraph (h) are the final matter to be dealt with at the AGM.

## 11 EXTRAORDINARY GENERAL MEETINGS

### 11.1 The Committee:

- (a) may whenever it thinks fit; and
- (b) shall upon requisition in writing by at least one third (1/3) of the Financial Members (a *Requisition Request*),  
  
convene an EGM.

### 11.2 Requisition Requests must:

- (a) specify the objects of the meeting;
- (b) be signed by all the relevant members of the Wellington Branch lodging the requisition; and
- (c) be deposited in writing with the Secretary of the Wellington Branch.

11.3 Following receipt of a Requisition Request, the Committee must as soon as practical take steps to hold an EGM by no later than 14 working days from such receipt. If the Committee fails to notify members of the required EGM on the date that is 14 working days of receiving the Requisition Request then the requisitionists, or a majority of them, may take all necessary steps to convene an EGM which is to be held not later than three (3) calendar months after the date of such deposit of the relevant Requisition Request.

11.4 An EGM must be convened for the sole purpose specified in the Requisition Request.

11.5 Notice of an EGM must be given to members at least seven (7) days prior to being held specifying the venue, date, time and purpose for which the EGM is to be held either by (a) advertisement in a public newspaper circulating in the district in which the Wellington Branch operates, (b) written notice sent by post or email, (c) being personally hand served on members, and/or (d) notice in an official publication of the National Association which is circulated to all members.

## 12 MEETINGS OF COMMITTEES

12.1 Meetings of the Committee shall be held at the Committee's discretion at least six (6) times a calendar year.

12.2 The President or any three (3) Committee Members may, at any time, convene a meeting of the Committee.

12.3 The management and control of all the properties real and personal of the Wellington Branch and the investment of the funds of the Wellington Branch shall be vested in the Committee who may exercise all such powers and do all such things as may be exercised or done by the Wellington Branch and are not hereby or by the rules of the National Association or by statute expressly directed or required to be exercised or done by the Wellington Branch at a General Meeting.

### 13 **ADJOURNMENT OF MEETINGS**

The chair of any meeting, whether an AGM, EGM or Committee meeting, may, with the consent of those attending the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at a reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.

### 14 **QUORUM**

14.1 No business shall be transacted at any General Meeting or any Committee meeting unless a quorum of members is present at the time when the meeting proceeds to business, other than pursuant to an adjourned meeting held pursuant to Rule 14.3 below.

14.2 The quorum is:

- (a) 10 members for a General Meeting; and
- (b) 5 members for any Committee meeting.

14.3 If, within half an hour from the time appointed for the meeting, a quorum is not present then the meeting:

- (a) if an EGM, is dissolved and any question or motion is deemed not to have passed; and
- (b) in respect of any other meeting, such meeting is deemed to be adjourned to the same day in the following week, at the same time and place, and the members present at the adjourned meeting that attend the reconvened meeting may transact any business as if they constituted a full quorum.

### 15 **PROCEDURE AT MEETINGS**

15.1 All meetings are subject to the Standing Orders, if any, applicable from time to time.

15.2 Any question or resolution submitted to any General Meeting of the Wellington Branch or to the Committee at a Committee meeting shall be decided in the first instance on the voices or by a show of hands and, unless a poll is demanded by:

- (a) the chair; or
- (b) by at least three (3) members present and entitled to vote, a declaration by the chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Wellington Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15.3 If a poll is demanded, a poll shall be taken in such manner and at such time as the chair of the meeting may direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. The demand of a poll shall not prevent the continuance of a meeting

for the transaction of any business other than the question or resolution on which a poll has been demanded.

- 15.4 On a show of hands every Financial Member present in person and entitled to vote shall have one vote and upon a poll every such member shall have one vote. Only Financial Members may vote. Votes shall be given personally and not by proxy. The chair of any meeting shall have both a deliberate and a casting vote.

## 16 MINUTES

The Secretary shall cause minutes to be duly entered in the books provided for that purpose:

- (a) of all appointments of officers;
- (b) of the names of the Committee Members present at any meeting of the Committee, and any guests or observers; and
- (c) of all resolutions and proceedings at General Meetings and Committee meetings.

## 17 COMMITTEE AND OFFICERS

- 17.1 The administration of the affairs and business of the Wellington Branch shall be controlled and managed by a committee comprised of such Financial Members not being less than eight (8) in number, in each case, as appointed at the AGM or in otherwise accordance with Rule 17.8 of these rules, presided over by:

- (a) President;
- (b) Vice President; and
- (c) Immediate Past President.

- 17.2 (**Secretary and Treasurer**) The Committee shall appoint two of their number to act as Secretary (subject to Rule 19) and Treasurer, provided that, if necessary and at the discretion of the Committee, one member may be appointed with the responsibilities of both Secretary and Treasurer or two persons may be jointly appointed to hold each of the positions of Secretary and Treasurer or, at the discretion of the Committee, a paid Secretary may be appointed in lieu of a Committee member holding that honorary position.

- 17.3 (**Expenses**) The Committee Members are entitled to all reasonable out-of-pocket expenses incurred in conducting business and affairs on behalf of the Wellington Branch.

- 17.4 (**Sub-committees**) The Committee may appoint sub-committees consisting of members of the Wellington Branch, the members of which need not be members of the Committee for any purpose within the powers of the Committee. The decisions of any sub-committee shall be required to be ratified by the Committee before they become effective and binding on the Wellington Branch.
- 17.5 (**Delegates or representatives**) The Committee shall appoint all necessary delegates or representatives to represent the Wellington Branch on any body or organisation and may appoint and dismiss officers or officials to control any section of the Wellington Branch's affairs. The Committee shall determine the conditions and terms of appointment of such officers or officials.
- 17.6 (**Re-election**) All standing members of the Committee are eligible for re-election from year to year at the end of each year of office. Every standing Committee Member, unless they have signified to the Secretary the desire not to stand for re-election, is deemed to be duly nominated for re-election.
- 17.7 (**Nominations to Committee**) Each candidate for office on the Committee must be a Financial Member and, unless eligible for re-election under Rule 17.6, be proposed and seconded by Financial Members. Nominations of members to fill positions of President, Vice-President, and a member on the Committee, which shall be signed by the proposer and seconder, together with written acceptances thereof, shall be submitted to the Secretary not later than 14 days prior to the date of the AGM. In the event of insufficient nominations being received for positions on the committee further nominations shall be coined for at the Annual General Meeting.
- 17.8 In the event of there being an insufficient number of nominations to fill the vacancies arising or in the event of a Committee Member vacating office then such vacancies shall be deemed casual and filled by appointment by the Committee at its discretion. The Committee has the power to appoint additional members of the Committee if deemed necessary.
- 17.9 (**Removal of Committee Members**) A Committee Member must vacate their office:
- (a) if absent from three (3) consecutive Committee meetings without leave;
  - (b) if, by notice in writing to the Committee, they resign;
  - (c) at the discretion of the Committee, if a member becomes bankrupt or becomes of unsound mind or brings the Wellington Branch and/or National Association into disrepute; or
  - (d) if removed from office by resolution passed at an EGM.
- 17.10 In the event of a Committee Member being removed from office in manner provided by Rule 17.9(d), then a successor Committee Member must be appointed at that EGM.

**18 CONFERENCES - APPOINTMENT OF DELEGATES**

- 18.1 Delegates are required to be appointed by the Committee to attend every conference of the National Association and shall, if possible, be members of the Committee.
- 18.2 Delegates are entitled to have all reasonable costs and expenses incurred in attending conferences paid and/or reimbursed by the Wellington Branch.

**19 APPOINTMENT OF SECRETARY**

- 19.1 Pursuant to Rule 17.2 the Committee must appoint a Secretary. The Secretary may be a paid officer or honorary. The Committee shall fix:
- (a) the honorarium or salary;
  - (b) the period of their engagement; and
  - (c) such other terms and conditions of employment as the Committee thinks fit.
- 19.2 If the Secretary appointed is a member of the Wellington Branch, they are deemed to be a Committee Member and have a vote at meetings but a person who is not a member of the National Association shall not be a Committee Member and has no vote at meetings.

**20 COMMON SEAL**

- 20.1 The Wellington Branch shall have a Common Seal which shall be kept in the custody and control of the Secretary.
- 20.2 Whenever the Common Seal of the Wellington Branch is required to be affixed to any deed, document, writing or other instrument the seal shall be affixed pursuant to a resolution of the Committee by:
- (a) the President, Vice-president or Treasurer;
  - (b) one member of the Committee; and
  - (c) the Secretary,

and the three persons affixing the seal shall at the same time sign the deed or other document as aforesaid to which the said seal is so affixed.

- 20.3 The following attestation clause shall be used:

The Common Seal of the New Zealand Deerstalkers' Association (Wellington Branch) Incorporated was hereunto affixed by the [President, or vice-president or Treasurer, as the case may be], a member of the Committee, and the Secretary.

**21 GENERAL POWERS**

The Wellington Branch is empowered:

- 21.1 to undertake and execute any trusts which may seem to the Wellington Branch conducive to its objects;
- 21.2 generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Wellington Branch may think necessary and convenient for the purpose of any of the aforesaid objects;
- 21.3 to acquire or obtain from or make any arrangements with any Government (central, regional, local or other) or any company or person for any authority right privilege concession contract or charter which the Wellington Branch may think it desirable to obtain or which may seem to the Wellington Branch conducive to any of the objects of the Wellington Branch and to accept make payment under, carry out, exercise and comply with any such arrangements authority right privilege concession contract or charter;
- 21.4 to affiliate with any Society, Body or Association having similar objects or to join or co-operate or subscribe to the funds of any such Society, Body or Association for the purpose of better attaining or otherwise furthering the objects and interests of the Wellington Branch or the members thereof subject always to Rule 5.3 of these rules;
- 21.5 to diffuse information on all matters concerning deerstalking and to print, publish, issue and circulate such papers, periodicals, books as may seem conducive to the Wellington Branch, subject always to Rule 5.3 of these rules;
- 21.6 to accept or reject any legacy, bequest or gift whether such legacy, bequest or gift is offered with or entails conditions;
- 21.7 to sell, lease, exchange, bail, grant licenses in respect of or otherwise deal with or dispose of the Wellington Branch's undertaking or any part thereof or any property or interest in any property rights, concessions or privileges belonging to the Wellington Branch either together or in portions to any firm, person or company or to any Government (central, regional, local or other) for such consideration or premium or upon such terms as the Wellington Branch may think fit;
- 21.8 to construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage or carry on and control any building or works which may seem to the Wellington Branch likely to advance the Wellington Branch's interests directly or indirectly;
- 21.9 to undertake research and investigation into matters pertaining to Wild Life and the Outdoors generally;
- 21.10 to bring or defend any legal action; and
- 21.11 to do all such other things as in the opinion of the Wellington Branch or the committee may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.



## 22 INVESTMENT OF FUNDS

22.1 The Wellington Branch is empowered to invest any moneys of the Wellington Branch not required for immediate use:

- (a) on any form of security which is or may be approved for trustee under any Public Act of New Zealand;
- (b) on real securities in New Zealand provided that the amount advanced on any one security shall not exceed the amount recommended by the Wellington Branch's valuer or financial advisor, such amount not being more than two thirds of the lesser of:
  - (i) the total real securities in any one security; or
  - (ii) value placed on the whole security by such valuer;
- (c) on deposit either at interest bearing or term deposit accounts or at current account in any reputable registered bank carrying on business in New Zealand; and
- (d) in any other investment which is approved by Special Resolution at a General Meeting.

22.2 Any such investments may be varied from time to time.

22.3 It shall be permitted for the Committee, if it thinks fit, to retain in its original form any gift or bequest which may not be in the form expressly approved under this Rule 21.

## 23 BORROWING MONEY

23.1 The Committee shall have power, if authorised by Special Resolution at a General Meeting, to borrow or raise money and secure payment of the same or to secure payment of any money owing by the Wellington Branch or the satisfaction or performance of any obligation or liability incurred or undertaken by the Wellington Branch in such manner as the Wellington Branch shall, by such resolution determine, and in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Wellington Branch's property or assets (whether present or future). Save as is provided in this Rule the Wellington Branch shall not have the power to borrow money.

23.2 The committee may purchase redeem or pay off security or securities.

## 24 ACCOUNTS

24.1 The Committee shall cause true accounts to be kept:

- (a) of all sums of money received and expended by the Wellington Branch and the matters in respect of which such receipt and expenditure takes place; and

- (b) of all assets, credits and liabilities of the Wellington Branch including all mortgages, charges and securities of any description affecting any of the property of the Wellington Branch.

24.2 The Treasurer shall at all times ensure these rules are complied with in respect to the finances and accounts of the Wellington Branch and shall be entitled to require that the accounts be kept in such form or that such subsidiary records are kept as will enable the Treasurer to present to the Committee at such intervals as it shall require an up-to-date explanation of the finances, investments and accounts of the Wellington Branch.

24.3 The books of account shall be kept at the offices of the Wellington Branch or at such other place as the Committee may determine and they shall be open for inspection by members of the Wellington Branch at such reasonable times and places as shall be determined by the Committee. All moneys received must be promptly paid or deposited into a bank account with a reputable bank (to be appointed by the Committee) after being entered in the books of the Wellington Branch as being received. All accounts, payment and invoices shall be passed by the Committee for payment or receipt.

24.4 In respect of the bank account(s) and any other accounts of the Wellington Branch, the Committee will nominate persons of whom at least any three (3) persons (one (1) being the Treasurer) may operate the account(s) (the *Authorised Signatories*). There must be at least three (3) Authorised Signatories at all times who must be members of the Committee or immediate past-members of the Committee. The Authorised Signatories are permitted to be an authorised signatory and operate the bank account(s), and are permitted to access and manage online banking services, as directed by resolution of the Committee under Rule 24.3.

24.5 Payment of moneys shall be either by:

- (a) cheque signed by any two Authorised Signatories; or
- (b) direct debit or authorised electronic funds transfer actioned by any two Authorised Signatories.

24.6 At the AGM, the Committee shall present to the Wellington Branch the Financial Statements signed by the Treasurer and the Auditor setting out the income and expenditure and a balance sheet containing a summary of the assets and liabilities of the Wellington Branch as at the Financial Year-End from the time the last preceding balance sheet was made and in the case of the first statement and balance sheet from the incorporation of the Wellington Branch. Every such statement shall be accompanied by a report of the Committee as to the state and condition of the affairs of the Wellington Branch.

## 25 RETURNS

25.1 The Wellington Branch shall make the annual filing required by Section 23 ('Society to deliver annual financial statement to Registrar') of the Incorporated Societies Act, which shall contain the particulars and requirements under that Act.

25.2 The filing must be carried out by the Committee by the end of the month after the AGM approving the annual Financial Statements. For example, if the AGM month is April, the financial statements are due to be filed before 30 May.

## 26 **AUDITOR**

26.1 At all times, the Wellington Branch must have appointed a qualified auditor.

26.2 The auditor may be appointed or removed at a General Meeting or by resolution of the Committee on the advice of the Treasurer.

26.3 The Wellington Branch's annual Financial Statements must be audited by a qualified auditor who must comply with all applicable auditing and assurance standards.

## 27 **ASSOCIATION BADGE**

27.1 In this Rule 27, 'badge' includes any membership card issued in conjunction with, or lieu of, a badge.

27.2 The badge to be issued to each member of the Wellington Branch shall be provided by the National Association in accordance with the rules of the National Association. No other badge shall be issued, by the Wellington Branch.

27.3 Each member on so receiving a badge shall sign a receipt therefore acknowledging the badge is issued to and accepted by them in terms of the rules of the National Association and of these rules.

27.4 Badges or any part of a badge shall be issued to members only on payment of subscriptions.

27.5 On a member resigning or ceasing to be a member or becoming unfinancial he shall on demand return any National Association badge in their possession to the Wellington Branch.

27.6 If any attachment is issued to be worn with the badge as denoting that the member is financial it shall be issued only on payment of the full subscription.

27.7 Any member of the committee or the Secretary is hereby empowered to call upon any person found wearing the National Association badge to produce evidence of their authority to wear the same.

27.8 The property of the badge shall always remain with the National Association.

27.9 Members shall report to the Secretary the loss of any National Association badge.

27.10 On the dissolution or winding up of the Wellington Branch all badges shall be returned to the National Association.

## 28 **NOTICES**

28.1 (**General**):

- (a) Communications or notices may, at the discretion of the Secretary (unless expressly required otherwise), be delivered by mail, email or electronic message.
- (b) The address and email address of each member of the Wellington Branch for any communication to be made or delivered is that identified in the application form delivered pursuant to Rule 6.6 by the member or any substitute address or email address as a member may notify in writing to the Wellington Branch from time to time.

28.2 (**Notices relating to meetings**) A notice of meeting must be a written notice delivered to the relevant person(s), or sent to the address or an electronic mail message sent to the electronic mail address, which the Secretary has on record provided to the Wellington Branch for that purpose, or if an address or electronic mail address, is not provided, then a written notice to his or her last place of residence or electronic mail address known to the Wellington Branch.

28.3 (**Delivery**) Any communication to be made or delivered by the Wellington Branch will be taken to be effective or delivered:

- (a) if by way of letter or any physical communication, when it has been left at the relevant address or five days after being deposited in the post postage prepaid in an envelope addressed to it at that address; or
- (b) if by way of email, when it is dispatched by the sender to the email address specified by the recipient, unless the sender receives an automatic notification that the e-mail has not been received

## 29 WINDING UP

29.1 Every member of the Wellington Branch shall undertake by reason of becoming a member to contribute to the assets thereof in the event of the Branch winding up during the period of such membership or within one year afterwards such amount as may be required not exceeding \$2 for payment of the debts and liabilities of the Wellington Branch contracted before the time at which such membership ceased and the costs and charges and expenses of winding up the same and the adjustment of the rights of contributories among themselves.

29.2 The procedure leading to a voluntary winding up shall be in accordance with section 24 of the Incorporated Societies Act with its subsequent amendments and the Charities Act 2005. Fourteen days' (14) prior notice of the required General Meeting shall be called by way of written notice, electronic or otherwise or by advertisement inserted once in one or more public newspapers circulating in the areas fixed as being the territory of the Wellington Branch. Every Financial Member present in person shall on a show of hands and on a poll have one vote. At such meeting twenty (20) Financial Members present in person shall constitute a quorum.

- 29.3 If upon the winding up or dissolution of the Wellington Branch there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Wellington Branch but shall be given or transferred to some other Charitable Institution or Society having objects similar to the objects of the Wellington Branch, such Charitable Institution or Society to be determined by a resolution passed by a majority of the members of the Wellington Branch present in person at a general meeting to be held according to these rules at or before the winding up or dissolution of the Wellington Branch.

**SCHEDULE - STANDING ORDERS FOR CONDUCT OF MEETINGS**

The procedure at General Meetings of the Wellington Branch and (as far as they apply) Committee meetings shall be governed by the following standing orders:

- 1.1 The members shall assemble at the place and time notified. The President shall preside as chairperson or, in their absence, the Vice-president. Subject to rule 4 (e) of the rules of the National Association no person other than a member may be present except by resolution of the meeting.
- 1.2 The meeting shall sit on such days and times as it is notified and may also sit at such other times as determined upon by separate resolution.
- 1.3 The meeting may be adjourned by resolution to such time and place as seen fit.
- 1.4 Except to the extent required under a Rule in the Constitution or these Standing Orders, any business, whether on the order paper or not, may be transacted at any meeting and failing any decision of the chair to the contrary shall be taken in the order in which it appears on the order paper. The meeting may by resolution alter such order.
- 1.5 Where a ruling of the chair of the meeting is challenged, the challenge shall be seconded whereupon the meeting shall appoint a temporary chair to conduct the proceedings on the challenge. The member raising the challenge shall then speak and the chair of the meeting shall reply and the matter shall be forthwith put to the vote without further debate. A challenge not seconded shall lapse. As soon as the challenge has been decided by the meeting the temporary chair shall leave the position as chairperson and the chair of the meeting shall resume their seat.
- 1.6 The chair may require any motion or amendment to be put in writing by the proposer. Every motion shall be seconded before being debated. Every notice of motion shall be clearly written and signed by the proposer and handed to the chair. Every motion of which notice in writing has been given shall, when subsequently moved at the meeting, be seconded before further debate. After notice of a motion has been given, the terms of that motion may be altered by the proposer (or may be withdrawn by the proposer) on leave being granted without any negative voice.
- 1.7 A motion may be superseded by adjournment either on the motion "that this meeting now adjourn", or on notice being taken, that a quorum is not present, or by the previous question, viz.: "That the question be not now put" being proposed and carried, or by amendment.
- 1.8 Every member shall obey the orders and rulings of the chair. Any member may by motion object to any ruling of the chair. Any question of order that may arise in a debate shall be at once disposed of by the chair.
- 1.9 The mover and seconder of a motion shall be allowed five minutes and three minutes, respectively, in which to address the meeting and other members shall have three minutes. The mover shall be entitled to a reply of three minutes. By leave of the chair a member who has already spoken may speak

again for the purpose of clearing up a misunderstanding. Extra time may be allowed by a majority vote.

- 1.10 No motion or amendment may be proposed which is the same in substance as any motion which during the sitting, has been decided. A motion or amendment which is different in substance may be proposed. The meeting shall have power to re-open any matter already decided upon and to rescind a resolution. A member may move (or second) only one amendment to the same motion (or amendment) but may speak on a further amendment. A member who has moved or seconded an original motion may not move or second an amendment to it.
- 1.11 The meeting may appoint such committees or sub-committee and as it thinks fit to deal with any separate subject or subjects. Such committees or sub-committee shall regulate their own meetings. At the time of appointment of such committees or sub-committees a convenor shall be selected.
- 1.12 Standing orders may be suspended on a vote of four-fifths (4/5) majority.