



Rules of The Armenian Society of New Zealand Incorporated.

Amended on 1 September 2018

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THE SOCIETY

1. Name

The name of the Society is The Armenian Society of New Zealand Incorporated hereinafter referred to as the 'ASNZ'.

2. Purposes of ASNZ

- 2.1 Foster friendship and mutual respect between the Armenian Community in New Zealand and the New Zealand public in large.
- 2.2 Promote the Armenian culture and heritage amongst New Zealanders of Armenian ethnic origin and the New Zealand public in large.
- 2.3 Organise non-political cultural, educational and social activities for the Armenian community in New Zealand and all New Zealanders interested in the Armenian culture and heritage as means of promoting goodwill, social harmony and community integration.

- 2.4 Help and support the settlement and assimilation of Armenian immigrants in New Zealand.
- 2.5 Promote good fellowship and harmony amongst the people.
- 2.6 Provide information about the Armenian people, heritage and culture to any interested people or organisations.
- 2.7 Partner and collaborate with other communities and organisations in New Zealand.
- 2.8 Pecuniary gain is not a purpose of the ASNZ.

3. ASNZ Powers

The ASNZ will have the following powers:

- 3.1 Employ people for the purposes of the ASNZ;
- 3.2 Invest in bank term deposits;
- 3.3 Buy, sell, exchange, develop and mortgage property;
- 3.4 Borrow money and give security for it;
- 3.5 Issue negotiable instruments
- 3.6 Receive and make gifts
- 3.7 Enter contracts and leases
- 3.8 Belong to other societies or associations whether or not incorporated which have similar purposes or purposes beneficial to the ASNZ.
- 3.9 To do all things as may from time to time be necessary or desirable to enable the board to give effect to and attain the charitable purposes of the ASNZ.

4. Registered Office

The registered office of the ASNZ is at the place designated by the board of the ASNZ. The location of the Registered Office shall be notified to the Registrar of Incorporated Societies.

ASNZ MEMBERSHIP

5. Society Membership

Membership of the Society shall be open to people who have attained the age of 18 years.

6. Admission of Members

- 6.1. To become a Member, a person (“the Applicant”) must complete an application form and pay the membership fee (if required) and submit it to the Board.
- 6.2. Application for membership may be made at any time through the calendar year and that application shall be considered by the Board or their designated appointee.
- 6.3. Every member shall provide the ASNZ with such information and details that are reasonably required by the Board including full name and contact details. Should the member’s details change during the term of membership the member is responsible for notifying the ASNZ.
- 6.4. Members consent to the ASNZ using such information but only for the ASNZ purposes.
- 6.5. Every member shall pay a membership fee set by the Board each year. The Board may elect to not require a fee to be paid.
- 6.6. Any member who has not paid the financial membership fee (if required) by the date of the AGM, shall not be eligible to vote at any General meeting of the ASNZ until the fee is paid.

7. Register of Members

- 7.1 The Secretary shall keep a register of members (“the Register”), which shall contain the names, contact details and the dates at which they became members.
- 7.2 If a member’s contact details change, that member shall give the new details to the Secretary.
- 7.3 Members shall have reasonable access to the register of members but only for the ASNZ purposes.

8. Cessation of Membership

- 8.1 Any member may resign by giving written notice to the Secretary.
- 8.2 If for any reason whatsoever, the Board is of the view that a member is breaching the Rules or acting in a manner that is not in the best interests of the ASNZ, the Board may give written notice of this breach to the member (Board’s notice).
- 8.3 The Board’s notice must:
 - 8.3.1. Explain how the member is in breach.

- 8.3.2. State what the member must do in order to remedy the situation; or state that the member must write to the board giving reasons why the board should not terminate the member's membership.
 - 8.3.3. Explain the process detailed in clause 8.4 of these Rules.
 - 8.3.4. State that the affected member shall have the right to present his or her case either in person or in writing. The member has the right to have an accompanying advocate or witnesses if desired.
- 8.4 The process of termination of membership shall include:
- 8.4.1. Issuing of a board's notice to the affected member.
 - 8.4.2. Within 14 days of the member receiving the Board's notice, the board shall convene and consider the breach and the member's response or lack of.
 - 8.4.3. The affected member is to be given the right to present their case in person or in writing.
 - 8.4.4. The board may after consideration of the response if received, then in its absolute discretion by majority vote, terminate the membership of the member.
- 8.5 The member's membership is terminated by the issuing of a written termination notice to the affected member. Termination takes effect from the date of the termination notice. The termination notice must state that the member may appeal to the ASNZ at the next meeting by giving written notice to the Secretary within 14 days of the member's receipt of the termination notice.
- 8.6 If the member gives notice of appeal to the secretary, the member is to be given the right to be fairly heard at an ASNZ meeting to be held within the following 28 days. The member has the right to provide a written explanation to the members.
- 8.7 When the member is heard at the ASNZ meeting, the ASNZ members have the right to question the affected member and the board members.
- 8.8 The ASNZ shall then by majority vote decide whether to let the termination stand or whether to reinstate the member. The Society's decision is final.

9. Obligations of Members

All Members (and board members) shall promote the purposes of the ASNZ and shall do nothing to bring the ASNZ into disrepute.

10. Appointment of Honorary Members

- 10.1 Honorary membership may be awarded to a member that has given significant and continuous service to the ASNZ over a period of not less than six (6) years.
- 10.2 Any nomination for Honorary membership shall be made in writing and signed by two financial members of the ASNZ and be received by the Secretary no later than one month prior to an Annual General Meeting at which it is intended for the nomination to be proposed.
- 10.3 Any nomination for Honorary membership shall be in the first instance considered by the Board. If the nomination is considered to be eligible and the board votes by ordinary resolution in favour of the nomination being recommended, it shall then be proposed at the next AGM.
- 10.4 The appointment of honorary membership shall be by a special resolution at the AGM and shall be decided by vote with a two thirds majority of voting members present for the resolution to pass.

GOVERNANCE OF THE ASNZ

11. Board

- 11.1. The ASNZ shall be governed by a board (“the board”), comprising a minimum of five members and a maximum of nine persons.
 - 11.1 Five members shall be elected by the members of the ASNZ.
 - 11.2 Up to four additional co-opted members.
- 11.2. Only members of the ASNZ may be board members.
- 11.3. Staff employed by the ASNZ can also be members of the ASNZ. However, no staff member employed by the ASNZ can be a member of the board.

12. Appointment of Board Members

- 12.1. At the Annual General Meeting each year, the members shall elect sufficient board members to fill the vacant positions for elected board members.
- 12.2. The membership shall elect the Chairperson at the AGM.
- 12.3. The board shall elect a vice chairperson and secretary at the first meeting after each AGM. The board may if required, co-opt a suitably skilled member to be Treasurer and in that instance the Treasurer shall have a vote. A treasurer must be appointed within one month of the date of the AGM.

- 12.4. The board may fill any vacancies left on the board after the election and such members shall have full voting rights. In addition, the board may appoint up to four more members to the elected membership to ensure sufficient skills and expertise are on the board. The co-opted members shall be entitled to participate in board meetings and have a vote in board decisions.
- 12.5. The board shall appoint a person to be the minute taker but that person shall not have voting or speaking rights unless they are already a member of the board.
- 12.6. The term of a board member shall be two years, but members shall be eligible for re-selection for another term, up to a total maximum of six consecutive years as an ordinary board member.
- *This clause (12.6) was amended on the 1st of September 2018 to “The term of a board member shall be two years, but members shall be eligible for re-selection for another term as an ordinary board member.*
- 12.7. Board members must stand down for one year after completing a six-year term before becoming eligible for re-election.
- *This clause (12.7) was deleted when the rules were amended on the 1st of September 2018*
- 12.8. If the position of any board member or office holder becomes vacant between Annual General Meetings, the board may appoint another ASNZ member to fill that vacancy until the next Annual General Meeting.
- 12.9. If at any time, the board membership falls below four elected members, then the remaining members of the board are required to convene a special general meeting within one month of the date at which the board’s elected membership goes below four. The remaining members including co-opted members must stand down from the board at the election but may stand for re-election. The special general meeting shall be only for the specific purpose of electing a new board in its entirety.

13. Cessation of Board Membership

- 13.1. The Board by 75% majority decision has the right to terminate the membership of a Board member:
- 13.1.1 If a member fails to attend three consecutive meetings of the Board without the approval of the Board.
- 13.1.2 If a member breaches the duties of a director detailed in clause 10 or in any way prevents or restricts the board in the performance of its role.
- 13.2. A person will immediately cease to be a board member when she or he:

- 13.2.1 Resigns in writing,
 - 13.2.2 Dies,
 - 13.2.3 Is a spouse, de facto partner or close relative of any employee,
 - 13.2.4 Is dismissed under the provisions of these rules,
 - 13.2.5 Is declared bankrupt,
 - 13.2.6 Is found to be a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or subsequent enactment,
 - 13.2.7 Is prohibited from being an officer of an incorporated Association or a director or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993 (or their successors),
 - 13.2.8 Is subject to a property order made under the Protection of Personal and Property Rights Act 1988.
 - 13.2.9 Is removed by majority vote of the ASNZ at an ASNZ Meeting.
 - 13.2.10 Completes their term of office.
- 13.3. If a person ceases to be a board member, that person must, within one month, give to the board, all ASNZ documents and property.

14. Nomination of Board Members

- 14.1. Nominations for members of the board shall be called for at least 21 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the secretary. Nominations shall close at 5pm on the seventh day before the Annual General Meeting.
- 14.2. If insufficient nominations are received to fill all vacant elected positions, the board may accept nominations from the floor at the AGM. If there is still one remaining vacant elected position then the board may after the AGM, appoint a suitable member of the ASNZ to this vacancy. If however, two or more vacancies still exist for the elected positions, then clause 12.9 applies and a special general meeting will need to be convened for the purpose of a re-election.
- 14.3. To be elected a nominee must receive a majority of affirmative votes from the members voting in the election.

15. Role of the Board

- 15.1. Subject to the rules of the ASNZ (“The Rules”), the role of the board is to:
 - 15.1.1 Administer, manage, and control the ASNZ;
 - 15.1.2 Carry out the purposes of the ASNZ, and use money or other assets to do that;
 - 15.1.3 Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
 - 15.1.4 Set accounting policies in line with generally accepted accounting practice;
 - 15.1.5 Decide the times and dates for meetings, and set the agenda for meetings;
 - 15.1.6 Decide the procedures for dealing with complaints;
 - 15.1.7 Make regulations.
- 15.2. The board has all of the powers of the ASNZ, unless the board’s power is limited by these rules, or by a majority decision of the Society.
- 15.3. Decisions of the board bind the ASNZ, unless the board’s power is limited by these rules or by a majority decision of the ASNZ.
- 15.4. The board may appoint sub-committees to address any specific matter. Such sub-committees must include at least one member of the board and may be appointed and disbanded as the need arises. Sub- committees may not commit the ASNZ to any event, financial or contractual commitment unless the board’s prior approval has been given.

16. Roles of Board Officers

- 16.1. All members of the board owe to the ASNZ the following duties:
 - 16.1.1 To act in good faith and in the best interests of the ASNZ, and use powers for a proper purpose;
 - 16.1.2 To comply with the Incorporated Societies Act and with the ASNZ constitution, except where the constitution contravenes the Act;
 - 16.1.3 To exercise the degree of care and diligence that a reasonable person with the same responsibilities within the ASNZ would exercise in the circumstances applying at the time;
 - 16.1.4 To not allow the activities of the ASNZ to be carried on recklessly or in a manner that is likely to create a substantial risk or serious loss to the ASNZ creditors; and

- 16.1.5 To not allow the ASNZ to incur obligations that the officer does not reasonably believe will be fulfilled.
- 16.2. The Chairperson is responsible for:
 - 16.2.1 Ensuring that the rules are followed;
 - 16.2.2 Convening meetings and establishing whether or not a quorum (half of the board) is present;
 - 16.2.3 Chairing meetings and deciding who may speak and when. This responsibility may be delegated;
 - 16.2.4 Overseeing the operation of the ASNZ;
 - 16.2.5 Providing a report on the operations of the ASNZ at each Annual General Meeting.
- 16.3. The Vice-Chairperson is responsible for fulfilling the roles of the Chairperson in the Chairperson's absence with the board's approval.
- 16.4. The Secretary is responsible for:
 - 16.4.1 Ensuring the minutes of meetings are recorded and filed;
 - 16.4.2 Keeping the register of members;
 - 16.4.3 Holding the ASNZ records, documents, and books except those required for the treasurer's function;
 - 16.4.4 Receiving and replying to correspondence as required by the board;
 - 16.4.5 Ensuring the annual return and financial statements for the ASNZ are forwarded to the Registrar of Incorporated Societies upon their approval by the members at an Annual General Meeting.
 - 16.4.6 Advising the Registrar of Incorporated Societies of any rule changes.
- 16.5. The Treasurer is responsible for:
 - 16.5.1 Keeping proper accounting records of the ASNZ financial transactions to allow the ASNZ financial position to be readily ascertained;
 - 16.5.2 Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the ASNZ accounting policies and should be pre-approved by the board prior to presentation at the AGM.
 - 16.5.3 Providing the financial report at each Annual General Meeting;
 - 16.5.4 Providing financial information to the board as the board determines.

17. Board Meetings

- 17.1. Board meetings may be held in person or via video or telephone conference, or other formats as the board may decide;
- 17.2. The quorum for board meetings shall comprise a minimum of 50% of the total board members;
- 17.3. The Chairperson shall chair board meetings, or if the Chairperson is absent, the Vice-Chairperson shall chair or in the absence of both, the board shall elect a board member to chair that meeting;
- 17.4. All motions put to the board will, if possible, be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands, unless otherwise determined by the board.
- 17.5. If the vote is tied, then the motion is lost.
- 17.6. Only board members present at a board meeting may vote at that board meeting.
- 17.7. The board will meet at a minimum six times every year. All board members will be given a minimum of seven (7) days' notice of any meeting of the board.
- 17.8. The secretary will ensure that a record of minutes is maintained which is available to any member of the ASNZ and which, for each meeting of the board, records:
 - 17.8.1 The names of those present;
 - 17.8.2 Decisions made by the board; and
 - 17.8.3 Any other matters discussed at the meeting.
- 17.9. The Chair of the meeting shall adjourn a meeting if within half an hour after the time appointed for a meeting, a quorum is not present.
- 17.10. A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by the majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution is required to be ratified at the next meeting of the Board.
- 17.11. The board will at all times be bound by the decisions of the members at general meetings.

18. Officer liability

The ASNZ shall indemnify all board members

- 18.1. For the costs incurred in defending criminal or civil proceedings relating to liability for his or her actions as an officer where judgment is given in favor of the officer or he or she is acquitted;

- 18.2. Against liability to third parties for the officer's actions in his or her capacity as an officer (and for costs relating to any claim or proceedings relating to that liability), not including any criminal liability or any liability resulting from any breach of the duty to act in good faith and in the best interests of the ASNZ.

MONEY AND OTHER ASSETS OF THE ASNZ:

19. Use of any income, benefit or advantage will be applied to the charitable purposes of the ASNZ.

- 19.1. No members of the ASNZ or board or any person associated with a member shall participate in or materially influence any decision made by the members in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 19.2. Any payments made to members of the board or members of the ASNZ will be limited to the reimbursement of reasonable expenses supported by proper documentation, or for the provision of services under a formal agreement for which payments will be reasonable and relative to what would be paid under an arm's length agreement (being the open market value).
- 19.3. Any officer of the ASNZ who has a financial interest in a matter being considered by or affecting the ASNZ must, as soon as practically possible after the officer becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the board of the ASNZ. Where an interest has been disclosed by an officer:
- 19.3.1. He or she must not vote in any decision on the matter, however that person can be present at the time of the decision and can contribute to the discussion leading to the decision; but the board may, where it considers it appropriate, exclude the officer from any further discussion or involvement with the matter.
- 19.3.2. The officer may even if prevented from voting on a matter, continue to be counted as part of the quorum for the meeting.
- 19.4. The provision and effect of this clause shall not be removed from these rules and shall be implied into any document replacing these rules.

20. Financial Year

- 20.1. The financial year of the ASNZ begins on 1 April of every year and ends on 31 March of the next year.

- 20.2. At the first meeting of the board following each Annual General Meeting, the board will decide by resolution who will be allowed to authorise the production of cheques and the names of cheque signatories.
- 20.3. The Treasurer and board will ensure that true and fair accounts are kept of all money received and expended and that the annual accounts are presented to the AGM of the ASNZ.
- 20.4. All moneys received shall be paid to the credit of the ASNZ at such banking organisation as the board shall from time to time appoint and withdrawals on that bank account shall be authorized by at least two board appointed signatories, one of which must be a board member.
- 20.5. A copy of the annual financial reports will be filed with the Registrar.

21. Assurance on the Financial Statements

- 21.1. The ASNZ may appoint an appropriately qualified person to audit or review the annual financial statements of the ASNZ.
- 21.2. The auditor or reviewer must not be a member of the board, or an employee or member of the ASNZ.
- 21.3. If the ASNZ appoints an auditor or reviewer who is unable to act for some reason, the board shall appoint a replacement.
- 21.4. The board is responsible to provide the auditor or reviewer with:
 - 21.3.1. Access to all information of which the board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
 - 21.3.2. Additional information that the auditor or reviewer may request from the Board for the purpose of the review; and
 - 21.3.3. Reasonable access to persons within the ASNZ from whom the auditor or reviewer determines it necessary to obtain evidence.

ASNZ MEETINGS

22. ASNZ Meetings

- 22.1. An ASNZ Meeting is either an Annual General Meeting or a Special General Meeting.

- 22.2. The Annual General Meeting shall be held once every year no later than four months after the ASNZ balance date. The board shall determine when and where the ASNZ shall meet for this purpose.
- 22.3. Special General Meetings may be called by the board. The board must call a Special General Meeting if the secretary receives a written request signed by at least 10% of the members. The meeting shall be held within two months from the date the request is received by the board.
- 22.4. Notice of any General or Special meeting of the ASNZ shall be given at least one calendar month prior to the date of the meeting. The notice shall be posted in a prominent position in the community and written notice shall be given to members at the current address recorded in the register of members which may be an email or postal address. It will be the responsibility of members to keep the office of the ASNZ informed of their current contact details.
- 22.5. Notification of any General Meeting will specify the time, date and place of the meeting. Notification will also describe in a general way all the matters that will be considered. Further details of matters to be discussed shall be supplied to any member requesting further information.
- 22.6. If the secretary has sent a 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.
- 22.7. All members may attend and vote at ASNZ meetings.
- 22.8. No ASNZ meeting may be held unless at least 25% of eligible members attend. (This will constitute a quorum.)
- 22.9. All ASNZ meetings shall be chaired by the Chairperson. If the Chairperson is absent, the ASNZ shall elect another board member to chair that meeting. Any person chairing an ASNZ meeting has a casting vote.
- 22.10. On any given motion at an ASNZ meeting including the election of board members and officers, the Chair shall in good faith determine whether to vote by:
 - 22.10.1 Voices;
 - 22.10.2 Show of hands; or
 - 22.10.3 Secret ballot.
- 22.11. However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.
- 22.12. The business of an Annual General Meeting shall be:
 - 22.12.1 Receiving any minutes of the previous ASNZ meeting(s);

- 22.12.2 The Board's report on the business of the ASNZ;
 - 22.12.3 The Treasurer's report on the finances of the ASNZ, and the Annual Financial Statements;
 - 22.12.4 Election of board members;
 - 22.12.5 Determining the membership fees, including subscriptions and levies for the coming year;
 - 22.12.6 Motions to be considered.
- 22.13. The Chair shall adjourn the meeting if necessary.
- 22.14. The business of a Special General Meeting is limited to the purpose for which the meeting was called. No other business may be introduced at a special general meeting.
- 22.15. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present at the meeting,
- 22.15.1 If the meeting was convened upon requisition of members, the meeting shall be dissolved.
 - 22.15.2 In any other case, the meeting shall stand adjourned to a day, time and place determined by the Chairperson of the ASNZ, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
 - 22.15.3 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. Motions at ASNZ Meetings

- 23.1. Any member may request that a motion be voted on ("Member's Motion") at a particular ASNZ meeting, by giving written notice to the Secretary at least 21 days before that meeting. The member may also provide information in support of the motion ("Member's Information").
- 23.2. The board may in its absolute discretion decide whether or not the ASNZ will vote on the motion. However, if the member's motion is signed by at least 10% of eligible members, it must be voted on at the ASNZ meeting chosen by the member; and the secretary must give the member's information to all members at least 14 days before the ASNZ 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 ASNZ meeting.

- 23.3. The Board may also decide to put forward motions for the ASNZ to vote on (“Board Motions”) which shall be suitably notified to members in accordance with clause 22.5 of these rules.
- 23.4. Votes may be recorded personally or by proxy. The form of the proxy must be in the hands of the Secretary of the Society 7 days before the meeting for which it is proposed to be used. An instrument appointment at proxy shall be signed by the member making the appointment.

COMMON SEAL

24. Common Seal

- 24.1 The Board may provide a common seal for the ASNZ and may from time to time replace it with a new one.
- 24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the board.
- 24.3 Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the board.

ALTERATIONS OF RULES:

25. Altering the Rules

- 25.1 The ASNZ may alter or replace these rules at an ASNZ meeting by a resolution passed by a two-thirds majority of the members who are voting in person or by proxy provided that no amendment:
 - 25.1.1 Shall detract from the charitable nature of the ASNZ or
 - 25.1.2 Result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable
 - 25.1.3 Shall give power to extend the ASNZ operations beyond New Zealand.
- 25.2 Any proposed motion to amend or replace these rules shall be signed by a proposer and seconder and given in writing to the Secretary at least 21 days before the ASNZ meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the ASNZ meeting at which any rule change is to be considered, the Secretary shall give to all members written notice of any proposed motions, the reasons for the proposals, and any recommendations the Board has.

- 25.4 When a rule change is approved by an ASNZ meeting, no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

DISPUTE RESOLUTION:

26. Mediation and arbitration

- 26.1. Any dispute arising out of or relating to these rules may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.
- 26.2. The mediation shall be terminated by-
- 26.2.1. The signing of a settlement agreement by the parties; or
 - 26.2.2. Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 26.2.3. Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 26.2.4. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 26.3. If the mediation should be terminated as provided as above, any dispute or difference arising out of or in connection with these rules, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then an arbitrator to be appointed by the Chairperson of the Arbitrators' and Mediators' Institute of New Zealand Inc.

WINDING UP THE ASNZ:

27. Winding up

If the Society is wound up:

- 22.16. The Society's debts, costs and liabilities shall be paid;
- 22.17. Surplus money and other assets of the Society may be disposed of by resolution or according to the provisions in the Incorporated Societies Act 1908; but
- 22.18. No distribution shall be made to any member;
- 22.19. The surplus money and other assets shall be distributed to another incorporated society, charitable trust or other not-for-profit entity as determined by the membership by majority vote and failing such determination pursuant to the provisions of s.27 of the Incorporated Societies Act 1908.

28. Rescission

The above clauses constitute the whole of the Constitution of the ASNZ and all previous Constitutions, Articles, Bylaws and Rules are hereby revoked.

DEFINITIONS:

In these Rules:

“**Act**” means the Incorporated Societies Act 1908 and its amendments.

“**AGM**” means Annual General Meeting

“**ASNZ Meeting**” means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

“**Balance Date**” means 31 March or such other date as is adopted by the Board from time to time.

“**Board**” means the elected board Members, appointed board members and co-opted board members.

“**Consensus**” means a discussion where each member has an equal right to participate and maintain their discussion until all members agree on a decision. If a decision is not possible within the time frame available, the decision is sent to a vote.

“**Director**” means a member of the board of the ASNZ.

“General meeting” means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.

“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.

“Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the ASNZ.

“Negotiable instrument” means a document guaranteeing the payment of a specific amount of money, either on demand, or at a set time, with the payer named on the document. Examples include promissory notes, bills of exchange, banknotes, and cheques.

“Rules” means the constitution of ASNZ Incorporated as set out in this document.

“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.

“Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

It is assumed that

1. Where a masculine is used, the feminine is included
2. Where the singular is used, plural forms of the noun are also inferred
3. A reference to a day means any day of the week and is not limited to working days unless specified otherwise.
4. Headings are a matter of reference and not a part of the rules.
5. Matters not covered in these rules shall be decided upon by the Board.

Approved by resolution at the Special General Meeting of the Society dated the 1st of September 2018

Name and Signature society member

Name and Signature society member

Name and Signature society member
