

**UNDER THE INCORPORATED
SOCIETIES ACT 1908**

RULES OF THE

**Society of Low Power FM
Broadcasters Incorporated**

The Law Firm of Marshall Bird

Level 6, FAI Building 220 Queen Street PO Box 726 Auckland

TABLE OF CONTENTS

CHAPTER I – NAME AND OBJECTS

1. INTERPRETATION	1
2. NAME	2
3. OBJECTS	2

CHAPTER II – POWERS

4. SCOPE OF THE SOCIETY'S POWERS	3
--	---

CHAPTER III – SOCIETY MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS	5
6. TERMINATION OF MEMBERSHIP	5
7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
8. REGISTER OF MEMBERS	6
9. FEES, SUBSCRIPTIONS, ETC.....	6
10. MEMBER'S LIABILITIES	6
11. DISCIPLINING OF MEMBERS	7
12. MEMBER DEALINGS WITH AND INTERESTS IN THE SOCIETY	8

CHAPTER IV – COMMITTEES

13. EXECUTIVE COMMITTEE.....	10
14. MEMBERSHIP OF EXECUTIVE COMMITTEE	10
15. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE	10
16. CHAIRPERSON AND SECRETARY	11
17. TREASURER	11
18. AUDITOR	12
19. CASUAL VACANCIES	12
20. REMOVAL OF MEMBER	13
21. MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM	13
22. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE.....	14
23. VOTING AND DECISIONS	14

CHAPTER V – GENERAL MEETINGS

24. ANNUAL GENERAL MEETING	15
25. ANNUAL GENERAL MEETING - CALLING AND BUSINESS	15
26. SPECIAL GENERAL MEETINGS	15
27. NOTICE	16
28. PROCEDURE	16
29. PRESIDING MEMBER.....	17
30. ADJOURNMENT	17
31. MAKING OF DECISIONS	17
32. SPECIAL RESOLUTION	18
33. VOTING	18

CHAPTER VI - MISCELLANEOUS

34. INSURANCE	19
35. FUNDS - MANAGEMENT	19
36. ALTERATION OF OBJECTS AND RULES	19

37. COMMON SEAL	19
38. CUSTODY OF BOOKS, ETC.	19
39. SERVICE OF NOTICES	20
40. WINDING UP	20

Rules of the Society of Low Power FM Broadcasters Incorporated

CHAPTER I - NAME AND OBJECTS

1 INTERPRETATION

In these Rules, unless the context indicates otherwise:

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

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

"**Annual General Meeting**" has the meaning given to it in Rule 25;

"**Associate Member**" means a member of the Society admitted pursuant to Rule 5.4;

"**Auditor**" means the auditor appointed in accordance with Rule 18;

"**Chairperson**" means the chairperson of the Society referred to in Rule 16;

"**Executive Committee**" means the committee of the Society referred to in Rule 13;

"**Full Member**" means a member of the Society in terms of Rules 5.1 and 5.2;

"**General Meetings**" means the Annual General Meeting and Special General Meetings of the Society;

"**Honorary Member**" means a member of the Society in terms of Rule 5.6;

"**Low Power Broadcast**" and "**LPFM Broadcast**" means transmissions on frequencies specified in the General User Radio Licence by means of radio-communication transmitters intended for local-area broadcasting and known as "Lower Power FM Broadcasting Short Range Devices";

"**Members**" means the members of the Society from time to time including Associate Members, Honorary Members and Full Members;

"**Officers**" means the Chairperson, Secretary and Treasurer of the Society referred to in Rules 16 and 17;

"**Secretary**" means the Secretary of the Society referred to in Rule 16;

"**Society**" means the Society of Low Power FM Broadcasters Incorporated;

"**Special General Meeting**" has the meaning given to it in Rule 26;

"**Special Resolution**" has the meaning given to it in Rule 32;

"**Special Subscription**" has the meaning given to it in Rule 5.5;

"**Treasurer**" means the Treasurer of the Society referred to in Rule 17.

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

2 NAME

The name of the Society is the Society of Low Power FM Broadcasters Incorporated.

3 OBJECTS

The objects of the Society are:

To foster and promote generally the welfare of, and assist, guide, preserve and advance the interests of, LPFM broadcasters in all things related to Low Power broadcasting, including and without in any way limiting this broad purpose –

Liaising, negotiating, dealing with, advising and making representations to the Government, local authorities, councils and/or persons, corporations or associations for the purpose of maintaining, broadening the scope of and increasing the spectrum available for, and in general improving, Low Power broadcasting in New Zealand;

Facilitating and promoting frequency co-ordination and co-ordinating use of the spectrum available for Low Power Broadcasting in New Zealand;

Acting as the central point of contact for Low Power FM broadcasters and parties interested in Low Power FM broadcasting;

Creating and maintaining a register of transmitter locations, frequencies of operation and operator contact details;

Doing whatever is required to increase the efficiency of use of the available spectrum and developing and maintaining a code of recommended operating parameters for Low Power Broadcasters;

Working to resolve interference issues, assisting in resolving disputes, establishing guidelines and programmes, and conducting research and studies likely to result in better utilisation of the spectrum and resources;

Supporting persons who use, or intend to use, Low Power broadcasting to promote community interests;

Developing and maintaining publicly accessible educational information on the use of Low Power Broadcasting.

To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

CHAPTER II - POWERS

4 SCOPE OF THE SOCIETY'S POWERS

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

- 4.1 To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Society and any rights or privileges which the Society thinks necessary or expedient for the purposes of attaining the objects of the Society or promoting the interests of the Society, its Members or any other persons.
- 4.2 To use the funds of the Society as the Society may consider necessary or proper to:
 - 4.2.1 pay the costs and expenses of the Society; and
 - 4.2.2 further the objects of the Society;

including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3 To engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Society and for that purpose to expend such moneys and employ such solicitors, counsel and other advisors as the Society may think fit.
- 4.4 To apply for and acquire any licences or permits deemed necessary by the Society.
- 4.5 To open and operate bank accounts of whatever nature or description subject to such conditions as the Society thinks fit.
- 4.6 To assist any charity or charitable purpose by such financial or other means as the Society thinks fit.
- 4.7 To borrow or raise money by any means and upon such conditions as the Society thinks fit.
- 4.8 To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Society thinks fit.
- 4.9 PROVIDED THAT the Society shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person (as defined in the Income Tax Act 1994):
 - i) who is a Member of the Society; or
 - ii) who is a shareholder or director of any company by which any business of the Society is carried on; or

- iii) who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Society is to be carried on; or
- iv) if the person, company, settlor, trustee, shareholder, director referred to in any of paragraphs (i) to (iii) of this Rule are Associated Persons (as defined in the Income Tax Act 1994).

CHAPTER III – SOCIETY MEMBERSHIP

5 MEMBERSHIP QUALIFICATIONS

- 5.1 There shall be Full Members of the Society. A person shall be entitled to be a Full Member of the Society if the person owns and operates a Low Power station;
- 5.2 Any person entitled to be a Full Member of the Society and who wishes to become a Full Member shall provide details of their name and address to the Secretary.
- 5.3 Any person who ceases to be entitled to be a Full Member of the Society shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.
- 5.4 There may be Associate Members of the Society. A person who does not qualify to be a Full Member may become an Associate Member of the Society by applying to the Secretary to do so. The Secretary shall advise the Executive Committee of the application and the Executive Committee shall determine at its next scheduled Executive Committee meeting whether or not the applicant shall be admitted.
- 5.5 An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Executive Committee from time to time.
- 5.6 There may be Honorary Members of the Society. A person who does not qualify or does not desire to be a Full Member may apply to or be invited by the Executive Committee to be appointed as an Honorary Member of the Society by the Executive Committee. The Executive Committee may initiate the invitation or the Secretary shall advise the Executive Committee of an application to become an Honorary Member and the Executive Committee shall determine at its next scheduled Executive Committee meeting whether or not the applicant shall be admitted.
- 5.7 Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Society, and shall notify the Secretary of that representative's name and address.
- 5.8 The rights of the Members of the Society shall be as follows.
 - 5.8.1 each Full Member shall be entitled to one vote;
 - 5.8.2 each Associate Member and each Honorary Member shall not be entitled to vote;

6 TERMINATION OF MEMBERSHIP

- 6.1 A person ceases to be a Member of the Society if the person:
 - 6.1.1 dies, becomes bankrupt or, being a company or other incorporated body, is wound up; or
 - 6.1.2 resigns that membership by notice in writing to the Society; or

6.1.3 is expelled from the Society; or

6.1.4 ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

7.2 terminates upon cessation of the person's membership.

8 REGISTER OF MEMBERS

8.1 The Secretary of the Society shall establish and maintain a register of Members of the Society pursuant to section 22 of the Act, specifying the name, address and occupation or business of each person who is a Member of the Society, together with the date on which the person became a Member, whether that person is a Full, Honorary, or Associate Member and, in the case of Members which are not individuals, the name and address of that Member's individual representative.

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

8.3 The register of Members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any Member of the Society at any reasonable hour.

9 FEES, SUBSCRIPTIONS, ETC.

9.1 The Society may levy its Members such subscription charge deemed by the Executive Committee necessary to properly carry out its objects.

9.2 Any Member ceasing to be a member of the Society pursuant to Rule 6 shall not be entitled to any refund of any subscription charge paid or payable by that Member prior to his, her or its termination, and such Member shall continue to remain liable to pay such subscription charge despite ceasing to be a Member.

10 MEMBER'S LIABILITIES

The liability of a Member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society, is limited to the amount, if any, unpaid by the Member in respect of membership of the Society as required by Rule 5.5 and Rule 9.

In the event any Member ceases to be a Member of the Society pursuant to Rule 6, such Member shall not be released from any liability to the Society for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

11 DISCIPLINING OF MEMBERS

- 11.1 Where the Executive Committee is reasonably of the opinion that a Member of the Society:
- 11.1.1 has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - 11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Society; or
 - 11.1.3 has failed to pay any subscription charge payable under Rule 9 or any Special Subscription payable under Rule 5.5 or otherwise failed to make any payment due under these Rules and such failure continues for a period of three calendar months after it is due; or
 - 11.1.4 does anything which, in the opinion of the Executive Committee in its absolute discretion is likely to seriously harm the reputation of the Society or the objects of the Society in general;

the Executive Committee may by resolution:

- 11.1.5 remove that Member's entitlement to vote at any General Meeting or on any matter related to the Society's business until such time as payment is made in full; or
 - 11.1.6 expel the Member of the Society; or
 - 11.1.7 suspend the Member from membership of the Society for a specified period; or
- 11.2 A resolution of the Executive Committee under Rule 11.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty eight days after service on the Member of a notice under Rule 11.3.
- 11.3 Where the Executive Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:
- 11.3.1 setting out the resolution of the Executive Committee and the grounds on which it is based;
 - 11.3.2 stating that the Member may address the Executive Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;
 - 11.3.3 stating the date, place and time of that meeting; and
 - 11.3.4 informing the Member that the Member may do either or both of the following:
 - a) attend and speak at that meeting;

- b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 11.4 At a meeting of the Executive Committee held in accordance with Rule 11.3, the Executive Committee shall:
- 11.4.1 give the Member an opportunity to make oral representations;
 - 11.4.2 give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
 - 11.4.3 by resolution determine whether to confirm or to revoke the resolution.

12 MEMBER DEALINGS WITH AND INTERESTS IN THE SOCIETY

- 12.1 Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be in any way concerned or involved:
- 12.1.1 must disclose the nature and extent of that Member's interest to the other Members; and
 - 12.1.2 must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Society.
- 12.2 No private pecuniary profit shall be made by any person from the Society except that:
- 12.2.1 any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Society;
 - 12.2.2 the Society may pay reasonable remuneration to any officer or servant of the Society (whether a Member or not) in return for services actually rendered to the Society;
 - 12.2.3 any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Society;
 - 12.2.4 any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Society may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Society.
- 12.3 Notwithstanding anything contained or implied in these Rules, any person who is:
- 12.3.1 a Member of the Society; or

- 12.3.2 a shareholder or director of any company carrying on any business of the Society; or
- 12.3.3 a shareholder or director of any company which is a Member of the Society; or
- 12.3.4 a member of any association which is a shareholder or any company carrying on any business of the Society; or
- 12.3.5 an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director;

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

CHAPTER IV – COMMITTEES

13 EXECUTIVE COMMITTEE

The Society shall be governed by an Executive Committee which:

- 13.1 shall control and manage the affairs of the Society;
- 13.2 may exercise all such functions as may be exercised by a General Meeting of Members of the Society;
- 13.3 shall fix the amount of subscription, which may be in several parts or categories and shall be made on Members or classes of Members for special purposes;
- 13.4 has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Society.

14 MEMBERSHIP OF EXECUTIVE COMMITTEE

- 14.1 The Executive Committee shall consist of:
 - 14.1.1 a Chairperson, a Treasurer and a Secretary; and
 - 14.1.2 not less than five persons who are Full Members of the Society,

and who have been elected at the Annual General Meeting of the Society pursuant to Rule 15.
- 14.2 Each member of the Executive Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 14.3 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Full Member of the Society to fill the vacancy. Any member so appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

15 ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE

- 15.1 Nominations of candidates for election as Chairperson, Secretary, Treasurer and other members of the Executive Committee:
 - 15.1.1 shall be made in writing, signed by two Members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- 15.1.2 shall be delivered to the Secretary of the Society not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 15.3 If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.6 Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

16 CHAIRPERSON AND SECRETARY

- 16.1 The Chairperson shall be elected to that position in accordance with Rule 15. In the absence of the Chairperson, Members present shall be entitled to elect a chairperson for the meeting.
- 16.2 The Secretary shall be elected to that position in accordance with Rule 15.
- 16.3 It is the duty of the Secretary to keep minutes of:
 - 16.3.1 all elections of Officers and members of the Executive Committee;
 - 16.3.2 the names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and
 - 16.3.3 all proceedings at Executive Committee meetings and General Meetings.
- 16.4 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

17 TREASURER

- 17.1 The Treasurer shall be elected to that position in accordance with Rule 15.
- 17.2 It is the duty of the Treasurer of the Society to ensure that:

- 17.2.1 all money due to the Society is collected and received and all payments authorised by the Society are made;
- 17.2.2 correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

18 AUDITOR

- 18.1 The Auditor shall be appointed by the Society on an annual basis to carry out the functions set out in this Rule.
- 18.2 No person who is an Officer or a Member may be appointed as Auditor.
- 18.3 The remuneration of the Auditor shall be fixed by the Society.
- 18.4 If any casual vacancy occurs in the office of any Auditor appointed by the Society, the Executive Committee shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.
- 18.5 Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements.
- 18.6 The Auditor shall be provided with a list of all books kept by the Society and shall at all reasonable times have access to the books and documents of the Society. The Auditor may, in investigating such accounts, examine the Executive Committee or any Officers of the Society. The Executive Committee and Officers of the Society shall at all times render all assistance to the Auditor.
- 18.7 The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Society's affairs. The report shall be read together with the report of the Executive Committee at the Annual General Meeting.

19 CASUAL VACANCIES

- 19.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:
 - 19.1.1 dies;
 - 19.1.2 ceases to be a Member of the Society;
 - 19.1.3 is declared bankrupt;
 - 19.1.4 is removed from office under Rule 20;

- 19.1.5 resigns office by notice in writing given to the Secretary;
- 19.1.6 becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health; or
- 19.1.7 is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

20 REMOVAL OF MEMBER

- 20.1 The Society in a General Meeting may, by resolution, remove any member of the Executive Committee from office before the expiration of the member's term of office.
- 20.2 Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 20.1 relates:
 - 20.2.1 makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and
 - 20.2.2 requests that the representations be notified to the Members of the Society;

then the Secretary or Chairperson may send a copy of the representations to each Member of the Society. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM

- 21.1 The Executive Committee shall endeavour to meet monthly but in all events shall meet not less than ten times in each period of twelve months, and at such time and place as shall be decided by the Executive Committee.
- 21.2 Additional meetings of the Executive Committee may be convened by the Chairperson or by any member of the Executive Committee.
- 21.3 Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 21.4 Any three members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 21.5 No business shall be transacted by the Executive Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

- 21.7 At a meeting of the Executive Committee:
- 21.7.1 the Chairperson or, in the Chairperson's absence, any member of the Executive Committee nominated to stand in his/her place shall preside; and
- 21.7.2 the Chairperson and/or such other person shall have an ordinary but not a casting vote.

22 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 22.1 The Executive Committee may delegate to one or more sub-committees (consisting of such Member or Members of the Society as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as the Executive Committee may decide.
- 22.2 A function which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 22.4 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 22.5 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 22.6 A sub-committee may meet and adjourn as it thinks proper.

23 VOTING AND DECISIONS

- 23.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.
- 23.2 Subject to Rule 21.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

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

CHAPTER V - GENERAL MEETINGS

24 ANNUAL GENERAL MEETING

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

25 ANNUAL GENERAL MEETING - CALLING AND BUSINESS

- 25.1 The Annual General Meeting of the Society shall, subject to the Act and to Rule 30, be convened on such date and at such place and time as the Executive Committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - 25.2.1 to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 25.2.2 to receive from the Executive Committee reports on the activities of the Society during the preceding financial year;
 - 25.2.3 to approve the Annual Financial Statements;
 - 25.2.4 to elect a Chairperson, Treasurer, Secretary and other members of the Executive Committee.
 - 25.2.5 to appoint an Auditor.
- 25.3 For the purposes of section 23 of the Act the Society's financial year shall end on 31 March.
- 25.4 An Annual General Meeting shall be specified as such in the notice convening it.

26 SPECIAL GENERAL MEETINGS

- 26.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- 26.2 The Executive Committee shall, on the requisition in writing of not less than five percent of the total number of Members, convene a special meeting of the Society.
- 26.3 A requisition of Members for a Special General Meeting:
 - 26.3.1 shall state the purpose or purposes of the meeting;
 - 26.3.2 shall be signed by the Members making the requisition;

- 26.3.3 shall be lodged with the Secretary;
- 26.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 26.4 If the Executive Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- 26.5 A Special General Meeting convened by a Member or Members as referred to in Rule 26.4 shall be deemed to have been convened by the Executive Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Society for any expenses so incurred.
- 26.6 The business to be conducted at a Special General Meeting shall be only the business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meeting.

27 NOTICE

- 27.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Society, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or by email to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Society provided in Rule 27.1 specifying in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.
- 27.3 No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 31.
- 27.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

28 PROCEDURE

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

- 28.2 Five Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.
- 28.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three Full Members) shall constitute a quorum.

29 PRESIDING MEMBER

- 29.1 The Chairperson shall preside at each General Meeting of the Society.
- 29.2 If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

30 ADJOURNMENT

- 30.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 30.2 Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Society. The notice shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in Rules 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 MAKING OF DECISIONS

- 31.1 A question arising at a General Meeting of the Society shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Society) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

- 31.2 At a General Meeting of the Society, a poll may be demanded by the Chairperson or by not less than three Full Members present in person at the meeting.
- 31.3 Where a poll is demanded at a General Meeting, the poll shall be taken:
 - 31.3.1 immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or
 - 31.3.2 in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32 SPECIAL RESOLUTION

A resolution of the Society is a special resolution if:

- 32.1 it is passed by a majority (which comprises not less than three-quarters of such Members of the Society as being entitled under these Rules so to do), voting in person; and
- 32.2 the resolution is passed at a General Meeting; and
- 32.3 not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

33 VOTING

- 33.1 Upon any question arising at a General Meeting of the Society, a Full Member has one vote only.
- 33.2 All votes shall be given personally provided that the poll to elect the Executive Committee may be given by postal or email vote.
- 33.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.4 A Member is not entitled to vote at any General Meeting of the Society unless all money due and payable by the Member to the Society has been paid.

CHAPTER VI - MISCELLANEOUS

34 INSURANCE

- 34.1 The Society shall effect and maintain full and proper insurance on all of its assets.
- 34.2 In addition to the insurance required under Rule 34.1, the Society may effect and maintain other insurance.

35 FUNDS - MANAGEMENT

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

36 ALTERATION OF OBJECTS AND RULES

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

37 COMMON SEAL

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

38 CUSTODY OF BOOKS, ETC.

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

39 SERVICE OF NOTICES

- 39.1 For the purposes of these Rules, a notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post or by email to the Member at the Member's address shown in the register of Members.
- 39.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person, or by sending to that person's recorded email address, a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter or email would have been delivered in the ordinary course of post or electronic transmission.

40 WINDING UP

- 40.1 Should the dissolution of the Society be deemed necessary, then two meetings must be held in accordance with Section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Society and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.
- 40.2 If, upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society. Such remaining property shall be given or transferred to some other charitable organisation or approved non-profit body within New Zealand having objects similar to the objectives of the Society. In the event of the Executive Committee being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.