

Incorporated Society Alteration of Rules - Certificate



10052273377

Name of Society

THE NEW ZEALAND-AMERICAN ASSOCIATION (INC.)

Society Number

216596

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

N.C. HOLLICK

Position

SECRETARY

Signature

N.C. Hollick

Date

9.2.07

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details

Name and Postal Address:
 NZ American Assn.
 P.O. Box 2957
 Wellington
 6140

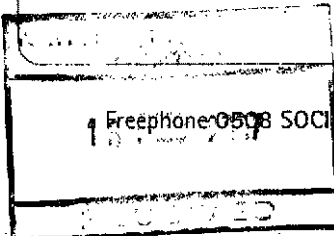
Other Details

Telephone: (04) 232 6053
 Email: ...@...nz

Post To

Incorporated Societies Register
 Companies Office
 Private Bag 92061
 Auckland Mail Centre 1020

NPC# 27
5 MAR 2007



THE NEW ZEALAND - AMERICAN ASSOCIATION (INC.)

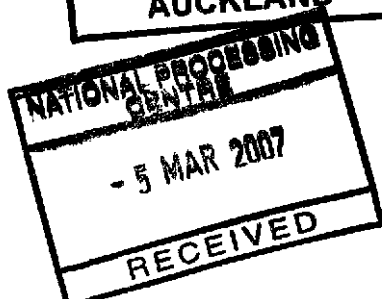


The Constitution of The New Zealand-American Association has been amended – as of 2006 – copy of which is attached.

R L G Talbot
Hon. R.L.G. Talbot
Chairman
Chairman

Larry M. Keim
L. M. Keim
Member of the NZ-AA Managing Committee
Member

N C Hollick
Secretary
Norah C. Hollick
Secretary



THE NEW ZEALAND-AMERICAN ASSOCIATION INCORPORATED

CONSTITUTION

(as amended 2006)

1. NAME:

The name of the Association is The New Zealand-American Association Incorporated ("the Association").

2. REGISTERED OFFICE:

The registered office of the Association shall be at such place as the committee may, from time to time, decide.

3. PURPOSES OF THE ASSOCIATION:

3.1 The purposes of the Association are:-

- (a) to promote understanding and friendship between Americans and New Zealanders, celebrating the values of democracy and sharing our cultures.
- (b) to promote the interchange of visits between the people of New Zealand and the United States of America by means of advertisement; the encouragement of tourism; and the provision of scholarships, grants, bursaries and by such other means as may be advantageous and expedient.
- (c) to extend fellowship to visitors from the United States of America and to afford facilities to enable them to gain an intimate knowledge of New Zealand and its people.
- (d) to attract active membership which will contribute to and support the purpose of the Association.
- (e) to encourage co-operation between New Zealand and the United States of America in the field of education; commerce; science; art; music and other cultural activities.
- (f) to combine; affiliate; associate with any organisation of New Zealand or elsewhere having purposes wholly or in part similar to the Association.
- (g) to form and assist in the formation of branch societies in accordance with the Incorporated Societies Amendment Act 1920 and any affiliate societies.
- (h) do anything else necessary or helpful to the above purpose.

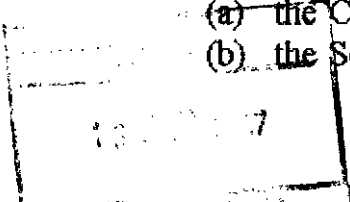
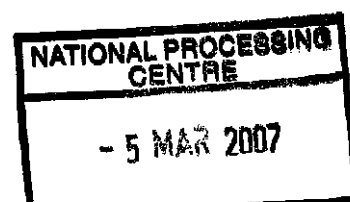
3.2. Pecuniary gain is not a purpose of the Association.

4. MANAGEMENT OF THE ASSOCIATION:

Managing Committee:

4.1 The Association shall have a managing committee ("the Committee"), comprising the following persons:-

- (a) the Chairperson
- (b) the Secretary



- (c) the Treasurer
- (d) at least one person from the U.S. Embassy
- (e) other members as the Association shall decide

- 4.2 Only members of the Association may be Committee members.
- 4.3 There shall be a minimum of ten (10) Committee members.
- 4.4 Committee members shall appoint a Deputy Chairperson from within the Committee.
- 4.5 Committee members shall hold office for a period not exceeding two consecutive years but shall be eligible for re-election to the Committee at the Annual General Meeting (Rule 7.1)
- 4.6 The Committee will have the power to elect a Patron or Patrons at any time who will hold office for one year from their appointment.

5. **APPOINTMENT OF COMMITTEE MEMBERS:**

- 5.1 The Committee will be elected at the Association's Annual General Meeting. At that meeting the members may decide by majority vote who shall have the title of Chairperson; Secretary; and Treasurer.

6. **CESSATION OF COMMITTEE MEMBERSHIP:**

- 6.1 Persons cease to be Committee members when –
 - (a) they resign by giving written notice to the Committee.
 - (b) they are removed by majority vote of the Society at an Association meeting.
 - (c) their term expires.
- 6.2 If a person ceases to be a Committee member, that person must, within one month, give to the Committee all Association documents and property.

7. **NOMINATION OF COMMITTEE MEMBERS:**

- 7.1 Nominations for members of the Committee shall be called for at least fourteen (14) days before the Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Secretary at least two (2) days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
- 7.2 If the position of any Committee member becomes vacant between Association meetings, the Committee shall appoint another Committee member to fill that vacancy until the next Association meeting.
- 7.3 If any Committee member is absent from three consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

8. **ROLE OF THE COMMITTEE:**

- 8.1 Subject to the rules of the Association ("the rules), the role of the Committee is to –

- (a) administer; manage; and control the Association.
- (b) carry out the purposes of the Association and use money or other assets to do that.
- (c) manage the Association's bank accounts.
- (d) ensure that all members follow the rules.
- (e) decide how a person becomes a member; and how a person stops being a member.
- (f) decide the times and dates for meetings and set the agenda for meetings.
- (g) decide the procedures for dealing with complaints.
- (h) set membership fees, including subscriptions and levies.
- (i) make regulations – to purchase, lease, or otherwise acquire lands, buildings or other premises for the furtherance of the purposes of the Association.
- (j) the Committee has all of the powers of the Association, unless the Committee's power is limited by these rules or by a majority decision of the Association.
- (k) decisions of the Committee bind the Association unless the Committee's power is limited by these rules or by a majority decision of the Association.

9. **ROLES OF COMMITTEE MEMBERS:**

9.1 The Chairperson's role is to --

- (a) ensure that the rules are followed
- (b) convene meetings
- (c) chair meetings, deciding who may speak and when
- (d) oversee the operation of the Association
- (e) give a report on the operation of the Association at each Annual General Meeting
- (f) advise the Registrar of Incorporated Societies of any rule changes

9.2 The Secretary's role is to --

- (a) record the minutes of meetings
- (b) keep the register of members
- (c) hold the Association's records, documents and books
- (d) receive and reply to correspondence as required by the Committee
- (e) retain the Common Seal of the Association – if the Association has a Common Seal

9.3 The Treasurer's role is to --

- (a) collect and receive all payments made to the Association; these payments must be banked within seven days after the Treasurer receives them
- (b) keep a true and accurate record in the Association's account book so that the Association's financial situation can be clearly understood at any point in time.

- (c) give a financial report and statement of accounts (including an income and expenditure account and balance sheet) at each Annual General Meeting and more often if either the Committee or a majority of the Association decides this in a meeting.
- (d) forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon approval by the members at an Annual General Meeting.

10. **ASSOCIATION MEMBERSHIP:**

Types of Members

- 10.1 a member is either an Ordinary; Corporate; or a Life Member but not an Honorary Member
- 10.2 an Ordinary member has the rights and responsibilities set out in these rules
- 10.3 a Corporate member has the rights and responsibilities set out in these rules
- 10.4 a Life member is a person who is acknowledged as a long standing member of the Association. A Life member has all the rights and responsibilities of an Ordinary member (including the right to vote) but does not have to pay fees, subscriptions or levies.
- 10.5 an Honorary member is a person who is acknowledged as providing or having provided important services to the Association. An Honorary member has none of the rights or privileges of a member.

11. **ADMISSION OF MEMBERS:**

- 11.1 to become an Ordinary or Corporate member a person or corporation (the applicant) must --
 - (a) complete an application form if the Committee requires this; and
 - (b) supply any other information the Committee requires.
- 11.2 the Committee may interview the applicant when it considers membership applications.
- 11.3 the Committee shall have complete discretion when it decides whether or not to let the applicant become an Ordinary member. The Committee shall advise the applicant of its decision and that decision shall be final.
- 11.4 an Ordinary member may become a Life member only if --
 - (a) the Committee recommends that the Association should appoint the Ordinary member as a Life member; and
 - (b) the Association passes a resolution appointing the Ordinary member as a Life member by a two-thirds majority of those members present and voting.

12. **THE REGISTER OF MEMBERS:**

- 12.1 the Secretary shall keep a register of members ("the Register") which

shall contain the names; addresses; telephone numbers; nationality (where provided); and date on which they became members.

12.2 if a member's address; telephone number; or email address changes that member shall give the new address; telephone number or email address to the Secretary.

12.3 each member shall provide such other details as the Committee requires.

13. **CESSATION OF MEMBERSHIP:**

13.1 any member may resign by giving written notice to the Secretary.

13.2 A member may have his or her membership terminated in the following way --

- (a) if, for any reason whatsoever, the Committee is of the view that a member is breaching the rules or acting in a manner inconsistent with the purposes of the Association, the Committee may give written notice of this to the member ("the Committee's Notice"). The Committee's Notice must --
 - (i) explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the Association;
 - (ii) state what the member must do in order to remedy the situation; or state that the member must write to the Committee giving reasons why the Committee should not terminate the member's membership;
 - (iii) state that if, within fourteen (14) days of the member receiving the Committee's Notice, the Committee is not satisfied, the Committee may, in its absolute discretion, immediately terminate the member's membership;
 - (iv) state that, if the Committee terminates the member's membership, the member may appeal to the Association.
- (b) Fourteen (14) days after the member receives the Committee's Notice, the Committee may, in its absolute discretion by majority vote, terminate the member's membership by giving the member written notice ("Termination Notice") which takes immediate effect. The Termination Notice must state that the member may appeal to the Association at the next meeting by giving written notice to the Secretary ("Member's Notice") within fourteen(14) days of the member's receipt of the Termination Notice.
- (c) if the member gives the Member's Notice to the Secretary, the member will have the right to be fairly heard at the next Association meeting. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation") and the member may require the Secretary to give the member's explanation to every other member within seven (7) days of the Secretary receiving the member's explanation. If the member is not satisfied that the other Association members have had

sufficient time to consider the member's explanation, the member may defer his or her right to be heard until the following Association meeting.

- (d) when the member is heard at an Association meeting, the Association may question the member and the Committee Members.
- (e) the Association shall then, by majority vote, decide whether to let the termination stand or whether to reinstate the member. The Association's decision will be final.

14. **RE-ADMISSION OF FORMER MEMBERS:**

14.1 any former member who has resigned may apply for re-admission in the same way as a new applicant but, if the former member's membership was terminated by the Committee or the Association, the applicant shall not be re-admitted without the approval of the Committee by majority vote.

15. **OBLIGATION OF MEMBERS:**

15.1 all members (and Committee members) shall promote the purposes of the the Association and shall do nothing to bring the Association in to disrepute.

16. **MONEY AND OTHER ASSETS OF THE ASSOCIATION:**

Use of Money and Other Assets

- 16.1 the Association may only use money and other assets if --
- (a) it is for a purpose of the Association;
 - (b) it is not for the sole personal or individual benefit of any member; and
 - (c) that use has been approved by either the Committee or by majority vote of the Association.

17. **JOINING FEES; SUBSCRIPTIONS; AND LEVIES:**

- 17.1 the Association shall decide by majority vote at an Association meeting --
- (a) what a member must pay to join the Association ("Joining Fee"); and
 - (b) what a member must pay in order to stay a member ("Subscription") and how often this must be paid;
 - (c) annual subscriptions for new members shall be pro-rated on a quarterly basis from the commencement of the Association's financial year.
- 17.2 the Committee may, by majority vote, impose a levy on members in any one financial year.
- 17.3 if any member does not pay a subscription or levy by the date set by the Committee or the Association, that member shall have a further period of seven (7) days to pay the subscription or levy. After the seven (7) day period, the member shall (without being released from the obligation

of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid and the member's membership shall be suspended until all arrears are paid in full.

18. **ADDITIONAL POWERS:**

18.1 the Association may –

- (a) employ people for the purposes of the Association;
- (b) exercise any power a trustee might exercise;
- (c) invest in any investment that a trustee might invest in;
- (d) borrow money and provide security for that if authorised by majority vote at any Association meeting.

19. **FINANCIAL YEAR:**

19.1 the financial year of the Association begins on April 1 of every year and ends on March 31 of the next year.

20. **CHEQUES:**

20.1 any payment made by the Association above a value of twenty dollars must be by cheque or electronic deposit;

20.1 all cheques must be signed by the Chairperson and countersigned by one other Committee member.

21. **APPOINTING AN AUDITOR:**

21.1 at an Annual General Meeting, the Association may, by majority vote, appoint someone to audit the Association ("the Auditor"). The auditor shall audit the Association's accounts and shall certify that they are correct. The auditor must be a member of the New Zealand Society of Accountants and must not be a member of the Association. If the Association appoints an auditor who is unable to act for some reason, the Committee shall appoint another auditor as a replacement.

22. **CONDUCT OF MEETINGS:**

Association Meetings:

22.1 an Association meeting is either an Annual General meeting or a Special General meeting;

22.2 the Annual General Meeting shall be held once every year between April 1 and August 31. The Committee shall determine when and where the Association shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the members.

22.4 the Secretary shall give all members at least fourteen (14) days written notice of --

- (a) the business to be conducted at any Association meeting;
 - (b) a copy of the Annual Report and Statement of Accounts if the Association meeting is an Annual General Meeting;
 - (c) a list of nominees for the Committee and information about these nominees if it has been provided. (The Secretary must not provide members with the information exceeding one side of an A4 sheet of paper per nominee.)
 - (d) notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- 22.5 all members may attend and vote at Association meetings.
- 22.6 no Association meeting may be held unless at least fifteen (15) members attend.
- 22.7 all Association meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair the Association meeting. If the Deputy Chairperson is also absent, the Association shall elect another Committee member to chair that meeting. Any person chairing an Association meeting has a casting vote.
- 22.8 on any given motion at an Association meeting, the Chairperson shall, in good faith, determine whether to vote by --
- (a) voices;
 - (b) show of hands; or
 - (c) secret ballot
- However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secretary ballot. If a secret ballot is held the Chairperson will have a casting vote.
- 22.9 the business of an Annual General Meeting shall be --
- (a) any minutes of the previous meeting(s);
 - (b) the Chairperson's report on the business of the Association;
 - (c) the Treasurer's report on the finances of the Association and the Statement of Accounts;
 - (d) election of Committee members;
 - (e) motions to be considered;
 - (f) general business; and
 - (g) approval of plans for the balance of the current and next calendar year.

23. **MOTIONS AT ASSOCIATION MEETINGS:**

- 23.1 any member may request that a motion be voted on ("Member's Motion") at a particular Association meeting by giving written notice to the Secretary at least twenty eight (28) days before that meeting. The member may also provide information in support of the motion

("Member's Information"). The Committee may, in its absolute discretion, decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all members --

- (a) it must be voted on at the Association meeting chosen by the member; and
- (b) the Secretary must give the member's information to all members at least fourteen(14) days before the Association meeting chosen by the member; or, if the Secretary fails to do this, the member has the right to raise the motion at the following Association meeting.

23.2 the Committee may also decide to put forward motions for the Association to vote on ("Committee Motions").

24. **COMMITTEE MEETINGS:**

- 24.1 no Committee meeting may be held unless more than half of the Committee members attend.
- 24.2 the Chairperson shall chair Committee meetings or, if the Chairperson is absent, the Committee shall elect a Committee member to chair that meeting.
- 24.3 decisions of the Committee shall be by majority vote.
- 24.4 the Chairperson or person acting as Chairperson has a casting vote.
- 24.5 only Committee members present at a Committee meeting may vote at that Committee meeting.
- 24.6 subject to these Rules, the Committee may regulate its own practices.

25. **SIGNING OF DOCUMENTS:**

- 25.1 the Association shall have a Common Seal. A document shall be executed on behalf of the Association if --
 - (a) the Common Seal is attached to the document; and
 - (b) the document is witnessed by any one of the - Chairperson; Secretary; or Treasurer; and countersigned by one other member of the Committee.

26. **ALTERING THE RULES:**

- 26.1 the Association may alter or replace these Rules at an Association meeting by a resolution passed by a two-thirds majority of those members present and voting.
- 26.2 any proposed motion to amend or replace these Rules shall be signed by at least ten(10) members and given in writing to the Secretary at least twenty eight(28) days before the Association meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 26.3 at least fourteen(14) days before the General Meeting at which any rule change is to be considered, the Secretary shall give to all members

written notice of the proposed motion; the reasons for the proposal; and any recommendations the Committee has.

- 26.4 when a rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the rule changes in the required form. No rule change shall take effect until this is done.

27. **WINDING UP:**

- 27.1 if the Association is wound up --
27.2 the Association's debts, costs and liabilities shall be paid;
27.3 surplus money and other assets of the Association may be disposed of --
(i) by resolution; or
(ii) according to the provisions in the Incorporated Societies Act 1908; but no distribution may be made to any member; the surplus money and other assets shall be distributed to an organisation with similar or same purposes of the Association.

28. **DEFINITIONS:**

In these rules --

- (a) "***Cheque***" means a personal cheque or a bank cheque.
(b) "***Committee***" means the Committee of the Society.
(c) "***Committee Meeting***" means a meeting of the Committee.
(d) "***Committee Member***" means any member who is on the Committee.
(e) "***Majority Vote***" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
(f) "***Meeting***" means any Annual General Meeting; any Special General Meeting and any Committee Meeting.
(g) "***Money or Other Assets***" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
(h) "***Payment***" means any transfer of legal tender by cash, electronic transfer, bank cheque or any other means of paying legal tender and includes payment by personal cheques.
(i) "***Rules***" means these rules, being the rules of the Association.
(j) "***Association Meeting***" means any Annual General Meeting or any Special General Meeting but not a Committee Meeting.
(k) "***Use Money or other Assets***" means to use, handle, invest, transfer, give, apply, expend, dispose of or in any other way deal with money or other assets.
(l) "***Written Notice***" means hand-written, printed or electronic Communication of words or a combination of these methods.