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INCORPORATED SOCIETIES ACT 1908

Declaration by an Officer of a Society, or a Solicitor, that a Majority of Members consent to Incorporation,
and that the signed or sealed Rules are the Rules of the Society

I, *Timothy Michael Malloy* of *38 Davies Rd, Wellsford*

do solemnly and sincerely declare as follows

- 1 That I am Chairman of the Society
- 2 That a majority of the members of the New Zealand Rural General Practice Network Incorporated has consented to the application for the incorporation of the said Society, and that such consent has been obtained by a resolution passed at a Special General Meeting of "The Society" held on 05 06 2000
- 3 That the rules accompanying the application signed or sealed by the subscribers are the rules of the Society

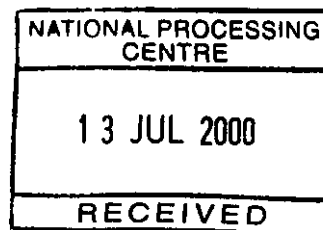
I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declarations Act 1957

Signature

Declared at *WELLSFORD* this *10th JULY* 2000

~~A Justice of the Peace, Solicitor Notary Public or other person authorised to take a Statutory Declaration~~

Grant D'Anvers Rainsford Davies
Solicitor
Wellsford



Incorporated Societies Act 1908 - Application for Incorporation


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APPLICATION FOR INCORPORATION

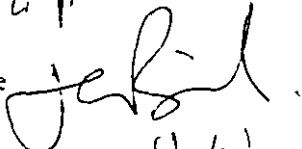
We the fifteen persons whose signatures appear below are members of NETWORK
the NEW ZEALAND RURAL GENERAL PRACTICE INC.,

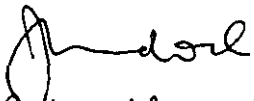
As members of the society we hereby apply for the incorporation of our society under the Rules of the Society as supplied with this application in accordance with the Incorporated Societies Act 1908


Dated 05 06 2000


APPLICANT
1 Signature 
Address 81 Tasman Street
Opunake +554
Occupation GP

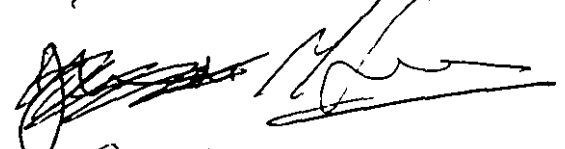
2 Signature 
Address Medlands,
Great Barrier Island
Occupation GP


3 Signature 
Address Hauora Hokianga
Private Bag, Kaitake.
Occupation GP.

4 Signature 
Address 42 Melburn St
Winton
Occupation GP

WITNESS
Signature 
Address 81 CONDELL AVE
CHCH 5
Occupation GP

Signature 
Address 81 CONDELL AVE
Occupation GP

Signature 
Address 81 CONDELL AVE
CHCH 5
Occupation GP

Signature 
Address 81 CONDELL AVE
CHCH 5
Occupation GP.

Incorporated Societies Act 1908 - Application for Incorporation

APPLICANT

WITNESS

5 Signature *[Signature]*
Address *31 - Aurora Community Health Centre
Weller St, Colchester*
Occupation *Medical Practitioner*

Signature *[Signature]*
Address *81 CONDELL AVE*
Occupation *GP*

6 Signature *[Signature]*
Address *Medway Medical Centre*
Occupation *GP*

Signature *[Signature]*
Address *81 CONDELL AVE*
Occupation *GP*

7 Signature *[Signature]*
Address *79 Dunelm Rd
Alexandra*
Occupation *GP*

Signature *[Signature]*
Address *81 CONDELL AVE*
Occupation *GP*

8 Signature *[Signature]*
Address *79 LUCKNOW ST
WAIREA*
Occupation *FAMILY DOCTOR*

Signature *[Signature]*
Address *81 Condeall Ave*
Occupation *GP*

9 Signature *[Signature]*
Address *1 Glasgow St
Marinate*
Occupation *GP*

Signature *[Signature]*
Address *81 CONDELL AVE
CACK 5*
Occupation *GP*

10 Signature *[Signature]*
Address *3 Eden St
dutton*

Signature *[Signature]*
Address

Incorporated Societies Act 1908 - Application for Incorporation

APPLICANT

WITNESS

11 Signature *Don White*

Signature

Address MAIKOHU MEDICAL CENTRE
TE KARAKA, GISBORNE

81 CONDELL AVE

Occupation RURAL GP

Occupation GP

12 Signature *Dr J M Ross*

Signature

Address 39 Park Ave
Oxford Centre

81 CONDELL AVE

Occupation GP

Occupation GP

13 Signature *P. J. Farry*

Signature

Address P. J. FARRY
Box 913 OUNEDIN

81 CONDELL AVE

Occupation

Occupation GP

14 Signature *A Stone*

Signature

Address 48 Pipitui Drive
R.O.I. Kaurakapaka
Occupation M.N.C.A.M. GP

81 CONDELL AVE

Occupation GP

15 Signature *[Signature]*

Signature

Address 48 Pipitui Drive
R.O.I. Kaurakapaka

81 CONDELL AVE

Occupation GP

Occupation GP

16 Signature *[Signature]*

Signature

Address Kairiawa Medical
Centre
Kairiawa

81 CONDELL AVE

Occupation GP

GP

17 Signature *[Signature]*

81 CONDELL AVE

Address 81 Condeall Ave
St Kairiawa

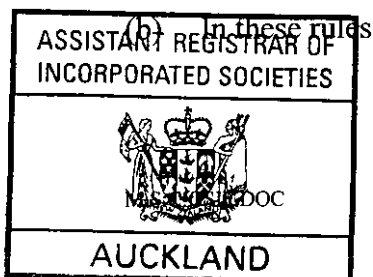
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**RULES OF THE NEW ZEALAND RURAL GENERAL PRACTICE
NETWORK INCORPORATED
("the Society")**

**PART I
PRELIMINARY**

1. Interpretation

- a) In these rules, except in so far as the context or subject-matter otherwise indicates or requires
- **"The Act"** means the Incorporated Societies Act 1908 and any amendment thereof,
 - **"The Committee"** means the committee of management of the Society pursuant to Part III of these rules,
 - **"Financial Year"** means the year beginning the first day of July and ending the last day of June the following year
 - **"General Practice"** means the practice and provision of all proper and necessary primary health care services, by a registered general medical practitioner and, or practice nurse, within professional and legal constraints
 - **"The Regulations"** means any regulations as are or as may be enacted pursuant to the Act
 - **"Special General Meeting"** means a general meeting of the Society other than annual general meeting,
 - **"Executive"** means the members of the committee elected at alternate Annual General Meeting ie Chairperson, Deputy Chairperson, Secretary and Treasurer
 - **"Meeting"** means any meeting held face to face, by teleconference, video conference, or by any other electronic means



- (i) a reference to a function includes a reference to a power, authority and duty, and
- (ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty

- © © If at any time any matter shall arise, which is not provided for in these rules, or the interpretation of these rules, the same shall be determined where appropriate by the Committee whose decision shall be final

2. Name

The Society constituted by these rules shall be named "NEW ZEALAND RURAL GENERAL PRACTICE NETWORK INCORPORATED" and shall be incorporated as an incorporated society pursuant to the provisions of the Incorporated Societies Act 1908

3. Objects

The objects of the Society shall be to do anywhere in New Zealand, and in particular in rural NEW ZEALAND, any of the following acts or things namely

- (a) to promote a co-ordinated health and disability care service for all people irrespective of age, race, gender or sexual orientation, and their families, that is of the highest possible quality, affordable, accessible, and culturally appropriate and acceptable
- (b) to promote and encourage the active involvement of all rural health professional eligible for membership under Rule 6
- © to promote rural general practice in New Zealand
- (d) to promote and encourage the co-ordination of the training and educational requirements of the general practice workforce, to ensure that the workforce is professionally safe, competent and the workers themselves remain healthy
- (e) to provide support for the general practice health workforce and their families
- (f) to promote equal access to health care services
- (g) to make proposals and submissions, to provide support, encouragement, protection, assistance or representation, either through the Society or any agent or employee of the society to any government department or

or any other body or organisation able to effect or assist in obtaining these objectives



- (h) to ensure that health care and related matters are provided in accordance with the values and concepts of the Treaty of Waitangi so that the Society can properly recognise the Treaty of Waitangi
- (i) to provide effective representation and leadership on rural health issues
- (j) to form affiliations with appropriate medical and community organisations, and in particular with the New Zealand Medical Association, the Royal New Zealand College of General Practitioners, New Zealand Nurses Organisation and all relevant rural health organizations

4. Powers

Without in any way limiting the generality of the foregoing and in order to achieve the objectives of the Society, the Society shall have the power

- (a) to engage and/or employ staff to assist in the operations of the Society, and where necessary, to remunerate any such person or persons, and to determine such employment
- (b) to enter into any arrangement or contract with any legal entity that is conducive to the Society's objects or any of them, and to obtain from any such entity, any rights, privileges and concessions which the society may think is desirable and appropriate
- (c) to obtain and to carry out, exercise and comply with, any arrangements, contracts, rights, privileges and concessions entered into pursuant to clause (b) above
- (d) to encourage the making or pledging of gifts to the Society (including testamentary gifts),
- (e) to raise money by means which may seem appropriate from time to time including participation in any commercial ventures consistent with aims and objectives of the Society,
- (f) to encourage interest in and support for the Society's activities and objectives,
- (g) to encourage people (whether members of the Society or not) to give of their time and talents to the Society,
- (h) to establish trusts or funds for the benefit of the Society generally or for any specific purpose which is consistent with the objectives of the Society,



- (1) to invest and deal with the money of the Society not required by it from time to time in such manner as may seem appropriate and consistent with the aims and objectives of the Society **PROVIDED THAT** no loans shall be made, to any person (as defined in Income Tax Act 1976) who is
- i a member or member of the Committee of the Society,
 - ii a settlor or trustee of any trust carrying on any business of the Society,
 - iii a shareholder or director of any company carrying on any business of the Society,
 - iv a settlor or trustee of any trust which is a shareholder of the company carrying on any business of the Society, or
 - v an associated person as defined by the Income Tax Act 1976 (or any statutory amendment or replacement of that Act) as any such member, member of the committee, settlor, trustee, shareholder or director,
- (j) to purchase, take on lease or on exchange, hire or otherwise acquire, and to sell, lease, or otherwise dispose of or deal in or with real and personal property of any description,
- (k) to borrow or raise money and to secure the same by giving mortgages, charges or other securities of any parts of the real and personal property present or future of the Society,
- (l) to act as trustee of such trusts or funds which may be established or acquired by the society
- (m) to make draw accept endorse discount execute and issue promissory notes bills of exchange and other negotiable or transferable instruments,
- (n) to do all such things as are incidental or conducive to the attainment of the above objects and powers or any of them

5. (1) Business Carried on by Society:



Such income of the Society as may be derived from any business activity of the Society in New Zealand shall be held and applied solely within New Zealand

SUBJECT to these provisions

- (a) The income and property of the Society shall be applied solely to the promotion of the Society's charitable objects
- (b) No part of the income and property of the Society shall be paid or transferred, directly or indirectly, to the members of the Society
- (c) No member of the Committee of the Society shall be appointed to any office of the Society for which a salary or fee is payable
- (d) No benefit in money or moneys worth shall be given to any Committee member except repayment of out of pocket expenses

(e) Recipient not to influence benefits:

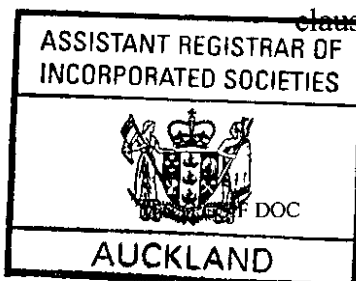
Notwithstanding anything contained or implied in this deed, any person who is

- i a member or member of the Committee of the Society,
- ii a settlor or trustee of any Trust carrying on any business of the Society,
- iii a shareholder or director of any company carrying on any business of the Society,
- iv a settlor or trustee of any Trust which is a shareholder of the company carrying on any business of the Society, or
- v an associated person (as defined by the Income Tax Act 1976) of any such settlor, trustee, shareholder or director,

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way 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

- (f) **Professional account and influence:** A person who is in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this

clause



PART II MEMBERSHIP

6. Membership Qualifications

Subject to these rules a person is qualified to be a member of the Society if, but only if that person

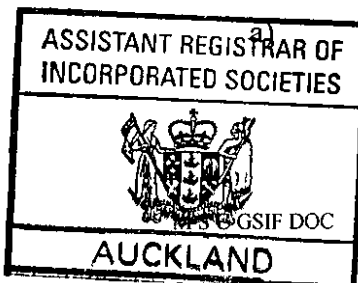
- (a) has submitted a written application for membership of the Society as provided by Rule 7, and
- (b) has been approved for membership of the Society by the Committee of the Society, and
- (c) is a General Practitioner, Locum, Medical Officer of Special Scale ("MOSS") or a Practice Nurse, or a rural Nurse Practitioner who considers themselves to be working in a rural general practice, in rural New Zealand, or any persons who the Committee deems to be appropriate as members
- (d) has made payment of the Annual Membership Fee in accordance with Rule 8 below

Subject to these rules a person is qualified to be an Associate member of the Society if that person

- (a) has made written application for Associate membership under rule 7 below, and
- (b) has been approved for Associate membership the Committee of the Society, and
- (c) has made payment of the Annual Associate Membership Fee in accordance to Rule 8 below at a reduced rate decided at the discretion of the executive
- (d) Associate members shall have no voting rights within the Society
- (e) Honorary membership may be granted at the discretion of the executive

7. Applications for Membership

a) An application for membership of the Society



- 1 shall be made in writing in such form as shall be prescribed by the committee from time to time and shall specify the way in which qualification in accordance with these rules shall be achieved, and
- ii shall be lodged with the Treasurer or nominee of the Society
- b) As soon as practicable after receiving an application for membership, the application shall be referred to the Committee which shall determine whether to approve or to reject the application
- c) The Committee may reject any such application without assigning any reason therefore
- d) Where the Committee determines to approve an application for membership, the Society shall, as soon as practicable after that determination, notify the applicant of that approval
- e) The Society shall on provision by the applicant of his/her qualifying contributions in accordance with these rules, enter the applicants name in the register of members and, upon the name being so entered, the applicant becomes a member of the Society
- f) Membership shall be reviewed annually

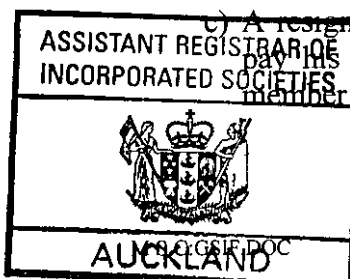
8. Fees, Subscriptions, etc

- a) A member of the Society shall pay to the Society an annual membership fee determined by the Committee from time to time
- b) The Committee can waive an annual membership fee for any member or defined group of members as determined from time to time
- c) If required the Committee may impose a levy upon all members of the network to meet extraordinary requirements

9. Resignation of Membership

- a) A member of the Society is not entitled to resign that membership except in accordance with this rule
- b) A member may resign from membership of the Society by first giving notice in writing to the Treasurer or nominee of the member's intention to resign and upon receipt by the Treasurer or nominee of that notice, the member ceases to be a member

c) A resignation shall be without prejudice to the obligation of the member to pay his or her subscription and shall not determine any obligation of the member under any contract between the member and the Society



10. Cessation of Membership

- a) A person ceases to be a member of the Society if the person
 - i dies, or
 - ii resigns that membership, or
 - iii no longer meets the membership criteria and the Committee resolves that a membership be terminated, or
 - iv fails to pay the membership subscription under clause 8 above after due notice has been given
- b) Where a member of the Society ceases to be a member the Treasurer or nominee shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member

11 Membership not Transferrable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates upon cessation of the person's membership

12. Register of Members

- a) The Treasurer or nominee of the Society shall establish and maintain a register of members of the Society specifying the name, address and occupation of each person who is a member of the Society together with the date on which the person became a member
- b) The register of members shall be kept at the principal place of administration of the Society, or at any other site the Committee approves, and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour

13. Member's Liabilities

- a) No member or employee of the Society shall be liable for any losses not arising from his or her own wilful act or default,



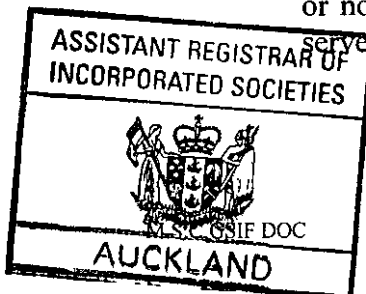
- ii) the acts or default of any other member or employee,
 - iii) the act or default of any agent employed in good faith by the Society
- b) The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of annual membership fees

14 Interested Member - Conflict Of Interest

Any member who is or may be in any other capacity whatsoever interested or concerned directly or indirectly in any property or undertaking in which the Society is or may be anyway concerned or involved shall disclose the nature and extent of that member's interest to the other members, and shall not take any part whatsoever in any deliberation of the members concerning any matter relating to such property or undertaking

15. Disciplining of Members

- a) Where the Committee is of the opinion that a member of the Society
- i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Society, or incompatible with the objects of the Society or which brings the Society into disrepute, the Committee may, by resolution
 - (1) expel the member from the Society, or
 - (2) suspend the member from membership of the Society for a specified period
- b) A resolution of the Committee under rule 15(a) is of no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the member of a notice under rule 15(c), confirms the majority resolution in accordance with this rule
- c) Where the Committee passes a resolution under rule 15(a), the Treasurer or nominee shall, as soon as practicable, cause a notice in writing to be served on the member



- 1) setting out the resolution of the Committee and the grounds on which it is based,
- ii) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice,
- iii) stating the date, place and time of that meeting, and
- iv) informing the member that the member may do either or both of the following
 - 1) attend and speak at that meeting,
 - 2) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution
- d) At the meeting of the Committee held as referred to in rule 15(c), the Committee shall
 - i) give to the member an opportunity to make oral representations,
 - ii) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting, and
 - iii) by resolution determine whether to confirm or to revoke the earlier resolution
- e) Where the Committee confirms a resolution under rule 15(d), the resolution does not take effect
 - i) until the expiration of the period within which the member is entitled to appeal against the resolution and the member does not exercise the right of appeal within that period, or
 - ii) where within that period the member exercises the right of appeal, unless and until the Society pursuant to the Appeal process below confirms the resolution

16. Right of Appeal of Disciplined Member

- a) A member may appeal to the Society in a Special General Meeting against a resolution of the Committee which is confirmed under rule 15(d), within seven (7) days after notice of the resolution is served on the member, by lodging with the Treasurer or nominee a notice to that effect
- b) Upon receipt of a notice from a member under rule 15, the Treasurer or nominee shall notify the Committee which shall convene a Special



General Meeting of the Society to be held within twenty-eight (28) days after the date on which the Treasurer or nominee received the notice

- c) At a Special General Meeting the Society convened under rule 15(b)
 - i) no business other than the question of the appeal shall be transacted,
 - ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked
- d) If at the Special General Meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed

PART III THE COMMITTEE

17. Powers of Committee

The Committee of Management of the Society (“the Committee”), subject to the Act, the Regulations and these rules

- (a) shall control and manage the affairs of the Society,
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by a general meeting of members of the Society, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society

18. Constitution and Membership

Membership

- a) The membership of the Committee shall comprise

- (i) Executive of four comprising



Chairperson
Deputy Chairperson
Secretary
Treasurer

(ii) The remainder of the Committee will comprise of no more than eight (8) persons of which ideally at least two (2) members shall be Practice Nurses and ideally at least two (2) shall be rural General Practitioners Six (6) persons will represent the six (6) regions and two (2) persons will represent the North and South Islands At least one (1) General Practitioner and one (1) Practice Nurse will represent North and South Islands

b) Subject to Rule 18(a)(ii), one General Practitioner or Practice Nurse shall represent each of the following geographical regions

- (i) Northern North Island
- (ii) Western Middle North Island
- (iii) Eastern Middle North Island
- (iv) Southern North Island
- (v) Northern South Island
- (vi) Southern South Island

c) At the first Annual General Meeting, and subsequently, biennially at the Annual General Meeting, nominations will be taken for the Executive – Chairperson, Deputy Chairperson, Secretary and Treasurer All nominees must be members of the Society A holder of any specific office of the executive will be eligible for re-election up to 3 times

(e) Subject to Rule 38 voting for the executive will be held at the Annual General Meeting

(f) Subject to Rule 18(b),

Candidate nominations will be accepted from each of the six(6) regions, provided they meet with the membership criteria

To be considered a successful nominee within each region, there must be a clear record of having canvassed the regional membership in relation to developing a candidate list, that a democratic ballot is undertaken with sufficient notice of ballot, including candidate's details, date of ballot, reason for ballot, that the voting is held in a professional manner, subject to scrutiny by external auditors if necessary, that the result of the vote reflects that the successful nominee has the majority of support of the region and that the nominee is therefore regarded to be the democratically elected representative for that region



Alternatively if there is a regional, democratically elected Institution, representing only and all the regional membership, and the Institution has canvassed its members, and has their agreement, it would be appropriate for this institution to appoint the regional member
Elections or appointments will be held biennially

- (g) Subject to Rule 18 ©,
Candidate nominations will be accepted, one from the North Island and one from the South Island
To be considered a successful nominee from each Island, there must be a clear record of having canvassed each Island's members in relation to developing a candidate list, that a democratic ballot is undertaken with sufficient notice of ballot, including candidate's details, date of ballot, reason for ballot, that the voting is held in a professional manner, subject to scrutiny by external auditors if necessary, that the result of the vote reflects that the successful nominee has the majority of support of the region and that the nominee is therefore regarded to be the democratically elected representative for that region
Elections will be held biennially
- (h) A detailed successful candidate list (refer rule 18 f & 18 g) shall be in the hands of the Secretary not less than one week before the appropriate AGM
- (i) The successful candidates (Rule 18 B) shall be announced at the first Annual General Meeting and subsequent biennial Annual General Meetings
The successful candidates should be ratified at the appropriate Annual General Meeting by the Executive, for the purpose of acknowledging the election process as being fair and democratic and endorsing the successful candidates as being the democratically elected representatives of the region and the "will" of the membership within the regions have been accomplished
- (j) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the next Annual General Meeting that coincides with the biennial elections
- (k) The Committee may appoint one person who need not be a member of the Society as an honorary member of the Committee The appointment shall continue until the Committee serves written notice determining the appointment

19. Officers of the Society



The officers of the Society shall comprise the Chairperson of the Committee, Deputy Chairperson, Secretary, Treasurer and any other positions as determined by the Committee

20. Chairperson

The Chairperson will be appointed at the first AGM for a term of two Years The Chairperson is eligible for re-election

The Chairperson may be removed from office by a vote at a SGM

The Chairperson may resign by notice in writing to the Secretary at the registered office

The Chairperson will be eligible for re-election up to 3 times

Duties

- (a) to perform duties as itemised elsewhere in the rules, and as would normally be expected of a Chairperson
- (b) to act as spokesman for the Network

21 Deputy Chairperson

The Deputy Chairperson will be appointed at the first AGM for a term of two years The Deputy Chairperson is eligible for re-election up to 3 times

Duties

Duties are to be part of the Executive and available to take over the Chairperson's responsibilities when the Chairperson is unavailable

22. Secretary

The Secretary will be appointed at the first AGM for a term of two years The Secretary is eligible for re-election up to 3 times

Duties

to keep minutes of

- (i) all appointments of office-bearers and members of the Committee,
- (ii) the names of members of the Committee present at the Committee meeting or an Annual or Special General Meeting, and



- (111) all proceedings at Committee meetings and Annual or Special General Meetings
- (b) to call and attend all meetings of the network and take minutes thereof,
- (c) to take charge of all documents, correspondence, books, papers and records (other than financial) of the society,
- (d) to keep members of the society informed of the activities of the Committee

23. Treasurer

The Treasurer will be appointed at the first AGM for a term of two (2) years. The Treasurer will be eligible for re-election up to 3 times

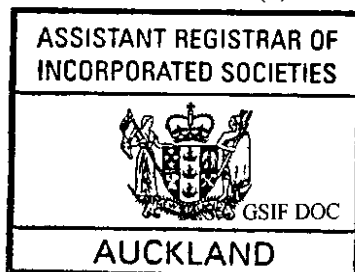
It is the duty of the Treasurer of the Society to ensure that

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) 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
- (c) an up to date list of members of the Society is kept as in Rule 12 above
- (d) a monthly statement of accounts is presented to the executive

24. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member

- (a) dies,
- (b) ceases to be a member of the Society,
- (c) becomes insolvent under administration within the meaning of the Insolvency Act 1967,
- (d) resigns office by notice in writing given to the Secretary or nominee,
- (e) becomes of unsound mind, or



- (f) is absent without the consent of the Committee from three consecutive meetings of the Committee

25. Meetings and quorum

- a) The Committee shall meet at least and not less than once in each calendar month at such place and time, or by electronic communication, as the Committee may determine **PROVIDED THAT** the Committee may by special resolution meet more or less frequently as determined from time to time by the Committee
- b) Additional meetings of the Committee may be convened by the Chairperson or by any member of the Committee
- c) Oral or written notice of a meeting of the Committee shall be given by the Secretary or nominee to each member
- d) Notice of a meeting given under rule 23(c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business
- e) The Committee shall determine the manner of running its meetings and regular meetings of the Society as are consistent with good practice and management of committees
- f) Seven (7) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee
- g) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place at the same hour of the same day in the following week
- h) 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
- i) At a meeting of a Committee
 - ii) the Chairperson shall preside, or
 - ii) if the Chairperson is absent or unwilling to act, the Deputy Chairperson will preside or if absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside



26. Delegation by Committee to Sub-Committee

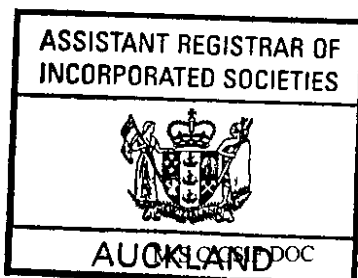
- a) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than
 - i the power of delegation, and
 - ii a function which is the duty imposed on the Committee by the Act or by any other law
- b) A function the exercise of 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
- c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function of the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation
- d) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated
- e) 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 Committee
- f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule
- g) A Sub-Committee may meet and adjourn as it thinks proper

27. Voting and decisions

- a) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting
- b) Any honorary member shall have the right to attend Committee or Sub-Committee meetings and the right to speak but shall have no right to vote
- c) Each member present at the meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to vote but, in the event of any equality of votes on any question, the Chairperson may exercise a second or casting vote



- d) Subject to rule 26(g), the Committee may act notwithstanding any vacancy on the Committee
- e) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee



**PART IV
GENERAL MEETINGS**

28. Annual general meeting - holding of

- a) The Society shall, at least once in each calendar year and within the period of twelve (12) months after the expiration of each financial year of the Association, convene an annual general meeting of its members

29. Annual general meetings - calling of and business at

- a) The annual general meeting of the Society shall, subject to the Act and to rule 25, be convened on such date and at such place and time as the Committee thinks fit

- b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an annual general meeting shall be

i to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

ii to receive reports upon the activities of the Society during the last preceding financial year from the Chairperson, from the Treasurer and any other reports as the Society determines,

iii to elect the executive members,

iv the Executive to ratify the remaining Committee members subject to Rules 18 (f) (g) (i)

v to appoint any honorary members (if appropriate),

vi to receive and consider the annual financial statements which are required to be submitted to the Registrar of Incorporated Societies pursuant to Section 23 of the Act

- c) An Annual General Meeting shall be specified as such in the notice convening it

30. Special general meetings - calling of

- a) The Committee may, whenever it thinks fit, convene a special general meeting of the Society

b) The Committee shall, on the requisition in writing of not less than 20 members convene a Special General Meeting of the Society



c) A requisition of members for a special general meeting

- i shall state the purpose or purposes of the meeting,
- ii shall be signed by the members making the requisitions,
- iii shall be lodged with the Secretary or nominee, and
- iv may consist of several documents in a similar form, each signed by one or more of the members making the requisition

d) If the Committee fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting lodged with the Secretary or nominee, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date

e) A Special General Meeting convened by a member or members according to the rules of this Society shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred

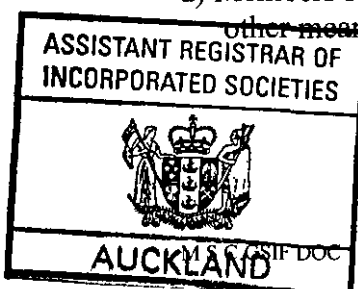
31. Notice

a) 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 or nominee shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to all members a notice specifying the place, date and time of the general meeting and the nature of the business proposed to be transacted at that general meeting

b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary or nominee shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying matters required to be discussed in accord with this deed and in addition to those matters, the intention to propose the resolution as a special resolution

c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to this deed

d) Members shall be notified by mail of the date of the Special General Meeting or by other means as approved by the Committee



- a) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary or nominee who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member

32. Procedure

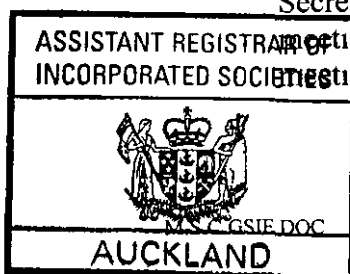
- a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item
- b) Twenty (20) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case 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
- d) 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 ten (10)) shall constitute a quorum

33. Presiding member

- a) The Chairperson or nominee shall preside as chairperson at each general meeting of the Society
- b) If the Chairperson or nominee is absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting

34. Adjournment

- a) 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, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
- b) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary or nominee shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting



- c) Except as provided in rules 29(a), 29(b) and 32(b), 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

35. Making of decisions

- a) A question arising at a general meeting of the Society shall be determined on a show of hands or voice response and unless, before or on the declaration of the show of hands or voice response, a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, or voice response, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
- b) At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than five (5) members present in person
- c) Where a poll is demanded at a general meeting, the poll shall be taken
- i immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
 - ii in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs

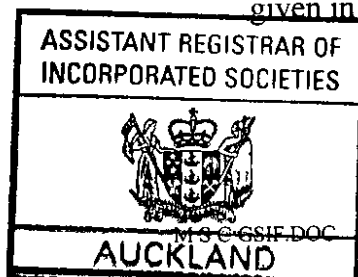
And the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter

36. Special resolution

A resolution of the Society is a special resolution if 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, vote in person or by proxy at a general meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules

37. Unanimous resolution

A resolution of the Society is a unanimous resolution if every member of the Society as being entitled under these rules so to do, votes in person or by proxy at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a unanimous resolution was given in accordance with these rules



38 Voting

- a) Upon any question arising at a general meeting of the Society a member has one vote only
- b) All votes shall be given personally or by proxy but no member may hold more than two (2) proxies
- c) 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
- d) Voting may be by voice or show of hands in face to face, teleconference, video conference or any other electronic medium
- e) In situations approved by the Committee – Postal Voting is acceptable

39. Appointment of proxies

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary or nominee not later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed
- a) The notice appointing the proxy shall be in a form approved by the Committee



**PART V
MISCELLANEOUS**

40. Insurance

The Society may effect and maintain insurance if it thinks fit

41 Funds

- a) The funds out of the Society shall be derived from membership fees and donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines
- b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account
- c) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt

42. Funds - management

- a) The funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Committee determines
- b) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Chairperson and the Treasurer or their nominee

43. Alteration of objects and rules

All rules of the Society may be altered, rescinded or added to only by a special resolution of the Society **PROVIDED THAT** it shall not be lawful to make any amendments to this document which would detract from the Society's exclusively charitable nature

These alterations can be serviced at Annual General Meetings or Special General Meetings

44. Common seal

- a) The Common seal of the Society shall be kept in the custody of the Secretary or nominee

The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common seal shall be



attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of a nominee approved by the Committee

45. Custody of books, etc

Except otherwise provided by these rules, the Secretary or nominee shall keep in his or her custody or under his or her control all records, books and other documents (apart from financial) relating to the Society

46. Audit

The Society will arrange for an annual audit of the books
The report of such audit is to be presented to the Annual General Meeting

47. Inspection of books, etc

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour

48. Deputy of notices

- a) For the purpose 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 to the member at the member's address shown in the register of members
- b) Where a document is sent to a member by properly addressing, prepaying and posting to the person 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 would have been delivered in the ordinary course of post

49. Surplus property

- a) If the Society should at any time by reason of statutory proceedings or from any other cause whatsoever be wound up or in the course of winding up and if upon the winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any properties and assets whatsoever the same shall not be paid to or distributed amongst the then members of the Society but shall be paid, given or transferred to some other institutions having **charitable objects** within New Zealand similar to the charitable objects of the Society such institution or institutions to be selected by the members of the Society at or immediately prior to the time of dissolution or in default of any Selection by the High Court of New Zealand having jurisdiction in the subject matter of the proceeding in question



Where a fund has been raised by way of voluntary contributions howsoever made by members or by any person whatsoever, for a specific purpose being charitable within the meaning of Section 38 (excluding those parts of Section 38 which are not charitable under general law) of the Charitable Trust Act 1957, and it becomes impossible or impracticable to carry out that specific purpose or there remains a surplus fund after the specific purpose has been carried out, that surplus fund shall be applied for some other purpose or purposes being charitable within the meaning of Section 38 (excluding those parts of Section 38 which are not charitable under general law) of the Charitable Trusts Act 1957, as the Committee thinks fit, and the Committee shall have all such powers as may be necessary to apply such fund for such purpose or purposes

50. Payment etc of office bearers members

(a)The income and property of the Society shall be held and applied solely for the purposes of the Society

(b)No portion of such income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the persons who at any time or times are or have been members of the Society

©nothing herein contained shall prevent

(1)the payment in good faith of reasonable remuneration or wages to any officers or servants of the Society or to any member of the Society or any other person in return for any services actually rendered to the Society or

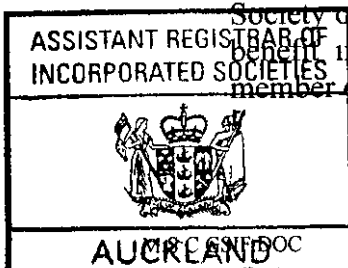
(2) the gratuitous distribution of moneys or goods among or sale of goods at a discount to members of the Society or

(3)the bona fide relieving or assisting of people or the wives, widows, families or relations of members of the Society who have become poor and necessitous or are deceased or

(4)prevent the payment of interest at the current market rate for the time being on any money borrowed from any member of the Society for any of the purposes of the Society or

(5)be deemed to exclude any member of the Society from the benefit of any grant made under or in the furtherance of any of the objects of the Society

(d) A member of the Committee shall not be appointed to any salaried office of the Society or any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Committee except



- i) repayment of out of pocket expenses,
- ii) interest at the rate not exceeding interest at the rate for the time being which is not or would be charged by the Society's bankers for money lent to the Society, and
- iii) reasonable and proper rent for premises let to the Society

51. Vacation of office

Without limiting other rules in this deed, the office of a member of the Committee shall become vacant if

- (a) the member holds an office of profits in the Society,
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Society



Incorporated this *13*
day of *July* *2000*
K. A. MANOLAS
Assistant Registrar of Incorporated Societies