



CONSTITUTION OF NEW ZEALAND MOTOR CARAVAN ASSOCIATION INCORPORATED

CONTENTS

Clause	Title	Page
1.	INTERPRETATION Definitions, Construction	2
2.	NAME OF THE ASSOCIATION	6
3.	PURPOSE	6
4.	REGISTERED OFFICE LOCATION	6
5.	OBJECTS OF THE ASSOCIATION	7
6.	POWERS OF THE ASSOCIATION	7
7.	GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION Board, Board Elections, Eligibility for Election to the Board, Nomination and voting for Board Members, Board Operations, Board meetings, Duty to Disclose and Interests Register, Audit and Risk Committee of the Board	8
8.	BOARD VACANCIES	9
9.	POWERS OF THE BOARD	10
10.	MEMBERSHIP OF THE ASSOCIATION Membership Restrictions, Refusal of Membership, Classes of Membership, Maintaining Membership, Continuous Membership, Added or Substituted Members, Rejoining Membership, Register of Members, Membership Resignation, Deactivated Membership, Suspension or Termination of Membership, Joining Fees and Annual Subscriptions, Levies	11
11.	DISPUTES, GRIEVANCES, COMPLAINTS AND DISCIPLINARY PROCEDURES	13
12.	APPOINTMENTS AND RESPONSIBILITIES CEO, Contact Person, Complaint Investigator, Auditor, Emergency Committee	13
13.	MEETINGS Annual General Meeting, Special General Meeting, Procedure for Annual and Special General Meetings	14
14.	SPECIAL RESOLUTIONS	16
15.	FINANCIAL RECORDS AND ACCOUNTING	16
16.	AREAS AND SPECIAL INTEREST GROUPS	16
17.	GENERAL PROVISIONS Communicating with Members, Indemnity and Insurance of Authorised Persons, Financial Gain, Common Seal	17
18.	WINDING UP	18
19.	THE CONSTITUTION Voting on Notices of Motion, Changes to the Constitution, General Cases Not Provided For	19



1. INTERPRETATION

1.1 Definitions

Annual General Meeting or AGM means a general meeting of the Association held no later than six (6) months following the Balance Date of the Association with intervals between such meetings not to exceed 15 months

Appeal Authority means the standing committee appointed by the CEO to hear appeals of Disciplinary Committee decisions in accordance with the Bylaws

Area means a defined geographic region of New Zealand established pursuant to clause 16 to foster Area membership activities

Association means the New Zealand Motor Caravan Association Incorporated and its Members

Auditor means a Chartered Accounting Practice or an individual Chartered Accountant holding CAANZ auditor status and appointed from time to time pursuant to sub clause 12.4

Audit and Risk Committee means the committee of the Board appointed pursuant to sub clause 7.12

Audit and Risk Committee Chair means the person appointed by the Board pursuant to sub clause 7.13

Balance Date means the last day of the Financial Year

Board means the committee elected pursuant to clause 7 and appointed pursuant to sub clauses 7.1 b, 8.3 and 9.9 to direct and govern the affairs of the Association all of whom shall have voting rights

Board Member means any individual elected to the Board pursuant to clause 7 and any individual appointed by the Board pursuant to sub clauses 7.1 b, 8.3 and 9.9

Board Operating Manual means the manual defining the rules and way in which the Board shall operate



Bylaws means the rules prescribing the manner of operation and management of the Association which may be amended or rescinded from time to time pursuant to sub clause 9.3 and published

Certified Self Containment or **CSC** means a self containment certificate issued to a Motor Caravan that complies with a self containment certification programme set out in the Bylaws

Chief Executive Officer or **CEO** means the person appointed by the Board pursuant to sub clause 12.1 to manage the affairs of the Association

Complaint Investigator means a person appointed by the CEO pursuant to sub clause 12.3

Contact Person means the person(s), appointed by the CEO pursuant to sub clause 12.2 to liaise with the Registrar of Incorporated Societies

Deactivated Membership means the period during which all membership privileges are forfeited pursuant to sub clause 10.11

Delegated Authority Register means the register defining all delegated authorities and revocation of delegated authorities provided by the Board to the CEO pursuant to sub clause 9.7

Disciplinary Committee means the committee appointed from time to time by the Complaint Investigator to determine disputes, grievances and complaints concerning Members in accordance with the disciplinary procedures set out in the Bylaws

Disciplinary Committee Member means a Member appointed by the CEO who has the power to sit on a Disciplinary Committee and determine disputes, grievances and complaints concerning Members in accordance with the disciplinary procedures set out in the Bylaws

Dual Membership means two individual persons granted Membership of the Association and allocated one Membership Number covering both individual persons

Emergency Committee means the committee established pursuant to sub clause 12.5 to deal with urgent matters outside of Board meetings

Financial Year means the period determined pursuant to sub clause 15.1



Incorporated Societies Act or Act means the Incorporated Societies Act 2022

Interests Register means the register defining any interests or conflicts of interest disclosed by Board Members pursuant to sub clause 7.11

Membership means all persons admitted to the Association pursuant to clause 10

Member or Members means all individual persons granted Membership and retaining financial status and who shall have all benefits of the Association including voting rights

Membership Number means the non transferrable number allocated to an individual person (Singular Membership) or to two individual persons (Dual Membership) when granted membership of the Association

Motor Caravan means a vehicle that is purposely built to accommodate people overnight, including but not limited to, motorhomes, campervans, caravans, 5th wheelers, converted trucks and buses

Motor Caravanner means the Association magazine issued to Members either by post or electronically and may be used for advising Members of any changes to the Constitution, Bylaws and Regulations of the Association in addition to post mail or any electronic communication

National Life Member means a Member granted life membership of the Association pursuant to sub clause 10.3a

National Office means the Association's Registered Office

Notice of Motion means a proposition put forward to make changes to the Constitution pursuant to sub clause 19.1 and voted on pursuant to sub clause 19.2

NZMCA Park means any land either leased or purchased by the NZMCA for the purpose of providing safe overnight parking for Members and designated as an NZMCA Park

Officer means all Board Members and the CEO who are appointed as officers in accordance with the Act

Official Complaint Form means the form available on the Association website used for lodging disputes, grievances or complaints with the Complaint Investigator



Ordinary Resolution means a proposition determined at any meeting of the Association, in respect of which no notice is needed, and which requires the support of a simple majority of those present and voting

Park Custodian means a Member or Members appointed by the Board to maintain order and ensure Members abide by the NZMCA Park Bylaws at those NZMCA Parks they have been specifically appointed to. Board Members are designated Park Custodians for all NZMCA Parks

Pet or Pets means any animal which includes, but is not limited to, cats and dogs

President means the person elected by the Members pursuant to sub clause 7.1 who shall also be chair of the Board

Quorum means at any Board meeting or general meeting of the Association this shall be the required number of Members present and entitled to vote either by (a) having a physical presence at the meeting or (b) having a presence through audio, audio visual or other electronic media or (c) a combination of both (a) and (b)

Register of Members means the register compiled and maintained pursuant to sub clause 10.9

Regulations means the rules prescribing the manner of operation and management of Areas and Special Interest Groups which may be amended or rescinded from time to time pursuant to sub clause 9.3 and published

Returning Officer means the person(s) appointed by the CEO to conduct the voting process for Board elections, Notices of Motion and Special Resolutions and who shall not be a Member or an employee of the Association and is not an officer as defined in the Act

Scheduled Board Meeting means those Board meetings which are scheduled and agreed annually in advance and notified in the Board Calendar

Singular Membership means one individual person granted Membership of the Association and allocated a Membership Number covering the individual person but which may have one additional person added to the Membership Number at which time the Membership becomes a Dual Membership

Special General Meeting means a general meeting of the Association called pursuant to sub clause 13.5 or clause 18



Special Interest Group or **SIG** means a group of Members with like minded interests that is established pursuant to clause 16 to foster SIG membership activities

Special Resolution means a proposition put forward pursuant to sub clause 14.1 and voted on pursuant to sub clause 14.2

Subscription Year means the twelve (12) month period covered by the annual membership subscription for each Membership as determined by the month of joining the Association

Vice President means the person elected by the Members pursuant to sub clause 7.1 who shall also be deputy chair of the Board

1.2 Construction

In this Constitution, unless the context otherwise requires, any reference to:

- a. The singular shall include the plural and vice versa
- b. Any reference to gender shall include all genders
- c. The heading and marginal notes are for convenience and reference only and shall not be deemed to govern or limit the construction of the context of the Constitution
- d. A reference to any statute, statutory regulation or other statutory instrument includes that statute and any amendment thereto or substitution thereof
- e. Words and phrases used in the Constitution, and not otherwise defined, have the same meaning as those words and phrases in the Act

2. NAME OF THE ASSOCIATION

The name of the Association shall be the 'New Zealand Motor Caravan Association Incorporated', hereinafter referred to as 'the Association'

3. PURPOSE

To be the national body for the administration, promotion and support of recreational and leisure motor homing and caravanning in New Zealand. The Association is a not-for-profit entity and does not have a purpose of being carried on, and must not be carried on, for the financial gain of any of its Members in contravention of the Act.

4. REGISTERED OFFICE LOCATION

The registered office of the Association shall be situated at such place within New Zealand as the Board from time to time determines



5. OBJECTS OF THE ASSOCIATION

As the national body for the administration, promotion and support of recreational and leisure motor homing and caravanning in New Zealand the objects of the Association are to:

- a. Promote the safe and courteous operation of certified self contained Motor Caravans in New Zealand
- b. Promote road safety, safe driving and courteous behaviour by all Members
- c. Promote and foster good fellowship and enjoyment of Motor Caravan activities amongst all Members
- d. Promote the provision of safe overnight Motor Caravan parking facilities for Members throughout New Zealand
- e. Promote environmental sustainability and protection of the natural environment
- f. Promote leadership in all matters associated with Motor Caravan activities in New Zealand
- g. Monitor, promote, protect and advocate the collective interests and benefits of the Association and its Members in all matters, whether legislative, regulatory or otherwise that may affect Motor Caravan activities
- h. Seek out and provide Member benefits
- i. Promote local and regional membership activities through the establishment of Areas and Special Interest Groups
- j. Promote and protect the registered brand of the Association
- k. Build positive working relationships with central, regional and local government
- l. Abide by all Statutes

6. POWERS OF THE ASSOCIATION

- 6.1 As set out in the Incorporated Societies Act, the Association has, both within and outside New Zealand
 - a. Full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and
 - b. For the purposes of paragraph (a) full rights, powers, and privileges.
- 6.2 Subclause 6.1 is subject to the Incorporated Societies Act, any other legislation, the general law and clause 6.3
- 6.3 The Association may only borrow money and give security over real property with the prior approval of Members by Special Resolution.



7. GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION

The Board is the governing body of the Association and shall have responsibility and accountability for the direction and governance of the Association's affairs and through the Chief Executive Officer, management of the Association's affairs in accordance with the Constitution, Bylaws and Regulations

Board

7.1 The Board shall comprise

- a. A President, Vice President and five Board Members elected by the Members for three year terms
- b. A Treasurer appointed by the Board for a three (3) year term to oversee the financial affairs of the Association who shall also be a member of the Audit and Risk Committee, and
- c. Any individual appointed by the Board pursuant to sub clauses 8.3 and 9.9

Board Elections

7.2 Board elections are to follow a three (3) year cycle as follows:

- In one year: The President and two Board members shall be elected
The next year: The Vice President and one Board member shall be elected
The following year: Two Board members shall be elected

Eligibility for Election to the Board

7.3 To be eligible for election to the Board all nominees shall be a Member of the Association and shall meet the required qualification of officers pursuant to the Act

7.4 Once elected to the Board a Board Member and the partner of a Board Member shall not hold an Area or SIG committee position. A Member elected to the Board and the partner of the Member elected to the Board holding Area or SIG committee positions must stand down from those Area or SIG committee positions as soon as practicable following election to the Board but no later than the next Area or SIG annual general meeting

Nomination and voting for Board Members

7.5 Not less than three calendar months prior to the Annual General Meeting, the CEO shall notify Members of the closing date for nominating Board Members, inviting nominations and include a list of retiring Board Members

7.6 All nominations are to be on the prescribed nomination form

7.7 Proposing and seconding nominees for any Board Member positions shall not be made by any Officer or a spouse/partner of any Officer



- 7.8 The voting procedures and announcement of results for Board Member elections shall be in accordance with the Bylaws

Board Operations

- 7.9 The rules and policies governing the way Board Members shall operate and conduct themselves shall be defined in the Board Operating Manual

Board Meetings

- 7.10 The Board shall meet whenever deemed necessary, or if required by the President or by written request of three (3) Board Members and all meetings thereof shall be called by the CEO, or in his absence or special circumstance, by someone deputised to do so by the President. The Quorum for Board meetings shall be five (5) Board Members. A formal agenda is required for all Board meetings. Voting at Board meetings shall be determined on voices for or against. The President shall have a deliberative vote but shall not have a casting vote. Meeting procedures shall be defined in the Board Operating Manual.

Duty to Disclose and Interests Register

- 7.11 a. Board Members shall be required to disclose any business or personal interests, conflicts of interest or any potential conflicts of interest arising from their duties as a Board Member as required by the Act
- b. The Board shall keep and maintain a register of disclosures of personal or business interests, conflicts of interest or potential conflicts of interest declared by Board Members as required by the Act

Audit and Risk Committee of the Board

- 7.12 The Board shall appoint an Audit and Risk Committee of the Board
- 7.13 The Board shall appoint the Audit and Risk Committee Chair
- 7.14 The membership, duties and powers of the Audit and Risk Committee shall be defined in the Bylaws

8. BOARD VACANCIES

- 8.1 A vacancy on the Board shall occur if a Board Member:
- a. Ceases to be a Member
 - b. Resigns from or is removed from office or dies
 - c. Is absent from two Scheduled Board Meetings in any one calendar year unless granted leave of absence by the President through a written leave application in advance



- d. Becomes bankrupt or no longer complies with the qualification of officers requirements of the Act
 - e. Has their office declared vacant by Special Resolution
- 8.2 When an elected Board Member resigns or retires from the Board, that Member can be re-instated to the Board only after being re-elected by the Members
- 8.3 Casual Board vacancies shall remain vacant and filled by normal member election upon expiry of the term of the vacant position. The Board shall have the power to fill a casual Board vacancy should it become a requirement to maintain a quorum at Board meetings. The person so appointed shall be a Member and shall hold office only for the remainder of the term of office of the Board Member replaced

9. POWERS OF THE BOARD

Subject to this Constitution and the Incorporated Societies Act the Board shall be empowered to:

- 9.1 Exercise all powers and functions that the Board deems to be essential or appropriate for the proper direction and management of the business and affairs of the Association
- 9.2 Set joining fees and annual subscriptions pursuant to sub clause 10.14
- 9.3 Make, amend or rescind Bylaws and Regulations provided they are consistent with the Constitution, the Act, or any other legislation and which shall be notified to Members
- 9.4 Recruit, employ, review and terminate the employment of the CEO
- 9.5 Do whatever is deemed necessary or appropriate to protect the NZMCA brand including, but not limited to, the establishment of registered NZMCA companies
- 9.6 Enter into any business, financial or other commercial transactions and contracts
- 9.7 Delegate authority to exercise any powers and responsibilities on behalf of the Board, and to amend or revoke such authority. Delegated authority levels are to be defined in the Board Operating Manual. All delegated authority and revocation of delegated authority is to be recorded in a Delegated Authority Register
- 9.8 Appoint committees and sub-committees to progress specific Board projects and to delegate such powers it considers necessary, such delegations to be defined in the terms of reference for each project
- 9.9 Appoint no more than one individual at any one time as a Board Member to provide a specific skill required by the Board. Such appointments to be reviewed after each AGM
- 9.10 Convene meetings with specific groups from within the membership base as and when deemed appropriate by the Board



10. MEMBERSHIP OF THE ASSOCIATION

Membership shall consist of individual persons (Singular Membership) or two individual persons (Dual Membership) aged 16 years and over who have applied for membership and

- a. Agree and consent to become a Member of the Association
- b. Agree to have their Motor Caravan certified as self contained and retain certified self contained status throughout their Membership unless specifically exempted in accordance with the Bylaws
- c. Agree to be bound by the Constitution, Bylaws and Regulations of the Association, and
- d. Have been granted Membership, allocated a Membership Number and confirmed as a Member

Membership Restrictions

10.1 The Board may restrict Membership

Refusal of Membership

10.2 The Board may refuse applications for Membership

Classes of Membership

- 10.3
- a. A Member, who has rendered outstanding New Zealand wide service to the Association, may be granted National Life Membership by the Board
 - b. Other classes of membership shall be established by the Board under the Bylaws of the Association

Maintaining Membership

10.4 Membership must be maintained to enjoy continuation of Membership privileges. The process for maintaining Membership is defined in the Bylaws

Continuous Membership

10.5 The process for maintaining continuous Membership status and retaining an original Membership Number is defined in the Bylaws

10.6 The process for recognition of continuous Membership in excess of 10 years is defined in the Bylaws

Added or Substituted Members

10.7 A person may be added to an original Membership Number and a person may be substituted for another person onto an original Membership Number. The process for adding or substituting another person to an original Membership Number is defined in the Bylaws



Rejoining Membership

- 10.8 Members who resign, retire or have been removed from the membership register due to an expired Deactivated Membership can apply to rejoin the Association. The process for rejoining Membership is defined in the Bylaws

Register of Members

- 10.9 The CEO shall compile and maintain a Register of Members. The register is to include all information required to be kept by the Association in accordance with the Act or any statutory requirement. Access to the Register of Members shall be governed by the Privacy Act

Membership Resignation

- 10.10 A Member may resign at any time upon giving notice to the CEO

Deactivated Membership

- 10.11 A Deactivated Membership is imposed when a Membership has not been renewed by the due date or is unable to be renewed due to noncompliance of the bylaw to maintain Membership or has resigned pursuant to sub clause 10.10. The process for Deactivated Membership is defined in the Bylaws

Suspension or Termination of Membership

- 10.12 Membership may be terminated or suspended if the Association is satisfied that any of the provisions defined in the Constitution, Bylaws and Regulations have been contravened or a Member has brought the Association into disrepute or acts in a way which is contrary to the best interests of the Association

- 10.13 A Member whose membership is deactivated, terminated or suspended shall not be knowingly introduced as a guest by a Member at any NZMCA event

Joining Fees and Annual Subscriptions

- 10.14 The joining fee and annual subscription shall be determined at a General Meeting of the Association, save that the Board may alter such joining fee and subscription by up to 25% annually as it deems fit. Members shall be notified of any alteration to annual subscriptions at least four weeks prior to the end of a Member's Subscription Year

Levies

- 10.15 The Board may impose a levy on Members subject to the approval of a Special Resolution



11. DISPUTES, GRIEVANCES, COMPLAINTS AND DISCIPLINARY PROCEDURES

- 11.1 Every Member and the CEO shall have the right to refer a dispute or lodge a complaint or grievance against the Association or any other Member or employee of the Association
- 11.2 All disputes, grievances and complaints concerning the Association, or an employee of the Association shall be referred to the CEO for investigation or, in the case of a dispute, grievance or complaint concerning the CEO directly, to the President for investigation
- 11.3 Using the Official Complaint Form all disputes, grievances and complaints concerning a Member shall be lodged in writing to the Complaint Investigator, or in the case of a complaint against the Complaint Investigator to the CEO, and shall be investigated and determined in accordance with the disciplinary procedures set out in the Bylaws

12. APPOINTMENTS AND RESPONSIBILITIES

Chief Executive Officer

- 12.1 The CEO shall be appointed by and be responsible to the Board for the overall management and administration of the Association

Contact Person

- 12.2 The Contact Person or Persons shall be senior members of the National Office staff appointed by the CEO. The name and contact details of any appointee or change of appointee shall be provided to the Registrar of Incorporated Societies within the timeframe required under the Act. At least one Contact Person must be appointed with a maximum of three appointed at any one time.

Complaint Investigator

- 12.3 The CEO shall appoint a Member as a Complaint Investigator who shall investigate all disputes, grievances and complaints concerning a Member in accordance with the Bylaws. Board Members and Area/SIG committee members shall not be appointed as a Complaint Investigator. The Complaint Investigator shall report to the CEO. The CEO may appoint additional Complaint Investigators as the need determines

Auditor

- 12.4 The Auditor shall be appointed at each Annual General Meeting. Any person or practice holding membership of the Association shall not be appointed as the Auditor. Appointment to any unexpected vacancy occurring in the office of auditor shall be addressed by the Board



Emergency Committee

- 12.5 The President and any two members of the Board shall act as an Emergency Committee to deal with matters of urgency outside of Board meetings, any action taken to be reported to the next meeting of the Board

13. MEETINGS

Annual General Meeting

The Annual General Meeting of the Association shall be held at such time and place as the Board shall determine

- 13.1 At least fourteen (14) days before the Annual General Meeting the CEO shall send to every Member of the Association a notice specifying the meeting date, time and place, and include
- a. Agenda paper showing the business to be transacted
 - b. Annual reports detailing the work of the Association during the previous financial year
 - c. Financial statements relating to the previous financial year duly audited by the appointed Auditor
 - d. Any disclosure of interests declared in the Interests Register
- 13.2 The following business shall be transacted at the Annual General Meeting
- a. Confirmation of the minutes of the previous Annual General Meeting and any Special General Meetings held during the previous year
 - b. Consideration and adoption of Annual Reports and Financial Accounts and Reports
 - c. Appointment of scrutineers if elections or ballots are to be conducted at the meeting
 - d. Consideration of Ordinary Resolutions of which due notice has not been given
 - e. Announcement and ratification of any Notices of Motion voting results
 - f. Announcement of any Special Resolution voting results
 - g. Announcement of Board election results
 - h. Appointment of the Auditor for the ensuing year
 - i. Such general business of which due notice has not been given as the meeting may decide by majority vote to consider
- 13.3 The voting information and results provided by the Returning Officer relating to the Board elections, Notices of Motion and Special Resolutions will be published as soon as practicable after the results are notified to members
- 13.4 Minutes of the meeting are to be properly recorded to present a true and accurate record of the meeting proceedings and any resolutions proposed, carried or lost



Special General Meeting

- 13.5 Whenever a request is received in writing signed by no less than one hundred (100) Members to convene a Special General Meeting for the purpose stated in the request, or whenever required by the Board, the CEO shall within one month of receiving such request, convene a Special General Meeting of the Association
- a. No matter shall be considered except that specified in the notices convening the meeting
 - b. Not less than fourteen (14) days prior to the date of the meeting the CEO shall notify every Member of the date, time, place and purpose of the meeting
- 13.6 Minutes of the meeting are to be properly recorded so as to present a true and accurate record of the meeting proceedings and any resolutions proposed, carried or lost

Procedure for Annual and Special General Meetings

- 13.7 Except as provided for in sub clause 18.3 the quorum for Annual and Special General Meetings shall be fifty (50) Members entitled to vote
- 13.8 The procedure for all Annual and Special General Meetings shall be:
- a. If within an hour of the appointed time for a meeting a quorum is not present, the meeting, if convened upon a requisition of Members, shall be dissolved. If the meeting has been called by the Board then the meeting shall be adjourned to a time and place determined by the Board and if at such adjourned meeting a quorum is not present, it shall stand adjourned sine die. Notice of any adjourned meeting date shall be provided to Members in accordance with sub clause 13.5 (b)
 - b. With the consent of those present and entitled to vote, the President (or appointed chair) may adjourn the meeting to another time and if necessary another place, but at the resumption of the meeting no business shall be transacted other than the business unfinished at the meeting from which the adjournment was made
 - c. In the case of an Ordinary Resolution being put to the vote it shall be decided by a show of hands by a simple majority of entitled Members voting, unless before or upon the declaration of the result, a secret ballot is requested by at least five (5) Members entitled to vote. This request shall be decided by a vote of entitled Members resulting in a simple majority, and unless a ballot is so requested, a declaration by the President (or appointed chair) that a resolution has been carried or lost shall be conclusive, and entry in the minutes shall be sufficient evidence without proof of the number and proportion of the votes recorded
 - d. The secret ballot shall be taken in such manner as may be directed by the President (or appointed chair)



- e. The President (or appointed chair) may exercise a deliberative vote but shall not exercise a casting vote. Should the voting be equal for and against the proposition then the status quo shall prevail

14. SPECIAL RESOLUTIONS

- 14.1 Any proposition that will have, or is likely to have, a financial impact on the Association, or any proposition to declare a Board Member office vacant in accordance with sub cause 8.1 (e), or any proposition to make changes to the Bylaws other than changes made by the Board shall be determined by 65% or more of a Special Resolution vote collated by the Returning Officer and announced in accordance with the Bylaws and notified at the next Annual General Meeting
 - a. A Special Resolution for consideration must be signed by five (5) financial Members and delivered in accordance with the Bylaws
 - b. All Special Resolutions received shall be displayed on the Association website and emailed to Area and SIG committees in accordance with the Bylaws
- 14.2 The voting procedures and announcement of voting results for Special Resolutions shall be in accordance with the Bylaws

15. FINANCIAL RECORDS AND ACCOUNTING

- 15.1 The financial year and balance date of the Association shall be determined by the Board and defined in the Association Bylaws
- 15.2 The Board shall have financial accountability for the affairs of the Association
- 15.3 The CEO shall have financial responsibility for the day to day financial transactions
- 15.4 The financial operation of the Association shall be controlled and managed as defined in the Bylaws

16. AREAS AND SPECIAL INTEREST GROUPS

The Association shall establish Areas and Special Interest Groups to foster membership activities within Areas and SIGs, the governance of which shall be defined in the Area and SIG Regulations and published in the Area and SIG Operating Manuals



17. GENERAL PROVISIONS

Communicating with Members

- 17.1 All communication to Members shall be sent to the last known address notified to the CEO according to the delivery preference of the Member (if given) and any notice sent to the last known address shall be deemed to have been duly delivered

Indemnity and Insurance of Authorised Persons

- 17.2 The Association may, upon satisfying all the requirements set out in the Act, indemnify Board Members or any Member or employee for all losses and expenses incurred by them in or about the discharge of their respective duties

The Association may, upon satisfying all the requirements set out in the Act, effect insurance for Board Members or any Member or employee for any losses and expenses incurred by them in or about the discharge of their respective duties

Financial Gain

- 17.3 For the purposes of this financial gain section, Associated Person means:

- a. Any director of a company or other entity owned or controlled by the Association; or
- b. Any spouse, civil union partner, common law or de facto partner of the Member; or
- c. Any person connected to the Member by blood relationship within the second degree of relationship; or
- d. Any adopted child of the Member or the Member's first degree relative; or
- e. Any company, partnership, trust or other entity in which a Member, or the Member's partner, or person described in b. c. or d. above are financially interested whether as a shareholder, partner, director, beneficiary or otherwise

- 17.4 No Member or Associated Person shall derive any income, benefit or advantage from the Association that would contravene the objects of the Association or the financial gain provisions of the Act. For the avoidance of doubt, this rule does not preclude:

- a. Consideration for services provided to the Association or interest on money lent to the Association, provided the consideration or interest is rendered in the course of business charged at no greater than current market rates
- b. Any benefit or advantage conferred in the course of furthering the objects of the Association that does not cause the Association to be treated as having a financial gain purpose, in accordance with section 24 of the Act



- 17.5 No Member or Associated Person shall participate in or materially influence any decision made by the Association in respect of a payment to or on behalf of that Member or Associated Person, of any income, benefit or advantage whatsoever
- 17.6 No Member shall make any payment, fee or gratuity to a Member for services provided on behalf of the Association

Common Seal

- 17.7 The Common Seal shall be kept in the custody of the person designated by the Board and the following procedure shall apply to its use:
- a. The Seal shall be affixed to any document only pursuant to a resolution of the Board. Two Board Members thereof shall sign the document to which the Seal is affixed
 - b. A record shall be kept of documents to which the Seal is affixed

18. WINDING UP

- 18.1 Authority for the dissolution of the Association shall be by resolution at a Special General Meeting carried by a simple majority of Members present and voting. Authority for the dissolution to be re-presented at a second Special General Meeting to take place no earlier than thirty (30) days after the initial Special General Meeting
- 18.2 Such second Special General Meeting shall be called by fourteen (14) days' notice in writing to Members specifying the intention to propose the resolution to dissolve the Association
- 18.3 If a Special General Meeting called to consider the resolution to dissolve the Association is adjourned for lack of a quorum, then those Members present at the adjourned meeting shall constitute a quorum notwithstanding anything to the contrary in the Constitution
- 18.4 Upon dissolution, after satisfaction of all its debts and liabilities, any surplus funds and property of the Association shall not be paid or distributed among the Members of the Association, but shall be paid or transferred to such other not-for-profit entities in New Zealand having objects similar to the objects of the Association as determined by the Members of the Association at or before the time of the dissolution, and in default thereof, by a Judge of the High Court of New Zealand



19. THE CONSTITUTION

19.1 The Constitution of the Association, or part thereof, shall not be amended or rescinded except by 65% support or more of the total Notice of Motion vote collated by the Returning Officer and announced in accordance with the Bylaws and notified at the next Annual General Meeting

- a. A Notice of Motion(s) for consideration must be signed by five (5) financial Members and be delivered in accordance with the Bylaws
- b. All Notices of Motion received shall be displayed on the Association website and notified to Area and SIG committees in accordance with the Bylaws

The Board may make minor or technical amendments to the Constitution provided it does so in accordance with the Act

Voting on Notices of Motion

19.2 The voting procedures and announcement of voting results for Notices of Motion shall be in accordance with the Bylaws

Changes to the Constitution

19.3 Changes to the Constitution take effect once filed with the Registrar of Incorporated Societies and thereafter shall be binding on the Association

19.4 As soon as practicable, notice of any changes to the Constitution shall be published

General

19.5 Copies of the Constitution, Bylaws and Regulations shall be held at the Registered Office of the Association for inspection by Members

Cases Not Provided For

19.6 Any case occurring which is not provided for in the Constitution shall be referred to the Board and any decision of the Board shall be final

Sharron King #4078

Brian Stanley #36748

Arthur Keane #133228