

**CONSTITUTION OF THE SCIENCE COMMUNICATORS
ASSOCIATION OF NEW ZEALAND INCORPORATED**

SCANZ

Science Communicators Association of New Zealand



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RULES OF THE SCIENCE COMMUNICATORS ASSOCIATION OF NEW ZEALAND INCORPORATED

1. NAME AND REGISTERED OFFICE

- 1.1 The name of the Association shall be the Science Communicators Association of New Zealand Incorporated.
- 1.2 The registered office of the Association shall be in such a place in New Zealand as the Executive Committee determines.

2. DEFINITIONS

- 2.1 In these rules, unless a contrary intention appears:
 - 2.1.1 "The Act" means the Incorporated Societies Act 1908 as amended or substituted from time to time;
 - 2.1.2 "Association" means the Science Communicators Association of New Zealand Incorporated, also known as SCANZ;
 - 2.1.3 "Member" means a member of the Association, including ordinary members, concession members, honorary members, and corporate members;
 - 2.1.4 "Executive Committee" means the Executive Committee of the Association;
 - 2.1.5 "Objects" means the Association's objects set out in clause 3.1.

3. OBJECTS

- 3.1 The objects for which the Association is established are:
 - 3.1.1 To promote science communication.
 - 3.1.2 To foster professional communication of science and technology, especially through high standards in the crafts of journalism and other forms of communication.
 - 3.1.3 To promote awareness and understanding of science and technology.
 - 3.1.4 To celebrate achievements in science and science communication.
 - 3.1.5 To encourage discussion and debate of ethical, policy, economic and social issues related to science and technology.
 - 3.1.6 To provide opportunities for dialogue between science and technology communicators.

4. MEMBERSHIP

- 4.1 Membership of the Association shall consist of the following four categories: Ordinary, Corporate, Concession and Honorary:

- 4.1.1 Ordinary membership shall be open to any person who, in the opinion of the Executive Committee, has a sufficient interest in or connection with the Objects.
- 4.1.2 Corporate membership shall be open to all statutory organisations, boards, corporations, trusts and public and private companies which, in the opinion of the Executive Committee, have a sufficient interest in or connection with the Objects.

The membership fee for Corporate Members shall be representative of the numbers of individuals becoming members as part of the corporate membership. Corporate members shall be limited to ten (10) individual members per corporate memberships.

- 4.1.3 Concession membership shall be open to any person who, in the opinion of the Executive Committee, has a sufficient interest in or connection with the Objects, and who at the time of joining or renewal is non-waged, a low-earner, a student enrolled full or part time at an education institute with a minimum of six (6) months remaining on their programme, or an individual who fulfils any other criteria for eligibility that has been set by the Executive committee.

The membership fee for Concession Members shall be at a reduced rate as set by the Executive Committee.

- 4.1.4 Honorary membership may be extended to nominated Members whose contribution to the Association is considered to be outstanding by the Association at a General Meeting.

Honorary Members shall be exempt from the requirement to pay the Annual Membership Fee.

- 4.2 Subject to Rule 4.1, the Annual Membership Fee, any joining fee, any other subscription rates and the conditions of membership shall be as determined at any Annual or General Meeting of the Association. The Executive Committee may, from time to time, provide for other categories of membership and determine the rights and the manner in which those categories are established.
- 4.3 Applications for membership shall be:
 - 4.3.1 addressed to the Association in such form as the Executive Committee may, from time to time, decide; and
 - 4.3.2 considered by the Executive Committee, who shall have absolute discretion on the granting or refusal of such applications without assigning any reason.
- 4.4 A Member that is a statutory organisation, board, corporation, trust, public or private company shall be regarded as one membership entity and shall not be entitled to apportion its rights as a Member amongst its trustees, shareholders, members or partners, and must exercise the rights afforded it as a Member as one entity only.
- 4.5 Ordinary members, non-waged members, honorary members and all members of the Executive Committee shall have full voting rights at all Annual and General Meetings.
- 4.6 Representatives of Corporate Members may attend Annual and General Meetings and participate in debates on matters of business, and shall have the full rights as standard members.

- 4.7 Each member is bound by this constitution and any by-law issued by the Executive Committee.

5. CESSATION OF MEMBERSHIP

5.1 Voluntary Cessation of membership:

- 5.1.1 A Member of the Association may retire by giving twenty (20) working days' notice in writing to the Executive Committee, subject to payment of all subscriptions due at the date of the giving of such a notice. No subscriptions already paid shall be refundable unless approved by the Executive Committee.

5.2 Termination of membership:

- 5.2.1 Membership may be terminated, or membership rights and obligations suspended, by the unanimous decision of the Executive Committee, or by a poll of the Members requiring 75% of Member votes in favour of such suspension or termination, when a Member:

- (i) fails to meet the subscription liability of the Association;
- (ii) fails to act in a manner consistent with the good name of the Association;
- (iii) acts in a manner liable to bring the Association into disrepute;
- (iv) acts in a manner, which in the opinion of the Executive Committee may prevent one or more of the objects of the Association being achieved.

6. APPEAL

- 6.1 In the case of a decision to suspend or terminate membership the Secretary shall, within five (5) working days of the decision, notify the Member in writing of the decision. That Member may, within ten (10) working days after the date of receiving that notice, give written notice to the Secretary of their intention to appeal to the Association against the decision.
- 6.2 In the event of an appeal the Executive Committee shall set a date for the hearing of the appeal at a General Meeting of the Association to be held within twenty (20) working days after the receipt of the written notice of appeal. At least fourteen (14) working days' notice of the business relating to the appeal shall be given in writing to every Member of the Association.
- 6.3 The Members shall decide by majority vote whether to allow the appeal.
- 6.4 The action of the Executive Committee to suspend or terminate membership shall be final if no appeal action is taken within the period in clause 6.1.

7. OTHER DISPUTES

- 7.1 No Member of the Association, nor any member of any Branch of the Association or any affiliated associations, clubs, or other subsidiary organisations, shall bring before a Court of Law any differences or disputes (whether between such member(s) and the Association or between two or more members) concerning the interpretation or application of these Rules, or any bylaws or any other matters concerning the Rules or any bylaws. Instead, other than as provided in regards to suspension or termination of membership (which is dealt with by clauses 5 and 6), the provisions of this clause shall apply to such differences and disputes.

- 7.2 The parties involved in any differences or disputes shall first attempt in good faith to amicably settle such differences or disputes.
- 7.3 If the relevant parties cannot amicably settle the difference or dispute within fourteen (14) days of one party notifying the other in writing of the difference or dispute, either party may refer the matter to mediation.
- 7.4 If the parties cannot settle the difference or dispute at mediation within thirty (30) days of referral to mediation then the dispute or difference may be put to a General Meeting of the Association who may either (at its discretion):
- 7.4.1 at the request of either party approve (by majority vote) referral of the difference or dispute to the arbitration of a single arbitrator to be agreed upon by the parties, or failing agreement, to be nominated by the President of the New Zealand Law Society or his/her nominee, if the Association forms that view that the difference or dispute is of the nature that should be determined by arbitration; or
 - 7.4.2 decide conclusively by (majority vote) upon the validity of the difference or dispute, the apportionment of costs, and whether any action should be taken in relation to each party in light of its decision regarding the difference or dispute.
- 7.5 If the matter is referred to arbitration, the arbitration will be conducted in accordance with, and subject to the provisions of, the Arbitration Act 1996 and the decision of the arbitrator will be final and conclusive.

8. FORFEITURE

- 8.1 Any person whose membership of the Association has been terminated in accordance with these Rules shall forfeit all interest in any funds or other property belonging to the Association.

9. MANAGEMENT, CONTROL AND ADMINISTRATION

9.1 The Executive Committee

- 9.1.1 The Executive Committee shall consist of a President, Secretary and Treasurer, and a minimum of three (3) and a maximum of six (6) Members, who must all be elected by majority vote at the Annual General Meeting. Up to five (5) others may be co-opted onto the Executive Committee.
- 9.1.2 At the first meeting of the Association and at every Annual General Meeting held thereafter, the Association shall elect an Executive Committee who shall hold office until retirement or removal from office or election of successors to office.
- 9.1.3 A minimum of two Executive Committee members shall be required to retire at every Annual General Meeting.
 - (i) In the case where no member volunteers to retire, the two retiring members shall be the Executive Committee members having the longest time in office since their last election;
 - (ii) In the event of more than two Executive Committee members have been in office for the same amount of time since their last election, then the Executive Committee members to retire shall be determined by consensus of the

Executive Committee members subject to retirement in that year and if no consensus can be reached, then by ballot of Executive Committee members,

- (iii) Retiring Executive Committee members shall be eligible for re-election.

9.2 Powers and Duties

- 9.2.1 The Executive Committee may carry on any business in connection with the Objects, including paying all expenses incurred in promoting and registering the Association, and exercising all such power of the Association as are not, by the Act or by this constitution, required to be exercised by the Association in General Meeting.
- 9.2.2 No resolution of the Association shall invalidate any prior act of the Executive Committee, which would have been valid, if the resolution had not been passed.
- 9.2.3 Without limiting clause 9.2.1 the Executive Committee shall have the authority to do, but is not limited to doing, the following:
 - (i) Sponsor and promote conferences, workshops, seminars and guest addresses on issues of national scientific and technological significance and topicality.
 - (ii) Assist in the development of courses and training in science awareness, communication and journalism at all levels.
 - (iii) Arrange professional workshops on science journalism and communication and its ethical practice.
 - (iv) Sponsor and present awards for science journalism and communication.
 - (v) Sponsor scholarships and/or overseas travel for talented individuals, or arrange sponsorship for them.
 - (vi) Arrange exchanges with overseas science and technology communication professionals.
 - (vii) Publish a newsletter and/or journal.
 - (viii) Develop a website for members and those with an interest in science communication.
 - (ix) Delegate any of its powers to such person(s) on such terms and conditions as the Executive Committee determines from time to time.
 - (x) Appoint committees of the Executive Committee and delegate any of the Executive Committee's powers to such committees on such terms and conditions as it sees fit.
 - (xi) Enter into any contract or arrangement.
 - (xii) Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the Association's powers.

9.3 Meetings

9.3.1 Purpose and timing

- (i) The Executive Committee shall meet not less than three times in a year. Otherwise, the Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.

9.3.2 Voting

- (i) Questions arising at any Executive Committee meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- (ii) Each Executive Committee member shall have one vote.

9.3.3 Calling Meetings

- (i) An Executive Committee member may, and the Secretary on the request of an Executive Committee member shall, summon a meeting of the Executive Committee at any time. Such notice as is reasonable in the circumstances shall be given of Executive Committee meetings, provided that it shall not be necessary to give notice of a meeting to any Executive Committee member who is absent from New Zealand.
- (ii) Unintentional or inadvertent failure to give such notice shall not invalidate the proceedings of the Executive Committee meeting if a quorum is present.

9.3.4 Quorum

- (i) The quorum necessary for the transaction of any business of the Executive Committee shall be four (4) but if the total Executive Committee membership is nine (9) or over the quorum shall be five (5).
- (ii) If the number of Executive Committee members falls below the necessary quorum, the National Council may only act for the purposes of increasing the number of Executive Committee members or summoning a General or Annual Meeting of the Association, but for no other purpose.

9.3.5 Validity of Actions

- (i) All acts done by any meeting of the Executive Committee, or of a committee of Executive Committee members, or by any person acting as an Executive Committee member shall, notwithstanding that it is afterwards discovered that there was some unintentional or inadvertent defect in the appointment of any such Executive Committee member or person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member.

9.3.6 Resolution in Writing

- (i) A resolution in writing, signed all the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the

Executive Committee. Any such resolution may consist of several documents in like form, each signed by one or more Executive Committee members.

9.3.7 Minutes

The Executive Committee shall cause minutes to be made that record:

- (i) All appointments of officers made and committees established by the Executive Committee;
- (ii) The names of the Executive Committee members present at each meeting of the Executive Committee and at each committee meeting of the Executive Committee;
- (iii) All resolutions and proceedings at all meetings of the Executive Committee and at all meetings of any committee of the Executive Committee.

9.4 Interested Member

9.4.1 An Executive Committee member who is in any way, either directly or indirectly, interested in a transaction (including a contract or proposed contract) with the Association shall declare the nature of his/her interest at first the meeting of the Executive Committee after he or she becomes aware of his or her interest in the transaction.

9.4.2 For the purpose of clause 9.4.1 a general note given to a meeting of the Executive Committee to the effect that that member is a member of a specified entity and is to be regarded as interested in any transaction which may, after the date of the notice, be made with that entity shall be a sufficient declaration of interest in relation to any transaction entered into with that entity.

9.4.3 During consideration by the Executive Committee of any matter in which any Executive Committee member has declared an interest, the Chairperson may require the interested Executive Committee member to withdraw from that period of the meeting in which the matter is to be discussed. The Executive Committee member shall not:

- (i) Vote in respect of any transaction in which he/she is interested, and if that Executive Committee member does so vote that vote shall not be counted; or
- (ii) Be counted in the quorum present at the meeting.

9.4.4 The prohibitions in clauses 9.4.1 to 9.4.3 may, at any time, be suspended or relaxed to any extent and either generally or in respect of any particular transaction, by the majority vote of the Association at General Meeting.

9.5 Disqualified Member

9.5.1 Any member of the Executive Committee shall automatically vacate office if that member:

- (i) Becomes bankrupt or makes any arrangement or compromise with creditors generally; or

- (ii) Becomes of unsound mind, or becomes a protected person under the Protection of Personal and Property Rights Act 1988; or
- (iii) Resigns office by giving two months' notice in writing to the Executive Committee; or
- (iv) Is absent from three consecutive meetings of the Executive Committee without obtaining leave from the Executive Committee.

9.6 Casual Vacancies

- 9.6.1 If any vacancy occurs in any office or position of the Association to which any person is elected (including in the membership of the Executive Committee) the Executive Committee may (as soon as practicable after such vacancy occurs) appoint a person to fill such a vacancy until the next Annual General Meeting and any Executive Committee member so appointed shall be eligible to offer themselves for re-election.

9.7 Removal of Executive Committee Member

- 9.7.1 A member(s) of the Executive Committee shall automatically vacate office if the Members pass a special resolution by a majority of 75% of Members at any General Meeting validly called for the purpose of removing the particular Executive Committee member(s) from the Executive Committee.

9.8 By-laws

- 9.8.1 The Executive Committee may resolve to make, alter or rescind by-laws, which shall not be repugnant to this constitution or the provisions of the Act. The Executive Committee shall give written notice of the passing of such by-laws to all Members. A copy of such by-laws and of this constitution shall be kept by the Association's Executive Committee for inspection.

9.9 Power to Borrow

- 9.9.1 The Executive Committee shall have the power to borrow, for the working expenses of the Association or for other purposes, such amounts of money at such rates of interest, and on such terms as the Executive Committee may deem necessary or expedient. Any Member becoming surety for any loan shall be indemnified by the Association in respect of such surety. No borrowing shall be entered into which, in the exercise of reasonable prudence, may prejudice the financial viability of the Association.

9.10 Expenses and Remuneration of Executive Committee Members

- 9.10.1 The Association shall reimburse Executive Committee members for all the reasonable expenses incurred by them in the undertaking of their duties relative to the Association's business and affairs.
- 9.10.2 Remuneration as deemed appropriate may be paid to the Executive Committee members recognising the level of commitment involved, and the importance of attracting suitable Executive Committee candidates. The level of remuneration shall be determined by General Meeting upon recommendation by the Executive Committee.

10. SECRETARY - who may also assume the office of Treasurer

- 10.1 The Secretary shall be elected at the Annual General Meeting and shall attend to the arrangement and organisation of Executive Committee meetings and shall generally assist in the administration of the Association, including:
- 10.1.1 In liaison with the Chairperson, summon meetings of the Executive Committee by notifying all Executive Committee Members of the venue, date and agenda to be discussed at the Executive Committee meeting.
 - 10.1.2 Keep minutes of all Annual or General Meetings of the Association and all Executive Committee meetings.
 - 10.1.3 Hold in his or her custody all papers and documents relating to the affairs of the Association. Conduct correspondence on behalf of the Association and attend to all clerical work.
 - 10.1.4 Attending to such other duties as may form part of the job description determined, or approved, by the Executive Committee.

11. TREASURER - who may also assume the office of Secretary

- 11.1 Shall be elected at the Annual General Meeting and shall be responsible for keeping such books of account as may be necessary to provide a true record of the Association's financial position, the collection of all monies owed to the Association and the payment of all accounts, and the preparation of regular financial updates to the Executive Committee including:
- 11.1.1 Preparing an annual financial statement, furnishing it to the Association at each Annual General Meeting, and ensuring that it is filed with the Registrar of Incorporated Societies, as required by section 23 of the Act.
 - 11.1.2 Attending to such other duties as may form part of the job description determined, or approved, by the Executive Committee.

12. EXECUTIVE OFFICER

- 12.1 The Executive Committee may appoint an Executive Officer for such period and on such terms as it thinks fit. The Executive Committee may, from time to time, confer upon the Executive Officer any of the Executive Committee's powers on such terms and conditions as it sees fit and may revoke or vary any or all powers.
- 12.2 Without limiting clause 12.1, the Executive Officer may have primary responsibility for the implementation of Executive Committee policy and decisions and the administration of the Association's affairs, including responsibility to:
- 12.2.1 Collect and account to the Executive Committee for all subscriptions and other moneys payable to the Association and attend to banking and disbursement therefrom under the authority of the Executive Committee.
 - 12.2.2 Administer the account with the bank nominated by the Executive Committee into which all moneys shall be promptly paid.
 - 12.2.3 Keep proper accounts of the financial affairs of the Association.
 - 12.2.4 Report to the Executive Committee meetings the financial state of the Association.

- 12.2.5 Present an Annual Balance and Statement of the Assets and Liabilities of the Association at each Annual General Meeting.
- 12.2.6 Keep a register of all Members.
- 12.2.7 Prepare books for auditing, if required.
- 12.2.8 Render all necessary Inland Revenue Department returns by their due dates.
- 12.2.9 Employ and/or dismiss staff in accordance with Executive Committee policy and direct and control their functions.
- 12.2.10 Attend to such other duties as may form part of the job description determined, or approved, by the Executive Committee.

13. FINANCIAL REPORTING

- 13.1 If the Executive Committee does not appoint an Executive Officer who is an accountant, the annual accounts of the Association shall be examined ~~and their trueness and fairness shall be reported upon by an auditor~~ by an accountant.
- 13.2 **No review or audit of the annual financial statements is required unless a review or audit is requested by at least 50% of members at any properly convened Society Meeting.**

14. MEETINGS

14.1 Annual General Meetings

- 14.1.1 An Annual General Meeting shall be called by the Executive Committee once in each calendar year in November, or an alternative date fixed by the Executive Committee that shall be no later than 15 months after the previous Annual General Meeting.
- 14.1.2 The Executive Committee shall serve at least twenty one (21) days' notice to all Members and all Executive Committee Members of:
 - (i) The date and place of the Annual General Meeting; and
 - (ii) The business, which is to be considered at the Annual General Meeting.
- 14.1.3 The agenda of an Annual General Meeting shall include:
 - (i) Confirmation of the Minutes of the previous Annual General Meeting.
 - (ii) Tabling of reports, including financial reports, on the activities of the Association during the previous financial year;
 - (iii) Election of the Executive Committee member(s) for the vacant positions for the ensuing year;

14.2 General Meetings

14.2.1 Notice of Meeting

- (i) General Meetings shall be called by:
 - (a) The Executive Committee regularly throughout the year for the purpose of transacting Association business and for such other purposes as it deems fit, including allowing Members and the interested public to listen to invited speakers; or
 - (b) The Secretary or Executive Officer, on receipt of a request for such a meeting that states the objects of the meeting and is signed by or on behalf of at least 25% of Members. Such meetings shall be held within twenty one (21) days of the date of that request.
- (ii) A General Meeting may only transact matters if the details of those matters have been notified in writing to all Members entitled to vote, including all Executive Committee members, at least fourteen (14) days in advance.
- (iii) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

14.3 Quorum

- 14.3.1 The quorum necessary for the transaction of any business at a General Meeting shall be 15% of the current Ordinary membership or ten Members (whichever is the lesser) present at the meeting in person or by proxy.
- 14.3.2 No business shall be transacted by a General Meeting unless a quorum is present. If within half an hour after the time appointed for the Meeting 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. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the Meeting, the Members present shall be a quorum.

14.4 President

- 14.4.1 The President of the Executive Committee shall be Chairperson of every meeting at which he or she shall be present (including meetings of the Executive Committee), and in the absence of the President another member of the Executive Committee nominated and agreed to (by majority vote of those present at the meeting) shall be Chairperson.
- 14.4.2 The Chairperson shall regulate the proceedings of the meeting.
- 14.4.3 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but

otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.5 Voting

- 14.5.1 Except as otherwise stated in this constitution, Matters of Association business at a General Meeting shall be passed by a simple majority vote of eligible Members or their proxies.
- 14.5.2 Every Member (except for corporate Members) has one vote, provided that ordinary Members and non-waged Members shall only be entitled to vote if they have paid their membership fees for the financial year in which the vote is being taken.
- 14.5.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 14.5.4 Any Member may exercise his or her votes by proxy with respect to any matter to be dealt with at a meeting of the Association (including poll votes), provided that the:
 - (i) Matter has been specified in the notice of the meeting; and
 - (ii) Instrument appointing a proxy, or an appropriately certified copy, has been received by the Executive Committee of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 14.5.5 Provided the requisite notice has been issued and a quorum is present, if an irregularity occurs in the convening or holding of any meeting of the Association or of the Executive Committee which is not objected to at the time, all proceedings at such meetings shall be valid as if the irregularity had not occurred. If any irregularity is objected to, the meeting shall decide by majority upon the effect thereof and such decision shall be final and conclusive.

15. BRANCHES

- 15.1 Members within different regions of New Zealand, may, with the approval of the Executive Committee, form a Branch of the Association, elect office bearers, maintain their own financial accounts and hold meetings.
- 15.2 Each Branch shall, upon the election of its office bearers, inform the Secretary of their names and contact details.
- 15.3 Branches must conduct any business in accordance with the rules and objects of the Association (including as set out in any by-laws) and the rules of the Branches must accord with the rules and objects of the Association (including as set out in any by-laws).
 - 15.3.1 If the Executive Committee decides that the business or rules of a Branch are in breach of clause 15.3, the Executive Committee may revoke the approval of that Branch to be a Branch of the Association. The Executive Committee shall give the Branch written notice of its decision within five (5) working days of reaching the decision.

16. FINANCES

- 16.1 Membership Fees shall be payable within two (2) months of notice of the fees being due after which membership may be terminated. To rejoin the Association, the Executive Committee may require a person to pay the relevant subscription rates including the Annual Membership Fee and any joining fee.
- 16.2 The Executive Committee will approve up to four (4) members of the Executive Committee to approve transactions relating to the Association's accounts, one of whom shall be the Treasurer.
- 16.3 The funds of the Association shall be paid into a bank account in the name of the Association and shall only be withdrawn by digital transactions approved by two members approved under clause 16.2.
- 16.4 All transactions above such limit as the Executive Committee may from time to time determine must be signed by the Treasurer as well as by one (1) member approved under clause 16.2.
- 16.5 The Association's balance date shall be March 31st with the financial report to be prepared by not later than 28 days before the Annual General Meeting.

17. CONTROL AND INVESTMENT OF FUNDS

- 17.1 The Executive Committee shall have the following powers provided no such powers shall be exercised which, in the exercise of reasonable prudence, may prejudice the financial viability of the Association:
 - 17.1.1 To invest and deal with the moneys of the Association not immediately required in such a manner as may from time to time be determined.
 - 17.1.2 To lend and advance money (including beyond an advance made as an ordinary activity of the Association) or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations.
 - 17.1.3 To do all, or any acts aforesaid, or exercise all or any of the powers conferred upon the Association jointly with any person, and to become jointly or jointly and severally liable with any such person, on any contract or obligation.
 - 17.1.4 Undertake any scheme or arrangement to attain any of the objects of the Association stated in this constitution.
- 17.2 Nothing in this constitution shall permit any part of the funds of the Association to be used or to be available to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This shall apply notwithstanding any other provision in this constitution to the contrary.

18. COMMON SEAL

- 18.1 The Common Seal of the Association shall be approved and adopted by the Executive Committee and kept in the custody of the Secretary.

18.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatory of any two members of the Executive Committee or one member of the Executive Committee and a Secretary or any other person appointed by the Executive Committee to act on its behalf.

19. AMENDMENT OF CONSTITUTION

19.1 This constitution may be altered, added to or rescinded only with the agreement of more than 50% of Members present, including proxies, at the Annual General Meeting or at a General Meeting called by the Executive Committee for the purpose. The notice of such meeting shall contain the proposed alteration, addition or rescission.

19.2 No alteration of this constitution shall be authorised or valid which shall prejudice a member's entitlement under clause 16 or which does not comply with the Act.

20. DISSOLUTION

20.1 The Association may, at any time, be put into liquidation by a resolution carried by a majority of the valid votes cast by the Members present at any General Meeting of the Association convened under clause [10.2] of this constitution. Such a resolution must, however, be confirmed at a subsequent general meeting of the Association which has been called for that purpose and must be held not earlier than thirty (30) working days after the original resolution was passed in accordance with section 24(1) of the Act. Such a resolution must be confirmed by a resolution carried by a majority of the valid votes cast by Members voting at the general meeting in person or by proxy.

20.2 Notice of the passing of such resolution shall be given by the Executive Committee to the Registrar of Incorporated Societies. In the event of such liquidation the property of the Association shall, subject to the payment of its debts and liabilities and the costs and expenses of the liquidation, be distributed:

20.2.1 Option 1 - for such purposes in New Zealand as may be determined by the Association in accordance with a validly passed resolution to liquidate the Association (but no distribution shall be made to any Member of the Association).

20.2.2 Option 2 - to such society(ies) or other organisation(s) that has objectives that are similar to, or the same as, the Association and, in the absence of such society(ies) or other organisation(s), shall be distributed for such purposes in New Zealand as may be determined by the Association in accordance with a validly passed resolution to liquidate the Association, (but no distribution shall be made to any Member of the Association).