



Soil & Health Association (Est. 1941)
Healthy Soil, Healthy Food, Healthy People

Rules of The Soil & Health Association of New Zealand

As amended by the Annual General Meeting of 25th July 2020

1. Name and Office

- 1.1. The name of the society shall be the "Soil & Health Association of New Zealand Incorporated" hereinafter referred to as the "Association".

The trading name of the Association shall be Organic New Zealand

- 1.2. The Registered Office of the Association shall be at such place in New Zealand as the National Council shall from time to time resolve.

2. Objectives

The objectives of the Association shall be to:

- 2.1. Promote the development of the best physical health and spiritual well-being of all people by all or any of the means set out herein.
- 2.2. Promote an understanding of the community's responsibility to ensure the perpetuity of the soil's sustainable fertility - the foundation for the existence the prosperity and health of all life on the earth.
- 2.3. Promote organic methods of gardening,, farming and other natural production and processing methodology, and the conservative sustainable use of all natural resources in order to foster:
 - 2.3.1. An awareness of the interdependence of all life on earth;
 - 2.3.2. The need to live in harmony with the natural environment.
- 2.4. Promote encourage and assist the enactment of legislation or the carrying out of research or any other activity whether public or private which will:
 - 2.4.1. Ensure the conservation of soil, water, air and natural flora and fauna;
 - 2.4.2. Ensure the return of organic wastes to the soil by composting mulching or any other means compatible with the Association objectives;
 - 2.4.3. Minimise or eliminate environmental pollution and degradation;
 - 2.4.4. Protect the ecosystems and their biodiversity;
 - 2.4.5. Protect the scenic values of the land and seascape.
- 2.5. Foster and encourage by demonstration and example the practice of composting organic wastes.
- 2.6. Collect, collate and distribute accurate and relevant information pertaining to all the above matters and to make this available as required with the purpose of creating a body of informed public opinion.

- 2.7. Publish a periodical journal or newsletter devoted to topical articles and news items relating to the objectives and activities of the Association and other kindred subjects.
- 2.8. Acquire by purchase or otherwise a library of appropriate books periodicals papers and other publications for the information of members.
- 2.9. Disseminate by any appropriate means information relevant to the work and objectives of the Association.
- 2.10. Promote and enable a sustainable and ethical future for producers and consumers including by means of appropriate inspection, certification and labelling.
- 2.11. Set standards specifications and processes for organic and other natural production systems for the production of organically grown food of all types and related products and to encourage the wider recognition and use of organically grown foods and related products in New Zealand.
- 2.12. Consider and, where applicants meet the prescribed standards, certify, organically grown foods of all types and other related natural products, as complying with the standards set by the BioGro Society or any other appropriate authority.
- 2.13. Register a trademark or trademarks to promote the objectives set out in these rules and to license members and others who have been certified as meeting the required standards to use such trademark or trademarks in conjunction with their certified produce, products or services.
- 2.14. Co-operate with other societies and organisations whose aims and objectives are of a similar or like nature and to assist such groups to further their aims and objectives.
- 2.15. Promote and agree to the formation of properly constituted Branches (herein referred to as "Branch" or "Branches") by members of the Association in various places in New Zealand as provided in these rules in furtherance of these objectives.
- 2.16. Generally to arrange or deal in any activity, business negotiation or transaction which is directly or indirectly beneficial to the interests of the Association or its members or for the furtherance of these objectives.
- 2.17. In seeking to fulfil the objectives set forth herein the Association shall be limited in the application of any funds of the Association wholly or principally to the fulfilment of its said objectives within New Zealand to the intent that the Commissioner of Inland Revenue shall at all times classify the Association as a donee organisation for the purpose of section 56A of the Income Tax Act 1976.

3. Membership

- 3.1. The Association shall consist of Single, Joint, Honorary, Honorary Life and Associate members, and any other category of membership which the National Council shall resolve. All members except Associates shall have voting rights at all general meetings of the Association. Associate members shall not be deemed "financial members" for the purposes of Rule 13.1.
- 3.2. Subject always to any resolution of the National Council to the contrary any person(s) whether incorporated or otherwise may become a Single or Joint member by tendering the amount of the annual subscription which shall have been set for such membership by resolution of the National Council.
- 3.3. Subject always to any resolution of the National Council to the contrary any person(s) whether incorporated or otherwise may become an Honorary member by meeting the conditions which shall have been set for such membership. Honorary members shall receive such benefits as the National Council may from time to time resolve.
- 3.4. The National Council may resolve to appoint any person, whether incorporated or otherwise, who has rendered outstanding services to the Association or who for any other reason is deemed worthy of particular recognition to be an Honorary Life member. An Honorary Life member shall be entitled to the same privileges as a Single member but shall not be required to pay the annual subscription.
- 3.5. All nominations of persons for Honorary Life membership shall be made to the National Council and shall be subject to ratification by the Association at its next General Meeting.
- 3.6. The National Council shall have a sole and absolute discretion as to whether or not it shall disclose its reason(s) for accepting or rejecting the membership of any person.
- 3.7. All Honorary Life and financial Single or Joint members shall be entitled to receive free of charge one copy of each issue of the Association's journal and such other benefits and publications as the National Council may from time to time resolve. For the purposes of this section joint members shall be deemed as one single member.
- 3.8. The National Office shall provide to all branches a list of financial members who have nominated their affiliation to that branch.

- 3.9. Any member whose activities or actions or statements are contrary to the objectives specified in Rule 2 may be expelled by a two thirds majority decision at any meeting of the National Council provided 12 days prior notice is given to the National Office giving the name and address of the person to be expelled and the reason(s) for the proposed expulsion. The National Office shall include such proposal in the agenda of the National Council meeting and shall give 7 days prior written notice to the member affected who shall have the right of written and/or personal representation to the National Council whose decision shall be final. Any member who has been so expelled may at the end of one year from the date of such expulsion make application for reinstatement. Any decision to reinstate such member shall be a decision of the National Council.
- 3.10. On that member giving 30 days notice in writing to that effect any member is entitled to withdraw from membership of the Association provided however that all monies payable to the Association by that member shall have been previously paid in full.
- 3.11. The membership of any member who fails to pay the due annual subscription within such time as the National Council may from time to time resolve but not less than 30 days shall lapse without notice provided however that such cancellation shall not free such member from any antecedent liability for payment of any debt due to the Association at the date of such cancellation.
- 3.12. Member's subscription shall run 12 months from the date of issue of the first copy of the Association's magazine to such member. Provided however that in the event of an amount being tendered which is not the full and correct payment for 12 months subscription, such members subscription shall extend pro rata for such a period as resolved by the National Office.

4. Finance

- 4.1. The annual subscriptions paid by members and any other money received by the Association shall be applied only for the furtherance of the objectives of the Association.
- 4.2. All subscriptions shall be payable directly to the National Office. Any subscription to the Association which shall have been paid to a branch must be sent in full together with full details of the person(s) so paying to the registered office of the Association within 30 days of such payment being received by such branch.
- 4.3. All funds of the Association shall be paid to the credit of the Association at such bank as may from time to time be resolved by the National Council.
- 4.4. The National Council shall from time to time decide upon the signatories to the Associations bank or other accounts.

- 4.5. The National Council shall employ National Office staff to manage the Association's finances.
- 4.5.1. The National Office shall receive all monies and pay all accounts of the Association.
- 4.5.2. The National Office shall have custody of all financial records and keep such records in an approved manner.
- 4.5.3. The financial records shall be audited annually by a chartered accountant.
- 4.5.4. A chartered accountant shall prepare a Statement of Income and Expenditure and Balance Sheets for presentation to every Annual General Meeting.
- 4.5.5. All payments made by the Association to National Council shall be detailed in the Association's Annual accounts.
- 4.6. The National Office shall send to the Registrar of Incorporated Societies an audited copy of the Income and Expenditure Accounts and Balance Sheets bearing the certified approval of a GM.
- 4.7. The financial year of the Association will be as resolved by National Council and shall commence on the first day of April to the last day of March.
- 4.8. The major assets of the Association shall not be sold, disposed of, changed or modified in any way or removed from the Association's direct control, by either the National Council, or any committee, or member(s) or staff member or officer of the Association. The members must be notified, with reasons, of any change or changes to the major assets of the Association 28 days prior to a Special or Annual General Meeting at which such changes are proposed. The agenda, and business, shall include a formal review of any proposed change to a major asset, allow for debate and voting on such changes according to the rules of the Association. For the purpose of this Rule the major assets shall include:
- (i) the name of the Association (The Soil and Health Association of New Zealand Incorporated);
 - (ii) the Association's magazine, advertisements and its name (Organic NZ
 - (iii) the Association's trading name (Organic New Zealand);
 - (iv) membership and subscription database;
 - (v) the Association's website and domain name;
 - (vi) any buildings or real estate owned by the Association;
 - (vii) after 30 September 2016, or such other date as it receives the shareholding, the Association's shareholding in BioGro New Zealand Limited; and

- (viii) any other assets that the National Council may add to this list at their discretion.

5. Elections and Remits

- 5.1. Returning Officer and Assistant Returning Officer appointed by the National Council shall call for nominations to electable positions and presentation of remits and other matters of business at least 90 days before the AGM and this notice shall be published in the nearest journal issue within this time frame or by such other means in writing as the National Council shall deem to be expedient.
 - 5.1.1. The call for nominations to electable positions and presentation of remits and other matters of business shall include a request that the names of a proposer and seconder accompany them and a reminder that such shall be eligible voting members as defined under Rule 3.1 as shall be any nominee.
 - 5.1.2. The call for nominations shall be accompanied by a request that those nominated submit a brief background history and note of their aspirations for their term in office. Similarly those intending to submit remits and other matters of business shall be requested to accompany these submissions with relevant information, arguments and explanations to assist members to develop an informed opinion in the postal voting situation.
- 5.2. A closure date for nominations and remit presentation shall be declared at such minimum time before the posting of ballot forms and Agenda as outlined in 5.3 as the National Council and the Returning Officer together shall decide. This closure date shall be published along with the call for nominations and remits as outlined in 5.1 above.
- 5.3. At least twenty-eight days before the date of the Annual General Meeting the National Office of the Association shall prepare and mail out to eligible voting members an Agenda consisting of matters and remits and a list of candidates for election, with CV's, along with the relevant ballot forms. This Agenda may be published in or accompany the Association's journal or be forwarded to eligible members by such other means in writing as the National Council shall deem to be expedient provided however that the non-receipt of any such notice of Agenda shall not invalidate or prejudice any act, resolution or proceeding of the Meeting and the Returning Officer. In the case of extraordinary business to be brought before a General Meeting or a proposal to alter or revoke a resolution or rule the notice of Agenda shall in a like manner to rule 11 (Alteration of Rules) specify the business to be brought before the meeting.

- 5.4. Where in the majority opinion of the National Council any remit or other business is contrary to the spirit of the aims and objects of the Association as set out in these Rules, this opinion with reasons may be appended to the remit in question on the Agenda document.
- 5.5. A summary of the main rules governing the voting process shall appear with the Agenda documents so that the membership may fully understand their rights and obligations under the Rules.

6. General Meetings

- 6.1. There shall be held in each year an Annual General Meeting of the Association to transact such business as may be appropriate including:
 - 6.1.1. Receive the Annual Report by the Chair of the National Council.
 - 6.1.2. Receive the Audited Annual Statement of Accounts and Balance Sheet.
 - 6.1.3. Receive such other reports as may have been required or requested.
 - 6.1.4. Elect National Council members.
 - 6.1.5. Receive, discuss and vote on remits
 - 6.1.6. Determine the annual subscription for membership of the Association.
- 6.2. General Meetings of the Association shall be held in such a place and at such a time as the National Council shall resolve or as may have been resolved at a preceding General Meeting.
 - 6.2.1. General Meetings including Annual General meetings may be held by electronic means in such a manner as shall be resolved by the National Council.
- 6.3. A quorum for any General Meeting shall be 10 members with voting rights, personally present, of whom two shall be the Returning Officer and Assistant Returning Officer detailed under 5.1 and two shall be duly elected officers.
 - 6.3.1. Should the quorum provision of 6.3 not be achieved, then providing that the Returning Officer and Assistant Returning Officer and two duly elected National Councillors are present, the election of National Councillors and remits and other business provided for under the postal voting system shall be decided on the basis of the postal votes and the eligible member votes of those present. All other matters shall be resolved at the next meeting of the National Council.

- 6.4. Except for remits submitted in accordance with the provisions of rule 5 no business except routine business shall be considered at any General Meeting other than that for which notice has been given except for matters which in the opinion of the Chairperson shall arise out of any business of which notice has been given.
- 6.5. The order and procedure of any General Meeting shall be decided by the Chair of the National Council of the Association who shall preside at the meeting. If the Chairperson is absent or unwilling to act, and no other National Council member is willing to act, the meeting shall elect some other financial member present who in the case of a body corporate or an incorporated society shall be its duly authorised representative to chair the meeting. Pursuant to clause 15.4 hereof the ruling of the person chairing the meeting shall be final on all questions of order procedure and interpretation of these rules which may arise at any meeting.
- 6.6. The decisions of any General Meeting shall be placed by the National Office before the next succeeding meeting of the National Council for it to give effect thereto as far as possible.
- 6.7. Special General Meetings of the Association may be convened by the National Council at its discretion or shall be called by written requisition received by the National Office signed by the presidents or secretaries of at least one third of the total number of branches of the Association or by written requisition received by the National Office signed by at least 2 per cent of current financial members. Pursuant to rule 5.3 hereof notice of any Special General Meeting shall be given and voting will be carried out by the full membership according to the provisions set out under Rules 5 and 7.

7. Voting Procedures

- 7.1. The Association Officers National Council members shall be elected by a ballot of all eligible members of the Association carried out in the manner established in these rules. Each nomination for National Council must be moved and seconded by an Association member who is eligible to vote under Rule 3.1.
- 7.2. Nominations for Association Officers shall be called for as set out in Rule 5 and nominees, their proposers and their seconders shall be eligible voting members as defined under Rule 3.1.

- 7.3. A list of nominees, which shall include a brief biography and outline of aspirations for each nominee along with their nominator and seconder, shall be posted along with a suitable ballot form at least 28 days before the AGM to each eligible voting member of the Association as set out in Rule 5.3. The list of nominees shall be accompanied by a similar list of remits and other matters of business along with explanatory material as set out in Rule 5.1.2.
- 7.4. Ballot forms shall include a list of all persons nominated for office and appropriate directions for voting. Remit papers included in the Agenda as set out in 5.3 shall include two boxes besides each remit clearly labelled "In Favour of Remit" and "Against Remit", to be marked by a tick according to the voter's preference.
- 7.5. Voting may take place by electronic means in such a manner as shall be resolved by National Council.
- 7.6. Postal ballots may be returned in one of two ways to the Returning Officer:
- i. By being placed in a sealed envelope marked "Ballot paper of (name and initials of member)" and posted in a covering envelope addressed to the Returning Officer at the National Office.
 - ii. By being placed in a sealed envelope marked "Ballot paper of (name and initials of member)" and delivered by hand to the Returning Officer at the AGM by a second person. This option will only apply where the person posting their vote in this manner finds themselves unable to personally attend the meeting.
- 7.7. The Returning Officer shall arrange an up-to-date register of eligible voters for recording delivery of postal votes and also recording those attending the AGM. Eligible voters personally attending the AGM will sign the register on arrival at the meeting and only those whose names appear on the register may vote. Names may be added to the register at the discretion of the Returning Officer and the meeting Chairman upon presentation of evidence of eligibility. In any dispute, eligibility to vote shall be decided according to Rule 3 Membership. The voter register shall be available for inspection by members at the AGM.
- 7.8. Postal ballot papers are to be placed by the Returning Officer in the presence of his/her nominated assistant in a locked, secure container of the type used in National Elections after the name of each voting member has been checked against the register of eligible voters to ensure that each member only votes once. This register and the ballot paper container shall be kept in a secure place to which only the Returning Officer and his/her assistant shall have access.

- 7.9. On the day of the AGM and at the venue of the AGM the Returning Officer and his/her assistant shall proceed to count the postal votes and produce a preliminary schedule of the results, which shall remain confidential to that officer and his/her assistant (except where 7.9 or 7.10 apply) till the respective meeting votes on remits, officers and other issues to be voted on in the Agenda have been put before the meeting and voted on. At this point a consolidated vote made up of postal votes and meeting votes will be presented by the Returning Officer to the Chairman for announcement in the usual manner. The order of votes on the vote schedule shall be according to the place of remits and voting for officers on the Agenda. The Returning Officer may be granted such extra assistance in counting the votes as the meeting and the Officer together shall decide. Where 7.9 or 7.10 apply the Returning Officer must inform the meeting of this via the Chairman.
- 7.10. Where the postal voting process produces a 50% or greater response from eligible voters in favour of or against any given remit or issue before the General Meeting, then the meeting vote must proceed on that remit or issue in its original form as issued to members under Rule 5.3.
- 7.11. The General Meeting may amend a remit posted under 5.3 only in such circumstances where 30 or more eligible voters attending the meeting are in favour of such an amendment and providing that the provisions of 7.9 above have not been met.
- 7.12. Business which has not been notified under Rule 5 but which in the opinion of those present at the General Meeting deserves further attention may be directed to the attention of the next National Council meeting for its decision.
- 7.13. The person chairing any General Meeting shall have a casting as well as a deliberative vote.
- 7.14. Except as provided for elsewhere in these rules all deliberations shall be decided by a majority of eligible votes.
- 7.15. Voting for National Council members by those attending the General Meeting shall be by secret ballot. In all other matters voting shall be recorded on voices or by a show of hands, unless otherwise decided by those at the meeting.
- 7.16. The term of office for National Council members shall be two years with the positions becoming contestable for election on alternate years so that in any one year of office there will always be at least three National Council members with one year's continuous experience in governing the Association's affairs.
- 7.17. Any references to the General Meeting shall be considered to include the postal vote and all provisions set out under Rules 5 and 7.

8. Officers

- 8.1. The National Council of the Association may appoint a Patron and Vice-Patrons. Upon the recommendation of the National Council the Association may appoint such other Officers as may be required to further the objectives of the Association. All Officers shall be financial members of the Association. Except as otherwise provided for in these rules such officers shall hold office until a succeeding General Meeting. Officers may receive such honoraria as the National Council shall resolve.
- 8.2. From its assets the Association shall indemnify its Patron(s), Officers and National Council members for all liabilities incurred by them in the bona fide execution of their lawful duties under these Rules.
- 8.3. The National Council appointment of a Patron of the Association will be subject to ratification by members of the Association present at a General Meeting following that appointment. If ratification is not achieved, the appointment shall be discontinued and National Council may nominate another Patron that meets with the approval of the members at a subsequent General Meeting. The term of appointment shall be by mutual agreement.

9. Governance

- 9.1. There shall be a National Council of the Association which subject to these rules and any policy directions of any General Meeting shall govern the affairs and business of the Association. The National Council shall consist of seven elected council members.
- 9.2. Each member of the National Council shall have one vote at National Council meetings except for a casting vote which may be exercised by the person chairing the meeting.
- 9.3. Any officer or member of the National Council who resigns or whose subscription shall have lapsed or who shall have failed to attend two successive meetings without leave of absence shall thereby cease to be a member of the National Council. Any officer or National Council member whose activities or actions or statements are contrary to the objectives specified in Rule 2 or who shall refuse to act or become incapable of acting may have their position declared vacant by a two thirds majority vote at any meeting of the National Council provided prior notice has been given in the agenda of such National Council meeting listing the name of the person whose position is to be declared vacant. The officer or National Council member affected shall have the right of written and/or personal representation to the National Council whose decision shall be final. The National Council may appoint a replacement to fill any such vacancy.

- 9.4. The National Council shall regulate its own affairs as it may resolve. At all meetings of the National Council four eligible members as set out under 9.1 shall be a quorum.
- 9.5. Special meetings of the National Council shall be called by the Chair or by one third of the National Council members by notice in writing to the Secretary but no business shall be transacted at any such requisitioned meeting other than that stated in the notice of such meeting.
- 9.6. Without limiting the generality of this section the National Council may for the furtherance of the Associations objectives:
 - 9.6.1. Borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as the Association may think fit and in particular by the issue of mortgages charges pledges lien or other security over or upon the whole or any part of the Associations property or assets whether present or future.
 - 9.6.2. Lend and advance money or give credit to servants of the Association or customers or persons or corporations dealing with the Association.
 - 9.6.3. Invest and deal with the monies of the Association not immediately required in such manner as may from time to time be prescribed by these rules.
 - 9.6.4. Make draw accept endorse execute and issue cheques bills of exchange promissory notes bills of lading dock or other warrants debentures and any other instruments negotiable or transferable by delivery or to order or otherwise.
 - 9.6.5. Deal with Association members on a co-operative basis.
 - 9.6.6. From time to time to enter into contracts with any Association members or with any other person incorporated or unincorporated.
 - 9.6.7. Take or accept any gift deed legacy or other donation in any form whether subject to any trust or not.
 - 9.6.8. Fix the honoraria of National Council members and Officers.
 - 9.6.9. Hire or appoint and prescribe the responsibilities of staff, consultants, contractors or other person(s) or organisations at such remuneration and conditions as it shall resolve and in its discretion alter, cancel or revoke any such conditions

- 9.7. The National Council may appoint an executive committee and such other ad hoc or standing committees as it shall deem necessary to carry out the objectives of the Association and may from time to time prescribe or alter the duties of or delegate any matters generally or specifically to such executive or other committees for investigation and report or may provide such committee(s) with power to act. At the discretion of the National Council such committees may also co-opt other members from within or outside the Association but any such committee appointed shall always be chaired by a member of the National Council.
- 9.8. The National Office shall support the National Council by ensuring minutes of all General meetings, meetings of the Association and of the National Council are taken and kept; and by keeping a full and complete register of members; and by having custody. On behalf of the National Council, of all deeds, papers, documents and correspondence of the Association.

10. The Common Seal

- 10.1. The Common Seal of the Association shall be kept under the control of the National Office and shall only be affixed to a document pursuant to a resolution of the National Council.

11. Alteration of Rules

- 11.1. The rules of the Association shall not be added to altered or rescinded except at a General Meeting of the Association after notice containing the full text of any proposed alteration addition to or rescission of the rules has been given in the Journal of the Association or by such other means in writing as the National Council shall deem to be expedient to each financial member at least twenty eight days before the date of the meeting at which such matter is to be considered. A two-thirds majority at a General Meeting shall be required for any alteration addition to or rescission of the rules. Provided however that no proposed alteration to these rules shall lead to or have the effect of compromising the ability of the Association to receive tax exempt donations and any alteration which may have such affect shall first be approved by the Inland Revenue Department.
- 11.2. Rule changing shall not be employed to settle factional disputes. Where disputes between factions in the Association arise regarding management of the Association's affairs these disputes shall be resolved by the normal avenues offered under these same rules as they relate to the election of officers at the annual general meeting (Rules 5 to 8 inclusive), removal of members/officers (Rule 3.9) and the calling of a special general meeting (Rule 6.7).

12. Regulations By-laws and Standing Orders

- 12.1. For the furtherance of the Associations objectives or the regulation of the conduct of any meetings of the Association or its constituent committees or the implementation or clarification of these rules the National Council at its discretion may make alter or rescind such Standing Orders By-laws and Regulations as it shall see fit provided always that such Standing Orders By-laws and Regulations must be consistent with the objectives of the Association and these rules.

13. Branches

- 13.1. The purpose of a branch is to organise events and conduct promotional activities that meet the needs of local members and contribute to building the Association.
- 13.2. Branches may form with a committee of no less than 5 people.
- 13.3. The membership of branches must be members of the Association.
- 13.4. Branch bank accounts shall be set up by head office by Association Manager in the Association's name. The Association Manager shall retain viewing and signing rights for such accounts.
- 13.5. Discretion regarding the use of funds held in a branch bank account shall rest with that branch.
- 13.6. Branches must act in accordance with the rules of the Association approved by National Council. Where National Council has cause to believe that the rules have been breached, National Council may close the branch down.
- 13.7. Branches shall supply a brief report of activities to the AGM annually.
- 13.8. These rules apply only to branches established after 26 May 2012, and do not affect the branches existing before that date (i.e. Auckland, Levin and Canterbury branches) to which the following clauses apply:
 - 13.8.1. The National Council may agree to the formation, in New Zealand, of branches with not less than fifteen financial members of the Association. Where prior written approval has been obtained, the National Council may refund to, or pay on behalf of, a branch any reasonable inaugural expenses or other costs which have been incurred by such branch.
 - 13.8.2. The rules of a branch of the Association must be consistent with the rules of the Association and approved by the National Council before registration. All branches of the Association shall be separately incorporated under the Incorporated Societies Act 1908 or its amendments.

13.8.3. A Branch formed pursuant to this rule may select a member of the National Council to represent their views to the Council and having done so and informed the National Office to this effect, shall be entitled to receipt of Notice of Meetings and Minutes of the Council.

13.8.4. Branch presidents may attend all National Council meetings and receive notice of such meetings and may take part in discussions and deliberations of the Council, but not vote.

13.8.5. If for any reason any branch is wound up or in the absolute and sole opinion of the National Council it has ceased to function as a branch all records and any surplus funds remaining after the payment of all liabilities shall be sent to the National Office and such funds shall revert to the General Funds of the Association

14. Winding up

14.1. The Association may be wound up by two-thirds majority resolution to that effect at a General Meeting.

14.2. In the event of the Association being so wound up either voluntarily or by the Registrar any surplus funds after payment of all liabilities shall be disposed of to a charitable trust to be nominated if and when such need arises provided however that such trust shall have been declared by the Commissioner of Inland Revenue to be exempt from liability for tax under the provisions of Section 61 (25) of the Land and Income Tax Act 1976 and also to be a donee organisation for the purposes of section 56A of the Income Tax Act 1976.

15. General

15.1. The Association may take any legal or other proceedings which it shall from time to time consider necessary including action to obtain payments of debts due to the Association. Such action shall only be taken:

15.1.1. By Branches only after they have received approval in writing to that effect from the National Council.

15.1.2. By the National Council at its discretion or by instruction from a General Meeting.

15.2. These Rules shall receive such fair large and liberal construction and interpretation as will best ensure the attainment of their objectives and of each provision hereof according to its true intent meaning and spirit.

- 15.3. Except as directed by any General Meeting of the Association any question that shall arise concerning any interpretation of these rules shall be decided by the National Council.
- 15.4. N E Renton's Guide for Meetings and Organisations shall be the authority for all matters of meeting procedure not specified by these rules.
- 15.5. These rules dated July 2016 supersede all previous rules which are now revoked.
- 15.6. As is appropriate and usual in such documents word(s) importing masculine gender shall include the feminine and the singular shall include the plural and vice versa.