



**The Paediatric Society of New Zealand
Incorporated**

CONSTITUTION

A	Objects	3
B	Powers	5
C	Income and Property	7
D	Liquidation	8
E	The Accounts	8
F	Name	8
1.0	Interpretation	9
2.0	Membership	10
3.0	Fees and subscriptions	12
4.0	Expulsion	12
5.0	Resignation	13
6.0	Patron	13
7.0	The National Council	13
8.0	The Executive	15
9.0	Special Interest Groups	15
10.0	Standing Committees	15
11.0	General Meetings	16
12.0	Proceedings at General Meetings	18
13.0	Votes at General Meetings	19
14.0	Powers of the Council	22
15.0	Proceedings of the Council	23
16.0	Minutes	24
17.0	Bank Accounts	24
18.0	Payments to Members	24
19.0	The Seal	25
20.0	Accounts	25
21.0	Audit	26
22.0	Interest	27
23.0	Notices	27
24.0	Alteration of Rules	27
25.0	Indemnity	28

Objects

- A. The aims and objectives of the Society are to stimulate interest in and to promote the scientific study of child health and paediatrics in New Zealand, and to engage in all activities which, in the opinion of the Society, may be necessary from time to time in the interests of child health, and to engage in the following activities which promote the welfare of New Zealand children:
- (a) Encourage and promote the study and advancement of the science and practice of paediatrics, child health nursing and other professional practices involved with child health
 - (b) Generally to promote the health and welfare of children in New Zealand consistent with the United Nations Convention on the Rights of a Child.
 - (c) Advocate for children on all issues related to their health at a local, regional and national level.
 - (d) Provide information to the public of New Zealand on all matters that concern the health and welfare of children.
 - (e) Advance public education and awareness of the science and practice of paediatrics, child health and welfare of children.
 - (f) Collaborate with any Government departments, agencies and any society or institution insofar as their activities advance the Society's aims in the opinion of the Society.
 - (g) Consider and advise as to any course of study and/or technical training relevant to the Society's aims.
 - (h) Support of the principle that undergraduate and postgraduate teaching in child health should be maintained at the highest possible standard.
 - (i) Maintenance of the highest possible level of the scientific and ethical practice in the health care of children in New Zealand;
 - (j) To hold or sponsor meetings, lectures, seminars, symposia or conferences for the promotion of:
 - i) Knowledge in child health care and related objects and;

- ii) Friendly companionship between members of the Society and other health professionals and scientists in general whether in New Zealand, Australia or elsewhere;
- iii) Fostering and promoting co-operation and association with organisations with objectives similar to the Society;

(k) To approve postgraduate qualifications.

Provided that notwithstanding any clause to the contrary in these rules, the funds, income, and property of the Society shall be applied solely towards the aims, objectives and works of the Society within New Zealand.

B Powers

Solely for the purpose of carrying out the foregoing objects and not otherwise, the Society shall have power:

- (a) To provide, establish, support and maintain buildings, offices, libraries, lecture halls and research laboratories equipped with all requisite equipment for the benefit of members of the Society and child health professionals in general;
- (b) To periodically publish, electronically and/or on paper, journals or books or other material dealing with the science and practice of paediatrics, child health nursing and the health and welfare of children;
- (c) To encourage research in child health and related subjects by grants, scholarships, fellowships, prizes and awards from the funds of the Society;
- (d) To establish and manage provident and superannuation funds for the benefit of the staff employed by the Society and to grant pensions to ex-employees of the Society;
- (e) To execute any trusts which are in the interests of the Society or child health professionals in general;
- (f) To consider all questions affecting (whether directly or indirectly) the interests of the Society including any legislative or other measures;
- (g) To confer or correspond with any association, institution, society, body or individual (whether incorporated or not, and whether domiciled in New Zealand or not), in relation to any of the objects of the Society or on any other matter of interest to its members;
- (h) To establish, support or aid in the establishment and support of any charitable or benevolent association or institution connected with the objects of the Society or calculated to further these objects;

- (i) To amalgamate or co-operate with any charitable association, society, institution or body whether incorporated or not, formed with objects similar to the objects of the Society and whether domiciled in New Zealand or not, **provided** that the Society shall not amalgamate with any association, society or institution or body unless its constitution or rules prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause C;
- (j) To establish rules for membership of the Society and to make and maintain a register of members of the Society;
- (k) To accept any gift, endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment or bequest;
- (l) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property for the purposes of furthering the objects of the Society;
- (m) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Society upon land held in fee simple or under lease from the Crown or any corporation or person or upon any other tenure;
- (n) To sell, improve, manage, develop, exchange, lease, mortgage, dispose or turn to account or otherwise deal with all or any part of the property and rights of the Society;
- (o) To borrow or raise or secure the payment of money raised to further the objects of the Society;
- (p) To invest and deal with the moneys of the Society not immediately required for any of its objects in such manner as may from time to time be determined;

- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

C Income and Property

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in these Rules. No member or person associated with a member of the Society shall derive any income, benefit, or advantage from the Society where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- (a) Professional services to the Society rendered in the course of business charged at no greater than current market rates; or
- (b) Interest on money lent at no greater than current market rates.

D Liquidation

The Society may be put into liquidation if:

- (a) a resolution in favour of winding up the Society is passed by a majority of members at a general meeting; and
- (b) the resolution is confirmed at a subsequent meeting held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.
- (c) If upon the liquidation or dissolution of the Society and after satisfaction of all its debts and liabilities, any property remains it shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to any charitable institution or institutions having objects similar to the objects of the Society to be used by it or them for purposes similar to the objects for which the Society was established and in such manner and upon such conditions as determined by the members of the Society at or before the time of dissolution.

E The Accounts

True accounts ('the accounts") shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of the Society.

F Name

The name of the Society shall be The Paediatric Society of New Zealand Incorporated.

We the several persons whose names and addresses are subscribed wish to be formed into an Incorporated Society.

1.0 Interpretation

1.1 Unless a contrary intention appears in the subject or context:-

"**The Act**" means the Incorporated Societies Act 1908;

"**The Society**" means The Paediatric Society of New Zealand Incorporated;

"**The Rules**" and "these presents" mean the Rules of the Society for the time being in force;

"**Council**" means the whole or any number (not being less than a quorum) of the members of the National Council for the time being of the Society elected in the manner provided by these Rules;

"**Councillor**" means a member of the Council, includes regional councillors and the members of the Executive;

"**The Executive**" is the group consisting of the President, Secretary, and Treasurer and one other member of council, appointed by the Society at its Annual General Meeting each year;

"**General Meeting**" means the Annual General Meeting, and an Extraordinary General Meeting and General Meetings has a similar meaning;

"Meeting" may be deemed to be held by audio or video conference as well as face to face;

"**Member**" includes an ordinary member, honorary member and a life member.

"Members" and "Membership" have a similar meaning;

"**Office**" means the registered office for the time being of the Society;

"**Office bearers**" mean the persons for the time being occupying the positions of President, Honorary Secretary and Honorary Treasurer;

"**Register**" means the register of members of the Society to be kept pursuant to the Act;

"**Secretary**" means any person appointed to perform the duties of a Secretary of the Society and includes an Honorary Secretary;

"**Treasurer**" means any persons appointed to perform the duties of a Treasurer of the Society and includes an Honorary Treasurer;

"**In writing**" and "**written**" include typing, printing, lithography and other modes of representing or reproducing works or figures in a visible form;

"**Year**" means calendar year.

Words importing the singular include the plural and vice versa.

Words importing any gender include the other genders.

Words importing persons includes corporations.

2.0 Membership

2.1 The membership of the Society shall consist of:

- (i) Members;
- (ii) Honorary members; and
- (iii) Life members.

2.2. (a) Members

Nurses, medical practitioners or allied health professionals who hold current registration with their regulatory body, have worked for a minimum of five years more than 75% in child or youth health, have demonstrated evidence of ongoing education in child health, are recognised by their regional councillors as being committed and contributing to child health and whose applications are endorsed by the regional councillors, are eligible for membership. Council should endorse overseas members' applications.

(b) Honorary Members

Honorary membership may be conferred on those persons who are not eligible for ordinary membership of the Society but who have been deemed to have made a significant contribution to paediatrics and child health.

(c) Life Members

Life membership may be conferred to any member for distinguished service.

(d) The Council shall have the right to adjudicate on membership of applicants who do not meet these criteria.

2.3 The initial membership of the society shall include members of the unincorporated Society formerly called The Paediatric Society of New Zealand (“the former Society”)

and members of the former Society shall have a membership status equivalent at least to that the member had under the former Society in so far as there is an equivalent membership under these Rules.

- 2.4 Any application for any of the membership categories shall be made to the Secretary by one member and seconded by another member to both of whom the applicant is personally known. The application for membership shall be made in writing signed by the applicant, the nominator and seconder. Such membership shall require confirmation at the Annual General Meeting of the Society by a majority of the quorum present.
- 2.5 Subject to clause 3.3 a Member shall retain his/her membership provided that the Member pays all subscriptions by no later than twelve months after the due date. Life members and honorary members are exempt from paying any subscription.
- 2.6 The Secretary shall maintain a register of all members containing names and addresses of those members and noting the category of membership.
- 2.7 Life membership may be given by the Society **to any member** for distinguished service to the Society **or** to paediatrics or child health. Nominations from members who wish to propose any member for life membership shall be given to the Secretary no later than one month before the Annual General Meeting. The Council shall consider any nomination and decide whether to accept it. Those nominations accepted by the Council shall be announced at the Annual General Meeting.

3.0 Fees and subscriptions

3.1 Subject to these Rules, the entrance fee and annual subscription payable by members of the Society shall be such as the Society in general meeting shall from time to time prescribe.

3.2 All annual subscriptions shall become due and payable in advance on the 1st day of April in each year provided that where a person is admitted to membership of the Society on or after the 1st day of October in any year that person shall be required to pay only one half of the prescribed annual subscription.

3.3 Should any member fail to pay the subscriptions within twelve months of being notified in writing that the subscription is due by the Society and after being sent a notice of default to that members last known address the Executive may remove such members name from the list of members. Such members shall thereupon be eligible for membership only once payment of the current subscription and all arrears. In any such case the Executive may remit such arrears and reinstate such members if it considers the circumstances warrant that course.

4.0 Expulsion

4.1 Notwithstanding the provisions of Rule 2 the Council may by resolution expel from the Society any member who;

(i) Wilfully refuses or neglects to comply with these rules or is guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Society or;

(ii) Is found guilty of disgraceful conduct in a professional respect or;

(iii) Is found guilty of any criminal offence that is likely to bring the Society into disrepute.

Provided that the Council has given at least twenty-eight days notice of the meeting at which a resolution for the members expulsion is to be considered and has at the same time given to the member notice of the allegations made against the member and of the

intention to put a resolution for the member's expulsion. At such meeting and before the passing of such resolution the member shall have an opportunity of giving orally or in writing any explanation or defence the member may think fit. The decision of the Council shall be final.

5.0 Resignation

5.1 At any time by giving notice in writing to the Secretary a member may resign from membership of the Society but shall continue to be liable for any subscription and all arrears due and unpaid at the date of resignation and for all other moneys due by that member to the Society.

6.0 Patron

6.1 The Council may appoint a patron of the Society from time to time.

7.0 The National Council

7.1 The Council shall consist of:

- (a) As at incorporation the Executive of the Society shall comprise those persons who were members of the Executive of the Society formerly known as the Paediatric Society of New Zealand as at the date of incorporation of this Society. The Executive shall continue in office until the second Annual Meeting of the Society.
- (b) As at incorporation the National Council shall comprise those persons who were either regional representatives or office bearers of the Society formerly known as the Paediatric Society of New Zealand as at the date of incorporation of this Society.
- (c) At the first Annual Meeting of the Society a new President elect shall be elected. Nominations shall be forwarded to the Secretary no later than one month before the first General Meeting supported by explanatory notes/curriculum vitae from the candidate. In the year before the second Annual General Meeting the president elect will serve as a member of the executive and work with the

executive and council to form the new executive that will formally take office at the second annual general meeting.

- (d) The Executive shall serve for a term of two years. The President, Treasurer and Secretary may serve for two years with a maximum of three consecutive terms.
- (e) Subsequent elections of the President shall be held at the Annual General Meeting one year prior to the Executive completing its two year term and the President elect shall serve as a member of the Executive for the year leading up to taking office. Nominations for President shall be forwarded to the Secretary no later than one month before the General Meeting supported by explanatory notes/curriculum vitae from the candidate.
- (f) Two Regional Councillors (one medical and one nursing or allied health) from each of the following areas:
 - i* Upper North Island (Auckland, Northland)
 - ii* Central North Island (Waikato, Bay of Plenty, Taranaki, Gisborne)
 - iii* Lower North Island (Wellington, Palmerston North, Hawkes Bay, Wanganui, Wairarapa)
 - iv* Upper South Island (Christchurch, Nelson, Marlborough, West Coast)
 - v* Lower South Island (Timaru, Dunedin, Invercargill)

The three years following the introduction of these rules will be a transitional phase.

- (g) The Chair of the New Zealand Paediatric and Child Health Division Committee of RACP whilst the PSNZ nominates two members onto the New Zealand Paediatric and Child Health Division Committee of RACP.

7.2 Regional Councillors shall be elected by the members resident or working in that region. Nomination shall be forwarded to the Honorary Secretary no later than three months before the Annual General Meeting supported by explanatory notes/curriculum vitae from the candidate. The Executive will circulate voting papers and notify the membership of the new Council one month before the Annual General Meeting.

- 7.3 Elections of Councillors to the Council will be held every two years with a maximum of three consecutive terms that can be served by any Councillor.
- 7.4 The Returning Officer shall be a neither a member of the Council nor a nominee for election to the Council at that ballot.
- 7.5 The Council shall have the power to appoint corresponding members who will regularly receive copies of the Minutes of Meetings. They will have no voting powers on the Council but by being informed of Council business shall maintain a liaison between the Council and the membership throughout the country.
- 7.6 The Council shall have the power to fill any vacancy occurring in the officers of the Society and to co-opt additional members as necessary.
- 7.7 The Council shall meet at least twice a year. An extraordinary meeting of the Council shall be convened by the Secretary if a requisition in writing signed by not less than ten members of the Society shall so require.
- 7.8 The Quorum for a meeting of the Council shall be six members.

8.0 The Executive

- 8.1 The Executive shall manage the ordinary business and financial affairs of the Society.
- 8.2 The Executive shall, during the intervals between meetings of the Council, exercise such of the functions, powers and discretions of the Council in the management and direction of the business and the conduct of the affairs of the Society as may be entrusted to it from time to time by the Council.
- 8.3 No business shall be transacted at any meeting of the Executive Committee unless a quorum of members of that Committee is present. Two members present shall constitute a quorum for all purposes **provided however** that a resolution in writing signed by all the members of the Executive for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Executive duly

convened and held. Any such resolution may consist of several documents in like form each signed by one or more member of the Executive.

9.0 Special Interest Groups

The term of Special Interest Group Convenors and Subcommittee Chairs shall be two years with a maximum of three consecutive terms.

10.0 Standing Committees

10.1 Standing Committees of the Society may be formed from time to time at the Annual General Meeting or by the Council. Such committees shall have defined Terms of Reference and membership, meet at least yearly, and report on activities to the Secretary following each meeting and again no later than four weeks before the Annual General Meeting, on the activities of the preceding year.

10.2 Standing committee convenors shall be elected by the membership of that Committee. Interested members shall make their availability to serve on committees known to the Secretary and the Council will appoint the Standing Committee. Committee convenors would normally serve a term of 3 years with possible re-election for 1 further term (maximum of 6 years).

10.3 The proceedings of any standing committee shall mutatis mutandis (with due alteration of detail) be governed by the provisions of the Rules regulating the meetings and proceedings of the Council, save where the Council shall in relation to the proceedings of the committee have otherwise provided by regulation.

11.0 General Meetings of the Society

11.1 The Society shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in notices calling it.

11.2 Not more than 20 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

- 11.3 The Annual General Meeting shall be held at such time and place as the Council appoints.
- 11.4 Remits to the Annual General Meeting of the Society shall be received in writing by the Honorary Secretary at least four weeks before the Annual General Meeting.
- 11.5 All general meetings other than annual general meetings shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be convened by the Secretary if a requisition in writing signed by not less than twenty members of the Society and served on the Society either by delivering the requisition personally to the registered office of the Society or sending it through the post in a prepaid letter envelope addressed to the Secretary.
- 11.6 The Chairperson may decide that the voting on significant issues effecting the whole membership should be held by secret ballot of all members. In such circumstances Rule 23.2 will apply.
- 11.7 The quorum for a meeting of the Society shall be twenty members personally present or present by audio or video-conference.
- 11.8 A requisition may consist of several documents in like form, each signed by one or more requisitionists.
- 11.9 Any requisition shall specify the purpose of the meeting and any meeting shall consider only the matters referred to in the requisitions.
- 11.10 Twenty-one clear days' notice of all general meetings shall be given to all members of the Society. The notice shall be served in accordance with Rule 22.0 and shall specify the place, day and hour of the meeting, the general nature of any special business and shall include a statement clearly setting out the effect of any special resolution proposed to be passed at the meeting. The notice shall also specify the place (if other than the registered office of the Society) at which any instrument appointing a proxy, or power of attorney or other authority being given by a member is to be deposited.

11.11 The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

12.0 Proceedings at General Meetings

12.1 The business of an Annual General Meeting shall include:

- (i) To consider the annual report of the Council;
- (ii) To consider the balance sheet and the income and expenditure account and the report of the Auditors;
- (iii) To appoint an Auditor or Auditors;
- (iv) To transact any other business which ought to be transacted at an Annual General Meeting;
- (v) To consider any notices of motion received by the Secretary in accordance with these Rules.

12.2 Apart from the business referred to in Rule 11.1, all business to be transacted at an Annual General Meeting or at an Extraordinary General Meeting shall be deemed to be special business.

12.3 The President of the Society shall Chair every general meeting but if that person is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the other members of the Council present shall choose one of the Council members to be the Chairman. If no member of the Council present is willing to act as Chairman, the members of the Society present shall choose one of their number to be the Chairman for the purposes of the meeting.

12.4 With the consent of any general meeting at which a quorum is present the Chairman may and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.5 If any general meeting is adjourned for more than thirty days notice of such adjournment shall be given to the members of the Society in the same manner as notice was or ought to have been given to them of the original meeting.

13.0 Votes at General Meeting(s)

- 13.1 (i) Each Member, Honorary Member and Life Member shall be entitled to a single vote in respect of any resolution at any general meeting.
- (ii) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least five members present in person or by proxy.
- (iii) Unless a poll is demanded in accordance with Rule 12.1 (ii), a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution. The number or proportion of votes recorded for or against such resolution as declared by the Chairman shall be recorded if requested by any member present in person.
- 13.2 A member entitled to vote may vote in person or by proxy or by attorney. On a show of hands every member present shall have one vote. Members acting as proxy or attorney for an absent member shall have one vote in respect of each member for which they are proxy or attorney. On a poll every member present in person or by proxy shall have one vote.
- 13.3 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, only by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney in accordance with these Rules.
- 13.4 No member shall be entitled to vote at any general meeting if his/her subscription is more than six months in arrears at the date of the meeting.

- 13.5 (i) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his/her attorney duly authorised in writing.
- (ii) Only another member of the Society entitled to vote may be appointed as a proxy.
- (iii) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 13.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

13.7 The instrument appointing a proxy shall be in the following form or a form to like effect:

The Paediatric Society of New Zealand Society Incorporated

Iofbeing a member of the above named Society, hereby appoint of or failing him/her.....ofas my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society, to be held on the of 2000 and at any adjournment of that meeting.

SIGNED this day of 200....

Unless otherwise instructed, the proxy may vote as he/she thinks fit).

13.8 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the instrument is used.

13.9 In the case of an equality of votes whether on a show of hands or a poll or a postal ballot the Chairman shall have a casting vote in addition to his/her deliberative vote.

13.10 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

14.0 Powers of the Council

14.1 The management of the affairs and business and the control of the Society shall be vested in the Council and the Council may without prejudice to any specific powers and discretions vested in it by the Rules, exercise all such powers and discretions and do all such acts, matters and things as may be exercised or done by the Society and as are not by the Act or by the Rules required to be done by the members of the Society in general meeting.

14.2 Without limiting the generality of the powers conferred upon the Council by Rule 13.1 the Council shall have power to make regulations from time to time not inconsistent with the Act or the Rules in relation to the Society and to vary or rescind the same from time to time. Without limiting the generality of the foregoing the Council may from time to time make such regulations in relation to:

- (i) Procedural matters in relation to application for all classes of membership of the Society including the conditions of election of Honorary and Life Members;
- (ii) Entrance fees and annual subscriptions to be payable by members.
- (iii) Rights and privileges to be accorded to all classes of membership of the Society;
- (iv) Academic dress to be worn by Office Bearers or other members of the Society;
- (v) The establishment, regulation, administration and dissolution of faculties and other organisations of members whether such faculties and organisations have a regional basis or otherwise and in relation to the office bearers thereof;
- (vi) The nomination and election of Councillors and office bearers of the Society;
- (vii) The conduct of postal ballots of members of the Society; and

provided that regulations made pursuant to paragraphs (i), (ii) and (iii) of this Rule shall not become effective until they have been confirmed by a general meeting of members.

14.3 The Council may from time to time at its discretion and in furtherance of the objects of the Society, borrow or raise or secure the payment of money.

15.0 Proceedings of the Council

15.1 Save as herein provided the Council may meet for the dispatch of business adjourn and otherwise regulate its meetings, as it thinks fit.

15.2 The President of the Society shall be entitled to preside at any meeting of the Council as chairman but if that person is not present within 15 minutes after the time appointed for the holding of such meeting or is unwilling to act, the members of the Council present may choose one of their number to be the chairman of the meeting.

15.3 Any question arising at any meeting of the Council shall be decided by a majority of votes of the members of the Council present and voting on that question and in the case of an equality of votes, the Chairman shall have a second or casting vote in addition to his/her deliberate vote.

15.4 No business shall be transacted at any meeting of the Council unless six members of the Council are present. The Council may resolve that a greater number than six shall constitute a quorum but may not resolve that a number smaller than five constitute a quorum.

15.5 A resolution in writing signed by all of the members of the Council shall be as effective as a resolution passed at a meeting of the Council duly convened and held and may consist of several documents in like form signed by one or more members of the Council.

15.6 The continuing members of the Council may act notwithstanding any vacancy in their body but if the number falls below the prescribed number of members of the Council fixed as constituting a quorum, the Council, except in emergencies or for the purpose of filling vacancies or of convening general meetings of the Society shall not act so long as the number is below that number.

16.0 Minutes

- 16.1 The Council shall cause minutes to be made in books to be provided for the purpose:
- (a) Of all appointments to be made to Committees;
 - (b) Of the names of the members of the Council present at each meeting of the Council;
 - (c) Of the names of the members of any committee of the Council present at each meeting of such committee; and
 - (d) Of all resolutions and proceedings at all general meetings to which the minutes relate of the Society and at all meetings of the Council and committees of the Council;

and any such minutes if purported to be signed by the chairman of the meeting or of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

17.0 Bank Accounts

- 17.1 All monies received shall be paid into the bank account of the Society and all payments shall be signed by persons duly appointed by Council.
- 17.2 All such payments shall require approval by the Executive and that all payments greater than \$5,000 shall require prior authorisation by resolution of the Council.
- 17.3 There shall be no financial distribution to any of the Society's members.
- 17.4 All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed, drawn, accepted, made or endorsed as the case may be for and on behalf of the Society by persons duly appointed by the Council.

18.0 Payments to Members

- 18.1 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 18.2 Notwithstanding clause 17.1, and provided the Council first approves a member performing agreed services the Society may pay a member. Any such income paid to a

member shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this Constitution, and shall be included and implied into any Constitution replacing this Constitution.

19.0 The Seal

19.1 The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or other committee of the Council authorised by the councillors in that behalf. Every instrument to which the seal is affixed shall be signed by two councillors authorised to do so by resolution of the Council.

20.0 Accounts

20.1 The Council shall cause to be kept proper books of account ("the accounts") in which shall be kept full and complete accounts of the affairs and transactions of the Society.

20.2 The accounts and other records of the Society shall be kept at the registered office or at such other place as the Council decides.

20.3 Subject only to any reasonable restrictions as to time and manner of inspection posed by regulation of the Society, the accounts shall be open to the inspection of members.

20.4 At the Annual General Meeting of the Society in each year the Council shall present to the members of the Society the income and expenditure account for the period since the end of the preceding accounting period or since the incorporation of the Society as the case may be, made up to a date not earlier than the date of the Annual General Meeting by more than four months.

20.5 The Council shall cause to be made out in every calendar year and to be laid before the Society in general meeting a duly audited balance sheet as at the date to which the income and expenditure account is made up and every such balance sheet shall comply with the requirements of the Act.

20.6 Every balance sheet and income and expenditure account shall be accompanied by a certificate signed on behalf of the Council by any two members of the Council other than

the Treasurer stating that in their opinion the balance sheet drawn up exhibits a true and correct view of the state of affairs of the Society and that in their opinion the income and expenditure account is drawn up so as to exhibit a true and correct view of the results of the activities of the Society for the year.

20.7 A copy of every balance sheet and every income and expenditure account and every document required by the Act to be annexed to either of them thereto which is to be laid before the Society in general meeting together with a copy of the report of the Auditor shall be sent to all members, not less than fourteen days before the date of the Annual General Meeting.

21.0 Audit

21.1 Once at least in every year the accounts of the Society shall be audited.

21.2 A properly qualified Auditor or Auditors shall be appointed and the Auditors remuneration fixed. The Auditors duties shall be those referred to in Section 23 of the Act.

21.3 The Auditor shall at all reasonable times have access to the books of account of the Society and may examine members of the Council or any servants or agents of the Society.

21.4 Every account of the Society when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof and whenever such error is discovered within such period, the account shall forthwith be corrected and shall thenceforth be conclusive.

22.0 Interest

22.1 The maximum rate of interest payable by the Society on moneys borrowed from any member of the Society shall not exceed the lowest rate paid for the time being by the Society's bankers in respect of term deposits for six months or more.

23.0 Notices

- 23.1 Any notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid letter envelope addressed to that member at the members last registered address provided that if such registered address is in an area in which postal services might reasonably be expected to be infrequent, such notice shall be sent by pre-paid airmail letter.
- 23.2 Any notice sent by post shall be deemed to have been served on the day not being a Saturday, Sunday or Public Holiday following that on which the letter, envelope or wrapper containing it is posted and it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the Post Office. A certificate in writing signed by the Honorary Secretary that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence of that fact.
- 23.3 Where a given number of days' notice is required to be given for any purpose in connection with the Society, the day of service and the day upon which such notice will expire shall not be included in the calculation of the number of days.

24.0 Alteration of Rules

- 24.1 These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a three-fourths majority at a general meeting of which the notice required in Rule 10.9 has been given, provided that no such amendment shall detract from the exclusively charitable nature of the Society or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable. If there are any proposals to change rules 17 and 23 the member proposing the amendment shall first obtain the written approval of the Inland Revenue Department.
- 24.2 In addition, the rules of the Society may be altered by referendum providing that a response from more than two-thirds of members is received and greater than two thirds of responders signify acceptance of such change. The Returning Officer for such a referendum is to be a member of the Society who is not on the National Council. Again if there are any proposals to change the objects of rules 17 and 23 the member proposing the amendment shall first obtain the written approval of the Inland Revenue Department.

25.0 Indemnity

25.1 Every member of the Council, Auditor, Secretary, Treasurer, other officer or such other person(s) duly appointed by Council to act on its behalf for the time being of the Society shall be indemnified out of the funds of the Society against any liability arising out of the execution of his/her duties and for costs incurred by him/her in defending any proceedings whether civil or criminal in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.