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## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

**LAURA FERGUSSON TRUST INCORPORATED**

### 2. Society number

**222074**

I certify that the alteration has been made in accordance with the rules of the society.

### Name

**VINCENT NAIDU**

### Position

**Solicitor**

### Signature

**14 / 05 / 2019**

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

PC# 1  
16 MAY 2019

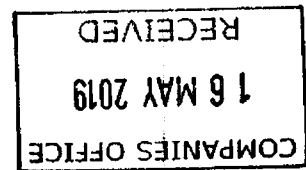
#### For society name changes --

This rule alteration also includes a name change for the society, and  
 We have checked that the new name of the society is available by conducting Register Searches at both  
[www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

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

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



### 4. Your contact details

Name and postal address

Vincent Naidu  
 Vinci Law  
 PO Box 26016  
 Epsom  
 Auckland 1344



**CONSTITUTION AND RULES OF**

**LAURA FERGUSSON TRUST INCORPORATED**

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**1. NAME**

The name of the society is Laura Fergusson Trust Incorporated.

**2. INTERPRETATION**

In the interpretation of these rules unless a contrary intention is expressed:

**2.1. Definitions**

“Act” means the Incorporated Societies Act 1908;

“Board” means the board of man agreement from time to time elected to manage and administer the affairs of the Society;

“Disabled Person” means any person who is affected by physical or mental disablement to such a degree that he or she is limited to the extent to which he or she can engage in the activities, pursuits and process of everyday life;

“Financial Year” means the period commencing on the 1 July in each year and ending on the 30 June in the succeeding year;

“National Trust Board” means the Laura Fergusson Trust Board Incorporated;

“Registrar” means the person holding office under the Act from time to time as Registrar of Incorporated Societies;

“Secretary” means the person appointed by the Board from time to time to act as Secretary of the Society;

“Society” means Laura Fergusson Trust Incorporated;

“Special Resolution” means a resolution of the Society in general meeting passed by a majority of at least 75% of the members of the Society who being entitled to do so vote in person or by proxy at such general meeting;

“Trust” means The Laura Fergusson Trust for Disabled Persons, a trust established under a trust dated 25 May 1967 and registered under the Charitable Trusts Act 1957;

**2.2. Headings:** headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of these rules;

**2.3. Persons:** references to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, joint ventures, associations, organisations, trusts, states or agencies of state, government departments and local authorities in each case whether or not having separate legal personality;

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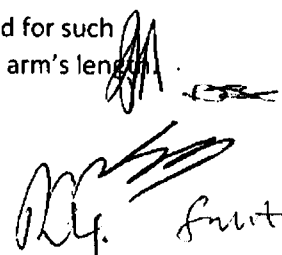
- 2.4. **Defined Expressions:** expressions defined in rule 2.1 bear the defined meaning in the whole of these rules;
- 2.5. **Plural and Singular:** words importing the singular number shall include the plural and vice versa;
- 2.6. **Rules:** references to rules are references to these rules;
- 2.7. **Negative Obligations:** any obligation not to do any thing shall be deemed to include an obligation not to suffer permit or cause that thing to be done; and
- 2.8. **Statutes:** references to a statute shall be deemed to extend to all statutes amending, consolidating or replacing the same.

### 3. OBJECTS

- 3.1. **General:** The objects of the Society are:
- 3.1.1. **Assist Disabled Persons:** to provide rehabilitation services, therapy, residential accommodation and other facilities and services as may be needed or desirable to assist and encourage Disabled Persons towards achieving their full potential and independence in daily living;
- 3.1.2. **Facilities:** to establish, operate and manage all kinds of facilities for Disabled Persons;
- 3.1.3. **Research:** to carry out research and surveys relating to the provision of rehabilitation, therapy and other services and facilities to and for Disabled Persons;
- 3.1.4. **Marketing:** to carry out marketing in order to expand and publicise the activities of the Society;
- 3.1.5. **Donations:** to seek donations, legacies, bequests and gifts of all kinds to assist in carrying out the activities and objects of the Society;
- 3.1.6. **Secure Assistance:** to secure the assistance and co-operation of other persons in fund raising and publicity activities in order to further the objects of the Society;
- 3.1.7. **Sponsorship:** to sponsor the activities of other persons in order to further the objects of the Society;
- 3.1.8. **Funding:** to provide funds for the provision of rehabilitation, therapy, residential accommodation and other services and facilities to or for the benefit of Disabled Persons;
- 3.1.9. **Contracts:** to contract with, employ or otherwise secure the services of any person for the purpose of achieving the above objects or any of them;

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- 3.1.10. Joint Ventures and Partnerships:** to enter into joint ventures, partnerships and other collaborative arrangements for the purpose of achieving the above objects or any of them;
- 3.1.11. Acquire Business:** to acquire any business or interest in a business in New Zealand or elsewhere and to carry on such business or any other business in which the Society may at any time be concerned or interested either alone or in partnership with any other person; and
- 3.1.12. Endowment Trust Fund:** to establish endowment or similar trusts for the benefit of the Society and to collect funds and raise money for and on behalf of such trusts by all lawful means and to receive and enlist financial and other contributions, donations, endowments and bequests from any source in order to further the objects and purposes of such trusts;
- 3.1.13. National Trust Board:** to assist the National Trust Board in the provision of assistance to Disabled Persons and to receive funds from the National Trust Board for the purposes and objects of the Society; and
- 3.1.14. Incidental Objects:** to enter into all such contracts and arrangements and to do all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them.
- 3.2. Pecuniary Gain:** Any income, benefit or advantage arising or otherwise derived from the operations or activities of the Society shall be applied only for the charitable purposes of the Society. Subject to rules 3.3 and 3.4, no member or person associated with a member shall receive any form of private income, benefit or advantage from the operations or activities of the Society where that member or person can materially influence the payment of that income, benefit or advantage.
- 3.3. Payments to Board Members:** Notwithstanding rule 3.2, the Society is authorised to pay members of the Board elected or appointed under rule 7.1 or co-opted under rule 11.1 for:
- 3.3.1. Services:** services actually provided to the Society as members of the Board; and
- 3.3.2. Out of Pocket Expenses:** out of pocket expenses incurred in carrying out the duties and responsibilities of a Board member;
- Provided such payments are:
- 3.3.3. Reasonableness:** reasonable having regard to the nature and extent of the services provided or expenses incurred; and
- 3.3.4. Arm's Length Test:** not more than the amount which would be paid for such services or expenses if the Society was dealing with a third party at arm's length.



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- 3.4. Members May Contract:** Notwithstanding rule 3.2, a member may enter any contract or arrangement with the Society for the supply of goods or services to or for the Society for such consideration and on such other terms and conditions as if the Society was dealing with a third party at arm's length.

#### 4. MEMBERSHIP

- 4.1. Admission to Membership:** Any person other than a paid employee of the Society may apply and shall be eligible for admission as a member of the Society.
- 4.2. Procedure for Admission:** Applicants for membership must make a written application to the Secretary on such form as the Board may prescribe and must pay the Society's annual or lifetime subscription upon admission. All new memberships must be confirmed by the Board and may be declined by the Board without any reason having to be given.
- 4.3. Register of Members:** The Secretary shall maintain a register of members recording the name, address, occupation and telephone number of each member and the date upon which each member was admitted to membership of the Society.
- 4.4. Subscriptions:** Annual subscriptions for members shall fall due for payment on the first day of each Financial Year. The membership of any member whose subscription is in arrears for two years after the due date may be terminated by the Board at any time by notice in writing to that person's last address recorded by the Secretary.
- 4.5. Termination:** The membership of any person may be terminated by the Board by written notice posted or delivered to that person's last known address recorded by the Secretary:
- 4.5.1. Society's Interests:** if the Board decides that it is not in the interests of the Society that the person should remain a member of the Society; or
- 4.5.2. Eligibility:** if he person is no longer eligible for membership.

The Board shall not be required to give any reason for terminating the membership of any person under rule 4.5.1.

- 4.6. Rights:** Membership of the Society shall not confer any estate, right or interest in the funds or property of the Society upon any member.

#### 5. LIABILITY OF MEMBERS

- 5.1. Contracts:** No member shall have any personal liability in respect of any contract or other obligation made or incurred by the Society.
- 5.2. Indemnity:** The Society shall indemnify and keep indemnified each member against any liability properly incurred by such member in respect of the affairs of the Society.

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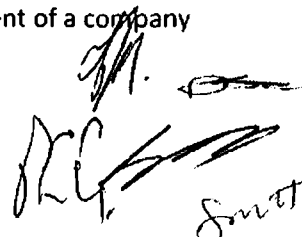
- 5.3. **Actions:** No member shall have any action in law or otherwise against any other member in respect of any act or omission under these rules except where such action arises from the wilful default of the person against whom such action is taken.

## 6. HONORARY LIFE MEMBERS

- 6.1. **Nomination:** Any person who has conferred special benefits upon the Society or has rendered special services to the Society may be nominated for election as an honorary life member of the Society at a general meeting of the Society. Nominations for the election of any person as an honorary life member must be proposed and seconded by two financial members and written notice delivered to the Secretary not less than 14 days before the relevant general meeting.
- 6.2. **Privileges:** All persons elected as honorary life members of the Society shall be entitled to all the privileges of membership of the Society including the right to attend and vote at general meetings of the Society and to hold office but shall not be required to pay an annual subscription

## 7. BOARD OF MANAGEMENT

- 7.1. **Constitution of the Board:** The Board shall comprise:
- 7.1.1. **Elected Members:** eight persons elected under rule 7.4; and
  - 7.1.2. **Disabled Person:** any person appointed by the elected Board members under rule 7.6.
- 7.2. **Eligibility of Board Members:** Subject to rule 7.3 any person who is a financial member of the Society is eligible for election or appointment to the Board including any person who has previously served as an elected or appointed Board member.
- 7.3. **Non Eligible Persons:** The following persons are not eligible for election or appointment as a Board member and may not hold office as a Board member:
- 7.3.1. **Bankrupt:** a bankrupt who has not obtained a final order or discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967;
  - 7.3.2. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years;
  - 7.3.3. **Imprisonment:** a person who has been convicted of any offence punishable by a term of imprisonment of less than two years and is sentenced to imprisonment for that offence;
  - 7.3.4. **Disqualified Director:** a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993; and

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- 7.3.5. Property Order:** a person who is subject to a property order made under sections 30 or 312 of the Protection of Personal Property Rights Act 1988.
- 7.4. Election of Board Members:** At each annual general meeting of the Society there shall be an election of eight persons as board members under rule 7.1.1.
- 7.5. Term of Office of Board Members:** The elected and appointed members of the Board shall serve for a term ending on the date of the next annual general meeting of the Society after they are elected or appointed.
- 7.6. Appointment of Disabled Board Member:** Subject to rule 7.3 the elected members of the Board may at any time appoint as a member of the Board either:
- 7.6.1. Disabled Person:** a Disabled Person; or
- 7.6.2. Representative:** a person, who by reason of professional skill, work experience or family background is capable of representing the interests, outlook and opinions of Disabled Persons.
- 7.7. Appointment of Chairperson and a Deputy Chairperson:** At the first meeting of the Board following an annual general meeting at which there is an election of Board members, the elected members of the Board shall appoint a Chairperson and a Deputy Chairperson.
- 7.8. Vacancies:** The Board may fill any vacancy occurring among its members arising as a result of the resignation of a Board member or if a Board member becomes ineligible under rule 7.3. The Board may appoint any person who is eligible for election as a Board member to fill a vacancy on the Board. Any person appointed to fill a vacancy under this rule will hold office until the next annual general meeting of the Society. The continuing members of the Board may continue to act notwithstanding a vacancy.
- 7.9. Nominations:** Nominations for the election of Board members must be proposed and seconded by two financial members of the Society and signed by the Nominee. Nominations must be delivered to the Secretary at least two days before the relevant annual general meeting together with a summary of the qualifications and experience of the Nominee. Summaries of the qualifications and experience of Nominees for election as Board members must be distributed for consideration by the members of the Society present at the relevant annual general meeting. If there are insufficient nominations to fill the vacancies on the Board the Secretary may call for additional nominations at the meeting.
- 7.10. Resignations:** any member of the Board may resign from the board by giving one month's notice in writing to the Secretary.
- 8. BOARD MEETINGS**
- 8.1. Frequency:** The Board may meet at such times as it may decide but shall meet not less frequently than every two months.

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- 8.2. Quorum:** The quorum for meetings of the Board shall consist of five members one of whom shall be the Chairperson or the Deputy Chairperson.
- 8.3. Convener:** The Secretary or, in the Secretary's absence the Chairperson shall be the convener of the Board. A meeting of the Board may also be convened by a written notice signed by any four members of the Board and given to the other members.
- 8.4. Procedure:** The Chairperson or the Deputy Chairperson shall be the chairperson at meetings of the Board. At all meetings of the Board voting shall be by voice or by such other method as the Board may decide. All matters put to a vote shall be decided by a simple majority of votes cast. The chairperson shall have a deliberative vote and, in the event of an equality of votes, a further casting vote.
- 8.5. Attendees:** At any meeting of the Board there may be present such employees of the Society or other persons as the Board may decide.
- 8.6. Signed Resolution:** Anything that may be done at a meeting of the Board may be done by the Board by a resolution in writing passed without a meeting or any previous notice being required by means of a written resolution signed by a majority of the members of the Board. Any such resolution shall be as valid and effective as if it had been passed at a properly convened meeting of the Board. Any such resolution may consist of several documents in similar terms each signed by one or more of the members of the Board.

## 9. BOARD MINUTES

- 9.1. Minutes to be kept:** The Board shall record minutes of its meetings in a minute book kept for the purpose. The minutes shall include details of the names of members of the Board present at each meeting, and a record of all resolutions and proceedings at meetings of the Board.
- 9.2. Minutes to be conclusive:** The minutes of a meeting of the Board, if signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting of the Board, shall be conclusive evidence of the matters stated in such minutes.

## 10. POWERS OF BOARD

The overall control of the management and administration of the Society shall be vested in the Board which may exercise the following powers in such manner and on such terms as the Board may decide without reference to a general meeting of the Society:

- 10.1. Property General:** purchase, sell, transfer, lease or otherwise acquire or dispose of any interest in any real or personal property;
- 10.2. Facilities:** furnish, equip, conduct and maintain any hospital, hostel, clinic, residence or other facility for the purpose of providing assistance to or accommodation for Disabled Persons;
- 10.3. Buildings:** construct, maintain, rebuild or alter buildings and facilities of all types for occupation and use by Disabled Persons;

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- 10.4. **Insurance:** take out and maintain any insurance relating to any person or property;
- 10.5. **Borrow Money:** borrow money from any person either alone or jointly with any other person and either with or without giving security.
- 10.6. **Guarantees:** enter into any guarantee either alone or jointly with any other person;
- 10.7. **Renewals and Variations:** renew, vary or rearrange any loan, mortgage, charge or guarantee made or given by the Society;
- 10.8. **Settle Accounts:** settle the account of any person who has a liability to the Society and give receipts and discharges to those persons;
- 10.9. **Employment:** employ and terminate the employment of staff;
- 10.10. **Disputes:** resolve all disputes concerning the affairs and administration of the Society;
- 10.11. **Investments:** invest and deal with any of the Society's funds in any of the ways authorised by law whether or not a particular investment is authorised for the investment of trust funds;
- 10.12. **Support Organisations:** establish or support other persons in order to further any of the objects of the Society;
- 10.13. **Lend Money:** lend money or give financial assistance to or for the benefit of any Disabled Person;
- 10.14. **Charges:** set charges for accommodation and other services and facilities by the Society and take action to enforce payment of any such;
- 10.15. **Trust Board:** appoint delegates to represent the Society at meetings of the Trust Board;
- 10.16. **Common Seal:** affix the common seal of the Society to any document or instrument in furtherance of any of the powers specified above, and
- 10.17. **General:** generally do or cause to be done such acts matters and things in relation to the Society as are incidental to the exercise of any of the powers specified above.

## 11. CO-OPTION AND DELEGATION

- 11.1. **Co-option of Board Members:** The Board may from time to time co-opt on to the Board any person (including a Disabled Person) who the Board considers to have special skills, knowledge or experience which would assist it in the management and administration of the affairs of the Society. Any person so co-opted shall have the right to be heard and to participate at meetings of the Board but shall not have a right to vote and shall not be counted for the purpose of determining whether a quorum of the Board is present at a meeting.

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- 11.2. Power to Appoint Subcommittees:** The Board may from time to time appoint subcommittees and may delegate to any subcommittee such of the Board's powers as the Board decides and from time to time may vary the terms of any delegation of powers.
- 11.3. Constitution of Subcommittees:** Any subcommittees appointed by the Board may comprise such persons (whether members of the Society or not) as the Board decides.
- 11.4. Extent of Delegation:** All subcommittees shall be responsible to and subject to the control of the Board which may at any time revoke any delegated authority.
- 11.5. Money:** All money collected and subscriptions received by any subcommittee of the Board shall be deemed to have been collected and received on behalf of the Society to which all such money shall be promptly paid and accounted for.

## 12. INDEMNITY

The members of the Board (including co-opted members appointed under rule 11.1) and officers of the Society shall be fully indemnified by the Society from and against losses, claims, damages and expenses incurred (whether individually or collectively) in or about the discharge of their respective duties in good faith.

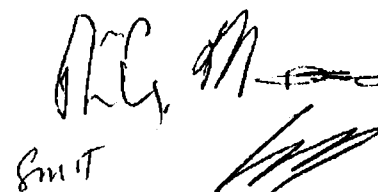
## 13. OFFICERS

The Board shall have power from time to time to appoint a Treasurer, a Secretary and a Solicitor, whether honorary or otherwise, and upon such terms and at such remuneration as the Board decides. The Board may from time to time remove or replace any person so appointed. The Treasurer, Secretary and Solicitor shall be ex officio officers of the Society.

## 14. FINANCE

- 14.1. Accounts:** The Board shall cause true and correct accounts to be kept of the moneys received and paid by the Society and of the assets and liabilities of the Society.
- 14.2. Annual General Meeting:** An audited balance sheet containing a summary of the assets and liabilities of the Society together with an audited summary of the Society's income and expenditure in the preceding Financial Year shall be prepared and submitted at each annual general meeting.
- 14.3. Auditor:** At each annual general meeting of the Society a member of the New Zealand Institute of Chartered Accountants (who shall not be an officer or a member of the Board) shall be appointed as auditor of the Society until the next annual general meeting. Any casual vacancy occurring in the office of the auditor may be filled by the Board.
- 14.4. Accounts Conclusive:** The Society's accounts when audited and approved at an annual general meeting shall be conclusive.

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- 14.5. Inspection:** A copy of the Society's audited and approved accounts shall be made available for inspection by members at all reasonable times at the registered office of the Society.

## 15. BANKING

- 15.1. Bank Account:** All moneys received by or on behalf of the Society shall be paid to the credit of the Society at such bank or banks as the Board shall from time to time authorise.
- 15.2. Signatories:** Cheques and other negotiable instruments drawn on any of the Society's banks shall be signed by two members of the Board who are duly authorised by the Board to execute such documents, or by those members of the executive management who hold delegated authority from the Board to sign such documents.

## 16. LEGACIES

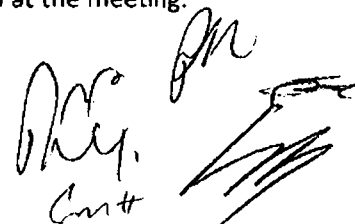
- 16.1. Legacies:** Legacies, endowments, contributions and other gifts of money or real or personal property may be received by the Society generally or for the purposes of any specific objects of the Society or of the Trust Board.
- 16.2. Allocation:** Subject to the terms of any relevant trust or will, legacies or other gifts of real or personal property vested in the Society shall be dealt with, allocated or disposed of for the purposes of the Society by the Board which shall be empowered to vest any such real or personal property in the Trust Board and which may appoint one or more persons to hold any property on behalf of the Society.
- 16.3. Receipts:** The Secretary or the Treasurer shall issue receipts on behalf of the Society for all legacies, subscriptions, donations and other moneys paid to the Society.

## 17. GENERAL MEETINGS

- 17.1. Annual General Meetings:** An annual general meeting of the Society shall be held during the months of November or December in each year on such date and at such time and place as the Board shall decide.
- 17.2. Notice:** Not less than seven days before each annual general meeting the Secretary shall give written notice to every member of the Society including:
- 17.2.1. Time and Place:** the date, time and place of the meeting;
- 17.2.2. Agenda:** an agenda showing the business to be transacted at the meeting;
- 17.2.3. Candidates:** a request for nominations for the election of members of the Board; and
- 17.2.4. Honorary Life Members:** the names of any persons proposed for election as honorary life members of the Society.

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- 17.3. Business:** The following business shall be transacted at each annual general meeting of the Society:
- 17.3.1. Confirmation of Minutes:** confirmation of the minutes of the previous annual general meeting and of any special general meeting held since the previous annual general meeting;
  - 17.3.2. Chairperson's Report:** consideration and adoption of a report by the Chairperson on the Society's operations during the preceding Financial Year;
  - 17.3.3. Financial Statements:** consideration and adoption of the financial statements of the Society for the preceding Financial Year.
  - 17.3.4. Auditor:** the appointment of an auditor for the next Financial Year;
  - 17.3.5. Scrutineers:** the election of scrutineers, if elections or ballots are to be conducted;
  - 17.3.6. Elections:** the election of officers and members of the Board; and
  - 17.3.7. General Business:** general business of which notice has been given in the agenda for the meeting.
- 17.4. Quorum:** At all general meetings of the Society a quorum shall consist of fifteen members personally present and qualified to vote.
- 17.5. Chairperson:** At all general meetings of the Society the Chairperson or, in the Chairperson's absence the Deputy Chairperson shall act as chairperson of the meeting.
- 17.6. Special General Meetings:** A special general meeting of the Society may be convened at any time:
- 17.6.1. Board Resolution:** by an ordinary resolution of the Board; or
  - 17.6.2. Requisition:** by a requisition specifying the object of the meeting served on the Secretary or the Chairperson and signed by not less than ten members of the Society.
- 17.7. Notice of Special General Meetings:** Where a special general meeting is convened, the Secretary shall not less than seven days before the meeting give written notice to every member of the Society stating:
- 17.7.1. Time and Place:** the date, time and place of the meeting; and
  - 17.7.2. Agenda:** an agenda showing the business to be transacted at the meeting.

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## 18. VOTING

- 18.1. Entitlement to Vote:** At any general meeting of the Society each member whose subscription is paid up to the date of the meeting shall have one vote. In the event of any equality of votes the chairperson of the meeting shall have a further casting vote.
- 18.2. Proxies:** A member may exercise the right to vote at a general meeting of the Society either by being present in person at the meeting or by appointing a proxy. A person appointed as a proxy for a member is entitled to attend and be heard at an annual or special general meeting of the Society as if the proxy were the member. A proxy must be appointed by a notice in writing signed by the member who appoints the proxy. All notices appointing proxies must be delivered to the Secretary no later than 30 minutes before the start of the relevant general meeting at which the right to vote by proxy is to be exercised. At a general meeting no person may hold more than three proxies.
- 18.3. Resolutions:** All resolutions at any general meeting of the Society shall be carried by a majority of the members present in person or by a show of hands unless a majority present demands a ballot, in which case each member present or by proxy shall be entitled to one vote.

## 19. COMMON SEAL

- 19.1. Custody and Use:** The common seal of the Society shall be kept in the custody and control of the Secretary and shall not be affixed to any document except by resolution of the Board and in the presence of two members of the Board.
- 19.2. Irregularities:** Any instrument bearing the common seal of the Society shall be binding on the Society notwithstanding any irregularity in the appointment of the Board or the authority of the Board to issue the same.

## 20. REGISTERED OFFICE

The registered office of the Society shall be at 224 Great South Road, Greenlane, or at such other place as the Board may from time to time decide. Notice of every change in the situation of the registered office shall be given to the Registrar.

## 21. ALTERATION TO RULES

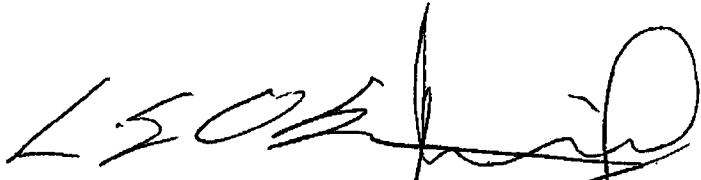

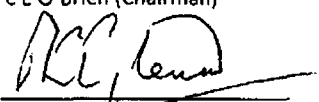
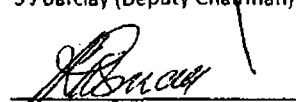
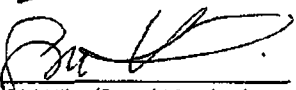
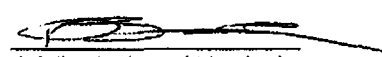
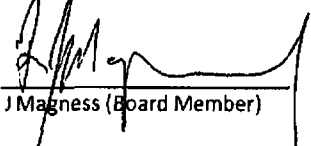
- 21.1. Alterations:** These rules shall not be amended, added to or cancelled except by Special Resolution passed at an annual general meeting, or at a general meeting convened for that purpose, and unless written notice of the proposed amendment, addition or cancellation has been given to all members. No amendment or addition or cancellation of these rules shall be approved if it detracts from or alters the nature of the Society.
- 21.2. Entrenchment:** Rules 3.2, 3.3 and 3.4 shall not be removed from these rules and must be included in any rules replacing these rules.

## 22. WINDING UP

- 22.1. Procedure:** The Society may be wound up or dissolved in any of the ways provided in the Act.



22.2. **Disposal of Assets:** In the event of the winding up or dissolution of the Society a special general meeting of the Society shall be called at which the Society shall decide how any surplus assets shall be disposed of. Any surplus assets which are to be vested otherwise than in the Trust Board must be applied exclusively for charitable purposes which as nearly as practicable resemble the objects of the Society.

 C E O'Brien (Chairman)	 S J Barclay (Deputy Chairman)
 R Glenn (Board Member)	 R Small (Board Member)
 M Hiha (Board Member)	 A Callender (Board Member)
 J Magness (Board Member)	

