

## **Rules for New Zealand Bookkeepers Association Incorporated**

### **1 CONSTITUTION**

This Constitution is constituted by Resolution dated 29 June 2010, and includes revisions made at the Annual General Meeting held on 23 August 2013.

### **2 NAME**

The name of the society will be New Zealand Bookkeepers Association Incorporated; in these Rules called "the Association" and "NZBA" respectively.

### **3 REGISTERED OFFICE**

The Registered Office of the Society is Malley & Co Lawyers, Level 1, 518 Colombo Street, Christchurch 8011.

### **4 PURPOSES**

4.1 The primary purposes of the Association will be to:

- a. Be recognised as a professional entity providing expertise and guidance to our members and outside agencies;
- b. To be active in legislative matters and submissions for the benefit of our members;
- c. To be a professional body for persons involved in the bookkeeping industry within New Zealand, by providing access and guidance to legal and compliance resources and education to ensure all members are regarded as providers of a high quality and expert service;
- d. Promote the interests of members of the Society;
- e. Pecuniary gain is not a purpose of the Association;
- f. Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.2 Without detracting from the primary objects, the secondary objects of the Society are to be:

- a. Establish codes of behaviour applicable to members; and
- b. Make regulations or by laws to advance the attainment of any of the above objects.

## **5 POWERS**

5.1 In addition to statutory powers, the Association will have the following powers:

- a. To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments;
- b. To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Association and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;
- c. To invest surplus funds in any way permitted by law for the investment of incorporated society funds and upon such terms as the Executive Committee thinks fit;
- d. To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the Executive Committee thinks fit;
- e. To carry on any business;
- f. To do all things as may from time to time be necessary or desirable to give effect to and attain the purposes of the Association.

5.2 The Society shall not under any circumstances expend money other than to further lawful purposes, nor for the sole personal or individual benefit of any members.

## **6 ADMISSION OF MEMBERS**

6.1 Any person who meets the criteria of the Association may, subject to the Executive Committee's approval, become a member of the Association by completing a Membership Application form and upon payment of the membership subscription set from time to time by a General Meeting of the Association.

6.2 The Executive Committee may interview the applicant when it considers membership applications.

6.3 The Executive Committee shall have complete discretion when it decides whether or not to allow the applicant to become a member. The Committee shall advise the applicant of its decision and that decision shall be final.

6.4 Members have the rights and responsibilities as set out in these Rules.

## **7 REGISTER OF MEMBERS**

7.1 A register of members of the Association will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act, 1908 and subsequent enactments.

7.2 The register shall contain the names, postal and email addresses and telephone numbers of all members and the dates at which they became members.

7.3 If a member's contact details change, that member shall give the new postal or email address or telephone number to the Secretary.

7.4 Each member shall provide such other details as the Committee requires.

7.5 Members shall have reasonable access to the Register of Members.

## **8 MEMBERSHIP**

8.1 The classes of membership and the method by which members are admitted to different classes of membership is as follows:

### **a. Certified Member**

A Certified Member is an individual person admitted to membership under Rule 6.0 and who or which has not ceased to be a member under any other Rule. A Certified Member must achieve the criteria set by the Executive Committee. Certified Members have full voting rights at any General Meeting of the Association.

### **b. Associate Member**

An Associate Member is an individual person admitted to membership under Rule 6.0 and who or which has not ceased to be a member under any other Rule. Associate Members have not achieved the criteria for Certified membership as outlined in 8.1.a. Associate members are not eligible to vote at any General Meeting of the Association.

### **c. Corporate Member**

A Corporate Member is provided for organisations admitted to membership under Rule 6.0 and which has not ceased to be a member under any other Rule. Corporate Membership provides recognition for an organisation, at least one member of which must be a Certified Member of the Association. Corporate Members do not have voting rights at any General Meeting of the Association.

**d. Partner Member**

A Partner is provided for organisations to be admitted to membership under Rule 6.0 which has not ceased to be a member under any other Rule. Partner membership provides the opportunity for suppliers and supporters of the bookkeeping industry to join the Association. Partner members do not have voting rights at any General Meeting of the Association.

**e. Life Member**

A Life Member is a person honoured for meritorious services to the Society after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies.

**f. Honorary Member**

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

8.2 Every Certified, Associate, Corporate and Partner Member shall advise the Secretary of any change of address.

8.3 The Secretary shall keep a membership register of Certified, Associate, Corporate and Partner Members recording their names and addresses and the dates each member became a member.

8.4 All members (and Executive members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

8.5 Copies of this constitution shall be provided (at cost) to any Member on request.

**9 SUBSCRIPTIONS & LEVIES**

9.1 The annual subscription (or the amount of any periodic payments if the General Meeting decides that it is payable by instalments) and any capitation fees for different classes of membership for the following calendar year shall be set by resolution of a General Meeting.

- 9.2 The Executive may by resolution impose a levy or levies on members in different classes of membership in any calendar year up to a maximum totalling 50 per cent of the annual subscription for that year for each class of member.
- 9.3 Any member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within one calendar month of the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Executive may determine the member's membership shall be deemed to have been terminated and the member shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

## **10 CESSATION OF MEMBERSHIP**

- 10.1 Any member may resign from that member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Society's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).
- 10.2 The Executive may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 10.3 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:
- 10.3.1 The Executive shall have the following discretions:
- 10.3.1.1 If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Executive may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:

- Effectively disposes of the complaint, the Executive may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
- Does not effectively dispose of the complaint, the Executive may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph 10.3.2 of this rule.

10.3.1.2 The Executive may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.

10.3.1.3 The Executive may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive, it becomes apparent to the Executive that it is not appropriate further to investigate or consider the complaint.

10.3.1.4 If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Executive from professional advisers, the Executive may at any time:

- Decline further to investigate or consider the complaint, or
- Require the complainant to deposit with the Society such sum as the Executive thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional adviser's fees before further investigating or considering the complaint.

10.3.2 The following procedures shall be observed when a complaint is investigated and considered:

10.3.2.1 The member shall be given a copy of the complaint,

10.3.2.2 The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Executive or any special committee established by it for the purpose of hearing and deciding upon the complaint,

10.3.2.3 Further enquiries may be made by or on behalf of the Executive or any such special committee, and the results of those enquiries shall be made known to the complainant and the member,

10.3.2.4 The Executive or any such special committee shall allow the complainant and the member the opportunity to be heard by the Executive or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint),

10.3.2.5 The Executive or any such special committee may:

- Dismiss the complaint, or
- Uphold the complaint and do one or more of the following:
  - Reprimand or admonish the member,
  - Suspend the member from membership for a specified period,
  - Alter the membership classification of the member,
  - Impose a fine on the member, or
  - Expel the member.

10.3.2.6 The Executive or any such special shall respect the confidentiality of the proceedings, and

10.3.2.7 The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Executive or any such special committee be conveyed to members.

10.3.3 The decisions of the Executive or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

10.4 A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the Society's financial year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Society, and

shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

## **11 RE-ADMISSION OF FORMER MEMBERS**

- 11.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.
- 11.2 However, if a former member's membership was terminated under either of Rules 10.2 or 10.3 the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

## **12 GENERAL MEETINGS**

"General Meeting" refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.

- 12.1 The quorum for a General Meeting will be ten members present in person or proxy.
- 12.2 At least forty (40) days written notification of each General Meeting will be given to members at the current address for such members recorded in the register of members. It will be the responsibility of members to keep the office of the Association informed of their contact details.
- 12.3 Notification of a 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 arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information will be provided concerning any proposed amendments to the constitution or any matter which is the business of a Special General Meeting. Such information will be supplied to any member requesting it.
- 12.4 The General Meeting will be chaired by the current President of the Executive Committee. In the absence of the President the meeting will elect a person to chair the meeting from among the members present.
- 12.5 A member may be represented at a General Meeting by a nominee appointed by notice in writing to the Secretary and received by the Secretary before the meeting. A member will have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary.



- 12.6 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution, be made by a majority vote.
- 12.7 Only current Certified members will be eligible to vote.
- 12.8 Voting will be by a show of hands unless members indicate an alternative preference. If any member requests a secret ballot on any vote or election, a secret ballot will be held.
- 12.9 If voting is tied, the President will have a casting vote.
- 12.10 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary at least thirty (30) days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

### **13 ANNUAL GENERAL MEETINGS**

- 13.1 The Annual General Meeting will be held annually no later than five months after the Association's balance date. The Executive Committee shall determine when and where the Society shall meet within those dates.
- 13.2 The Annual General Meeting will carry out the following business:
- 13.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.
  - 13.2.2 Receive the Executive Committee's report on the activities of the Association over the last year and the proposed priorities and directions for the Association in the current year.
  - 13.2.3 Receive the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year.
  - 13.2.4 Elect the officers and other ordinary members of the Executive Committee of the Association (see section 9.1).
  - 13.2.5 Elect the Directors/Shareholders of New Zealand Bookkeepers Association Incorporated Limited.
  - 13.2.6 Consider the appointment of an auditor for the Association's accounts.

13.2.7 Consider any changes required to the membership subscription fees and payment terms.

13.2.8 Consider any motions presented.

13.2.9 Conduct any other business which may properly be brought before the meeting.

#### **14 SPECIAL GENERAL MEETINGS**

14.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least 25% members and delivered to the Secretary. Where the meeting has been called on the written request of 25% members it will be called within thirty (30) days of the delivery of that request to the Secretary.

14.2 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.

#### **15 EXECUTIVE COMMITTEE MEETINGS**

15.1 The Executive Committee will be composed of four Officers (President, Vice-President, Secretary and Treasurer) as well as one Membership Coordinator, one Education and Standards Coordinator and no less than one (1) ordinary member and no more than three (3) ordinary members.

15.2 The Executive Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Executive Committee or among its named officers until the next Annual General Meeting.

15.3 Elected members of the Executive Committee will retire at each Annual General Meeting, but will be eligible for re-election at the same and subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.

15.4 Nominations for elected positions on the Executive Committee, including officer-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least seven (7) days before the day fixed for the Annual General Meeting. No nomination may be withdrawn after the date on which nominations close. If there are insufficient nominations to fill the vacant positions on the Executive Committee, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.

15.5 The procedure for meetings will be as follows:

- 15.5.1 A quorum will be at least four of the Association's committee members, of which two must be Officers.
- 15.5.2 If a member of the Executive Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.
- 15.5.3 All questions 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.
- 15.5.4 If the voting is tied, the President will exercise a casting vote.
- 15.5.5 Each meeting will be chaired by the President of the Association or, in her/his absence, by the Vice President or a person appointed by the Executive Committee.
- 15.6 The Executive Committee will meet at least six (6) times every year. Meetings may be held in person or by any other means of communicating as decided on by the Executive Committee from time to time. All members of the Executive Committee, including office-bearers, will be given at least (7) days notice of the meeting by the Secretary, verbally or in writing.
- 15.7 The Secretary will ensure that a minute book is maintained which is available to any member of the Association and which, for each meeting of the Executive Committee, records:
  - 15.7.1 the names of those present;
  - 15.7.2 all decisions which are required by the constitution or by law to be made by the Association; and
  - 15.7.3 any other matters discussed at the meeting.
- 15.8 The Executive Committee will at all times be bound by the decisions of the members at General Meetings.
- 15.9 Members of the Executive shall receive such honoraria as may be set by resolution of a General Meeting.
- 15.10 Members shall be entitled to be reimbursed by the society for any reasonable, pre-approved actual expenses incurred by them on behalf of the society as approved by resolution of the executive.

16.1 The President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening meetings and establishing whether or not a quorum (four members) is present;
- c. Chairing meetings, deciding who may speak and when;
- d. Overseeing the operation of the Association;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

16.2 The Vice President is responsible for:

- a. Acting as President when appointed by the President in their absence;
- b. Assisting the President with the operation of the Association.

16.3 The Secretary is responsible for:

- a. Recording the Minutes of the meeting;
- b. Holding the Association's records, documents and books except those required for the Treasurer's function;
- c. Receiving and replying to correspondence as required by the Committee and in conjunction with the Membership Coordinator if required;
- d. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- e. Advising the Registrar of Incorporated Societies of any rule changes;
- f. Maintaining the Director and Shareholder information with the Companies Register for the Limited Liability company.

16.4 The Treasurer is responsible for:

- a. Keeping proper accounting records of the Association's financial transactions to allow the Society's financial position to be readily ascertained;

- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

16.5 The Membership Coordinator is responsible for:

- a. Keeping the Register of Members;
- b. Receiving and replying to membership related correspondence as required by the Committee and in conjunction with the Secretary.

16.6 The Education and Standards Coordinator is responsible for:

- a. Development and maintenance of all education requirements for the members;
- b. Ensuring the standards of the Association and its members are maintained at all times.

## **17 INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS**

17.1 Any income, benefit or advantage will be applied to the purposes of the Association.

17.2 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

17.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

## **18 POWER TO DELEGATE**

18.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Executive Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.

- 18.2 Any committee or person to whom the Association has delegated powers or duties will be bound by the charitable terms of the Association and any terms or conditions of the delegation set by the Executive Committee.
- 18.3 The Association will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 18.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Association.

## **19 FINANCIAL ARRANGEMENTS**

- 19.1 The financial year of the Association will be from 1 April to 31 March the following year.
- 19.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
- 19.2.1 how money will be received by the Association;
  - 19.2.2 who will be entitled to produce receipts;
  - 19.2.3 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
  - 19.2.4 who will be allowed to authorise the production of cheques and the names of cheque signatories; and
  - 19.2.5 policy concerning the investment of money by the Association, including what type of investment will be permitted.
- 19.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.
- 19.4 The Executive Committee may arrange for the accounts of the Association for that financial year to be audited by a person appointed for that purpose.
- 19.5 The Association shall appoint an accountant to review the annual financial statements of the Association ('the Reviewer'). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the

Committee, or an employee of the Association. If the Association appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

19.5.1 The committee is responsible to provide the Reviewer with:

- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
- b. Additional information that the reviewer may request from the Committee for the purpose of the review; and
- c. Reasonable access to persons within the Association from whom the reviewer determines it necessary to obtain evidence.

19.6 No audit of the annual financial statements is required unless an audit is requested by 5% of the members at any properly convened Association meeting.

## **20 COMMON SEAL**

20.1 The Common Seal of the Association will be kept in the custody and control of the Secretary.

20.2 When required, the Common Seal will be affixed to any document following a resolution of the Association and will be signed by the Treasurer and one other person appointed by the Executive Committee.

## **21 SIGNING OF DOCUMENTS**

All four Officers of the Executive Committee (President, Vice President, Treasurer, Secretary) would be eligible to sign documents, but only two signatures would be required.

## **22 INDEMNITY**

22.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.

22.2 The Officers, Executive and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

## 23 ALTERATION OF RULES

- 23.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting.
- 23.2 Any proposed motion to amend or replace these Rules shall be signed by at least four Members and given in writing to the Secretary at least thirty (30) days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 23.3 At least 14 clear days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice to all Individual Members and Corporate Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.

## 24 MEDIATION & ARBITRATION

- 24.1 Any dispute arising out of or relating to this deed 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 which 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.
- 24.2 The mediation shall be terminated by:
- 24.2.1 The signing of a settlement agreement by the parties; or
  - 24.2.2 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
  - 24.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
  - 24.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 24.3 If the mediation should be terminated as provided in 24.2.2, 24.2.3, 24.2.4 any dispute or difference arising out of or in connection with this constitution, 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 to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

**25 ACTIVITIES LIMITED TO NEW ZEALAND**

The activities of the Association will be limited to New Zealand.

**26 DISPOSITION OF SURPLUS ASSETS**

26.1 The Association may be wound up if at a General meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.

26.2 Any surplus assets after the payment of all outstanding liabilities will be passed to the Association, assuming it still exists, and if not they will be distributed among such charitable community organisations in New Zealand that have similar objects to the Association and as the members will decide in a General Meeting. If the Association is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

**27 LIMITED LIABILITY COMPANY**

The Association will also have an incorporated limited liability company to protect the name of the Association. Directors and Shareholders will be appointed at each Annual General Meeting and those elected will hold that position for a term of one year until the next Annual General Meeting.

This is the document referred to in the annexed declaration of  
..... made at Christchurch this ..... day of  
....., 2010 before me  
.....

*A solicitor of the High Court of New Zealand*