



**The Rules of
The Magazine Publishers Association
of
New Zealand Incorporated**

**As approved at Special General Meeting
August 20th 2008.**

And

Filed with the Registrar of Incorporated Societies

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Executive Director**

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1. NAME

The name of the Association is The Magazine Publishers Association of New Zealand Incorporated, hereinafter referred to as the Association.

2. INTERPRETATION

In these Rules and any regulations made hereunder, unless the context otherwise requires:

- a. "The Association" means The Magazine Publishers Association of New Zealand Incorporated.
- b. "The Act" means "The Incorporated Societies Act 1908" and its amendments.
- c. "Member" means a Member of the Association, and subject to Rule 5 includes a Full Member, and Membership shall have a corresponding meaning.
- d. "The Executive" means the Executive Committee of the Association or, if the context so requires, the Executive Committee of a branch of the Association.
- e. "Annual turnover", in respect to Rule 11a (Annual Subscription), is the publisher's total revenue gained from qualifying titles for the most recent financial year completed by the publisher prior to 31 March.

3. OBJECTS

The Objects of the Association are:

- (a) To generally promote the advantages and efficiency of the New Zealand magazine and periodical publishing industry.
- (b) To encourage the maintenance of the highest professional standards in the conduct of the business of Members, in keeping with Rule 4 (Code of Ethics).
- (c) To extend the public knowledge of the functions and activities of the magazine and periodical publishing industry.
- (d) To promote and maintain goodwill, co-operation and cordial relations with the Government and central and local authorities.
- (e) To protect, defend, conserve and enhance the rights of magazine publishers, including their interests in regard to legislation affecting publishers' products.
- (f) To initiate such lawful reforms as may, from time to time, appear necessary, and to provide mutual help and advice to Members seeking the same.
- (g) While endeavouring to promote the highest technical standards amongst publishers, to interfere in no way with the editorial and managerial policies of publications controlled by its Member publishers.
- (h) To foster the training, education and qualifications of persons engaged in the business of publishing periodical journals and magazines, or intending to engage in this business sector, in New Zealand.
- (i) To recognise trained, capable, responsible staff as being essential to the maintenance of a high standard of magazine publishing.

- (j) To promote and encourage development of close co-operation and cordial relations between publishers on all matters affecting their common interests, by means of meetings and other available avenues.
- (k) To collect from Members and other sources, information and intelligence for the use and benefit of Members; to furnish and supply the same to Members; and, where appropriate, to disseminate this to the public.
- (l) To foster the business interests of Members to the extent and in the manner permitted by the Incorporated Societies Act.
- (m) To establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for suggestions, essays or otherwise, which tend to further the interests of the Association.
- (n) To print and publish any newspapers, periodicals, books, leaflets, radio scripts or films and such other descriptive or educational material, that the Association may think desirable for the promotion of its objects.
- (o) To establish and support, or assist in the establishment or support, of any charitable association or institution, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its Objects.
- (p) To receive gifts or legacies in money or otherwise, for the purpose of promoting or furthering the Objects of the Association.
- (q) In general, to do all such other or further acts and things relating to the particular Objects above mentioned, or otherwise which may from time to time be found or appear to be necessary or expedient, for the benefit and protection of Members so far as the same are permitted.
- (r) To advance the principle of the self regulation of the advertising industry by contributing to the operation and maintenance of the Advertising Standards Authority Inc and its Codes of Practice.
- (s) To advance the principles surrounding currency development (Audit Bureau and Readership) and to foster ongoing revision, training and education in this area.

4. CODE OF ETHICS

Members shall:

- (a) At all times abide by the laws of the land, but notwithstanding their compliance shall use their democratic right to strive for and safeguard the freedom of the press and free expression;
- (b) Actively promote the right of the media to serve the public interest through informed reporting and without fear or favour;
- (c) Objectively balance self interest and pecuniary gain against the entitlement of just rewards for services rendered;
- (d) Accept advertising which is legal, decent and honest and which conforms with relevant fair trading legislation and/or codes of practice;
- (e) Conduct their business affairs with professionalism, prudence and integrity, employing and training staff to high levels of competence which promote trust and confidence in the marketplace; and

- (f) Uphold the good name of the magazine publishing industry in word and deed, competing fairly while striving to maintain high technical and aesthetic publishing standards.

5. POWERS

The Association shall have the power to do all such lawful acts and things as are incidental or conducive to its Objects or any of them, and without in any way limiting the generality of the foregoing, the following powers shall be included:

- (a) To purchase, take on-lease or in-exchange, hire, or otherwise acquire, any real or personal property and any rights or privileges which the Association may think necessary or convenient.
- (b) To raise money by subscription, levies or otherwise, and to grant any rights and privileges to subscribers and to such Members as may from time to time be deemed necessary.
- (c) To borrow or raise or secure the payment of money in such manner as the Association may think fit, and to mortgage, pledge and/or charge in any manner all or any of its property, rights, interests and assets.
- (d) To enter into any contracts, agreements or arrangements with any person, firm, syndicate, corporation or company which the Association may deem conducive to its objects, or any or all of them.
- (e) To invest, lend or deal with the monies of the Association not immediately required for carrying out its Objects upon such securities and in such manner as may from time to time be determined by the Executive Committee of the Association.
- (f) To make, amend or rescind rules, regulations, standards of practice, by-laws or standing orders not inconsistent with those Rules pertaining to the carrying out of all or any of the Objects of the Association, the discipline and control of its Members, the management of its affairs, and the observance of its Rules and Regulations.
- (g) In the case of any breach or non observance of its rules or regulations, or the non payment of any such subscription or levy, to impose fines or suspend any member for such time as it sees fit or to expel any Member.
- (h) To enter into any joint venture with any other similar organisation in New Zealand.
- (i) To provide suitable premises for meetings and carrying on the work of, and for the purpose of carrying into effect, the Objects of the Association, and to employ and dismiss servants and agents.
- (j) To establish branches and branch offices, and to provide for the appointment of local committees to deal with local matters or matters of general interest to the Association, which may require local attention.
- (k) To give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable investments.
- (l) To take or otherwise acquire and hold membership and shares in any other association or company or corporation having objects altogether, or in part, similar to those of the Association, or carrying on any business of whatsoever nature which is deemed by the Association to be capable of being conducted, so as to further directly or indirectly the Objects for which the Association is established.
- (m) To do any act or anything which may appear to the Association to be incidental or conducive towards carrying into effect or attainment of the Objects of the Association.

6. MEMBERSHIP

- (a) Membership of the Association shall consist of an unlimited number of Members, who may be Full, Associate, Affiliate, Individual or Honorary Members.
- (b) Full and Associate Members of the Association shall be publishers and printer/publishers producing nationally or locally distributed New Zealand magazines and periodicals, with the following provisos:
- I Where a Member has a common shareholding of 49% or more with another member or members, the following rules shall apply:
 - i. In regard to fees, gross calendar year advertising revenues will be aggregated to determine membership category and voting rights.
 - ii. Such fees and voting rights will be prorated across the two or more Members with common shareholding.
 - iii. No Member shall have more than one representative on the Executive, excepting an organisation which has two or more divisions or subsidiaries EACH of which has individual membership of the MPA, in which case the number of representatives who may sit on the Executive for the combined Member is two.
 - iv. A Member is deemed to be any legal entity or trading unit.
 - v. The Executive shall have final discretion as to whether an applicant constitutes a legal entity or trading unit.
 - II In the event that such a common shareholding occurs subsequent to the granting of membership, the Secretary shall be informed in writing within 30 days.

The category of membership shall be redefined upon notification to the Secretary, who shall advise the combined Member of the new category of membership and invoice any additional subscriptions payable.

In the event that the subscription paid by the Members prior to their common shareholding is greater than that which would be paid under the new category of combined membership, no refund of subscription will be made and the new subscription will be effective from the following financial year.
- (c) Any person, including a body corporate, government department or state corporation, shall be eligible to apply for Full membership if he, she, or it, is the publisher and/or owner of at least one approved publication (being a publication approved under clause d. of this Rule). The approval of a publication shall be at the absolute discretion of the Association Executive.
- (d) In considering an application for Full or Associate membership, the Association Executive may approve or reject such publication, but no publication shall be considered for approval which does not meet these requirements:
- i it shall be published principally for the readers' interest;
 - ii it shall be published regularly and offered for sale through recognised channels, or distributed free of charge to the recipient in any manner capable of being recognised by an independent audit organisation;
 - iii it shall circulate wholly or partly within New Zealand;

iv it shall be a magazine or periodical publication, the circulation of which is currently audited by the NZ Audit Bureau of Circulations **(subject to Rule 6e)**.

(e) In the case of a publisher applying for membership with a title, owned fully or in part, which is unaudited, a probationary Full membership right will apply for up to:

- i. **18 months from the date of first publication of the title; or**
- ii. **6 months from the date of acceptance into membership - whichever is the longer period.**

A publisher applying for membership with some audited and some unaudited titles must obtain circulation audits for all within the appropriate 6 month period or 18 month period, or apply to the Executive for Title exemptions as applicable.

Redress

Where the above audit, or exemption, requirements are not met, the following procedure applies:

- a. **The breach should be reported to the MPA in writing**
- b. **The MPA will direct the publisher to commence the audit process for the Title or apply to the Executive for an exemption within 10 days.**
- c. **If the publisher does not respond to this request then the matter will be directed to the MPA Executive.**

(f) Existing members acquiring or launching new titles capable of being approved under clause d. must notify the Association in writing not less than 30 days from the date of such acquisition or launch, and must, thereafter, abide by Rule 6e.

(g) An applicant for membership who does not, in the opinion of the Executive, meet the requirements for Full membership, may be elected to Associate membership if, in the opinion of the Executive, the membership of the Association by such applicant shall be to the benefit of the Association and/or its Full Members.

Any such membership shall be subject to conditions as the Executive may from time to time prescribe, and may at any time be cancelled by a resolution of the Executive.

(h) Full Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that all members of their staff are aware of the Codes and their implications.

7. ASSOCIATE MEMBERSHIP

(a) Associate Membership is restricted to Publishing organisations with an annual turnover of less than NZ\$ 600,000. The audit requirement (Rule 6d) does not apply to Associate members.

(b) Associate Members shall have no voting rights, but otherwise shall be entitled to such benefits of membership as specified under paragraph c. of this clause, and shall pay such annual subscription as shall be fixed by the Association from time to time.

(c) Associate membership may be granted to any organisation if that organisation:

- i. has a pecuniary interest in a Full Member of the Association; or
- ii. has a representational interest in a publishing company; or

- iii. is an organisation that can bring benefit to the Association.
- (d) Associate Members will:
 - i. not be permitted to hold office within the Association;
 - ii. not have voting rights;
 - iii. not be permitted to use symbols, logos, signs, promotional or other material as the Association may make available to Full Members;
 - iv. be permitted to attend meetings of the Association or Association branches at the invitation of the Association or branch Executive;
 - v. otherwise participate in the benefits of membership in such way as the Executive may from time to time determine.
- (e) All applications for Associate membership will be on the prescribed form.
- (f) Associate Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that all members of their staff are aware of the Codes and their implications.

8. AFFILIATE MEMBERSHIP

- (a) Affiliate Membership is restricted to Non-Publishing organisations that can be demonstrated to be offering services or benefits to the NZ magazine publishing industry and to have a close association with, and interest in, the industry's success.
- (b) Affiliate Members shall have no voting rights, but otherwise shall be entitled to such benefits of membership as specified under paragraph d. of this clause, and shall pay such annual subscription as shall be fixed by the Association from time to time.
- (c) Affiliate membership may be granted to any organisation if that organisation:
 - i. has a pecuniary interest in a Full Member of the Association; or
 - ii. has a representational interest in a publishing company; or
 - iii. is an organisation that can bring benefit to the Association.
- (d) Affiliate Members will:
 - i. not be permitted to hold office within the Association;
 - ii. not have voting rights;
 - iii. not be permitted to use symbols, logos, signs, promotional or other material as the Association may make available to Full Members;
 - iv. be permitted to attend meetings of the Association or Association branches at the invitation of the Association or branch Executive;
 - v. otherwise participate in the benefits of membership in such way as the Executive may from time to time determine.
- (e) All applications for Affiliate membership will be on the prescribed form.

- (f) Affiliate Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that all members of their staff are aware of the Codes and their implications.

9. INDIVIDUAL MEMBERSHIP

- (a) Individual Membership is restricted to persons who have a close association with the NZ magazine industry, can demonstrate their contribution to the industry, and who have an interest in the industry's success. Applicants must be nominated and seconded by an existing member.
- (b) Individual Members shall have no voting rights, but otherwise shall be entitled to such benefits of membership as specified under paragraph d. of this clause, and shall pay such annual subscription as shall be fixed by the Association from time to time.
- (c) Individual membership may be granted to any individual if that individual:
 - i. has a pecuniary interest in a member of the Association; or
 - ii. has a representational interest in a publishing company; or
 - iii. is a person who can bring benefit to the Association.
- (d) Individual Members will:
 - i. not be permitted to hold office within the Association;
 - ii. not have voting rights;
 - iii. not be permitted to use symbols, logos, signs, promotional or other material as the Association may make available to Full Members;
 - iv. be permitted to attend meetings of the Association or Association branches at the invitation of the Association or branch Executive;
 - v. otherwise participate in the benefits of membership in such way as the Executive may from time to time determine.
- (e) All applications for Individual membership will be on the prescribed form.
- (f) Individual Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that they are aware of the Codes and their implications.

10. HONORARY MEMBERS

Honorary Members may be elected from persons who have served the magazine industry, subject to their consent, where the Executive so resolves.

Honorary Members shall have no voting rights and shall pay no subscription, provided that an Honorary Member eligible to be a Member and paying such subscription shall not be deprived of the rights of the membership by also being elected an Honorary Member.

11. CESSATION OF MEMBERSHIP

- (a) A Member shall cease to be a Member of the Association on any of the following events:

- i. If, having paid the then current year's and all previous years' subscriptions and levies, shall by notice in writing to the Association resign from membership.
- ii. If, having failed to pay the subscription 60 days after the date appointed for the payment thereof and the Executive of the Association having resolved to terminate the Membership, provided that all unpaid membership fees to that date shall remain a debt due to the Association and recoverable by court action.
- iii. If membership shall be terminated by a resolution of the Association.
- iv. If membership is otherwise terminated in accordance with the Rules.
- v. If the Member shall become bankrupt, insane, die, or (being a body corporate) pass into liquidation.

12. APPLICATION FOR MEMBERSHIP

- (a) An application for membership shall be in writing in a form to be prescribed by the Executive.
- (b) When applying for Membership, each applicant shall also notify the Association of the class of membership into which it falls.

13. CLASSES OF FULL MEMBER

- (a) Members shall be divided into classes designated A, B, C, D and E on the basis of the annual turnover gained in respect of the approved publications of the Member.
- (b) Member shall notify the Association, in writing, before 31 March in each year of the class of membership into which its annual turnover falls.
- (c) The figures for annual turnover which are used for classifying Members shall be:
 - Class A – annual turnover of up to \$1 million.
 - Class B – annual turnover of between \$1 - 2 million.
 - Class C – annual turnover of between \$2 – 5 million.
 - Class D – annual turnover of between \$5 – 10 million.
 - Class E – annual turnover in excess of \$10 million.
- (d) The Association may, not less than 3 months before a new subscription period, by resolution of the Executive confirmed at the next general meeting of the Association, alter the figures of gross revenue defining each class.
- (e) A Member shall change from one class to another, consequent upon any increase or decrease in such Member's annual turnover. Such change shall take effect in the subscription year following the notification of such increase or decrease.

(Explanatory Note: The financial year terminates on 31 March and the Annual Meeting is held in May or June, and Members are consequently called upon to pay subscriptions based on the figures for their most recent completed financial year.)

- (f) In addition to the classified annual levy, the Association may determine to make a special levy upon giving the Members not less than 14 days' notice of the meeting at which it is proposed to consider the making of such levy, and such notice shall specify the amount of the proposed levy to be payable by each Member and the method of calculation adopted in assessing the proportionate part of the levy, which it is considered should be payable by each particular Member.

In the event of the Association approving of a levy after such notice in particulars as aforesaid, Members shall be advised by notice in writing of the amount of the levy payable by each Member and shall be given at least 30 days within which to make payment of the same.

14. ANNUAL SUBSCRIPTION

- (a) The annual subscription to be paid by Members shall be related to the annual turnover as notified by each Member to the Association prior to 31 March, or such amount as may be determined at any Annual General Meeting.
- (b) Each subscription shall be due for payment annually in advance, and shall be payable whether or not the Member remains a Member during the financial year ending on 31 March next following the Annual General Meeting.
- (c) Full membership subscription shall, in addition, include for the supply of Codes of Practice manuals and updates at a cost to be determined by the Executive.

15. OFFICERS AND THEIR ELECTION

- (a) The association will at the Annual General Meeting elect an Executive, pursuant to standing rule 15. This Executive will then elect a Chairperson and a Deputy Chairperson. The aforementioned roles will be for a period of two years. Such persons could be re-elected should they remain on the Executive.
- (b) Candidates for election to the offices of Chairman or Deputy shall be a principal of or employed as a senior executive by a member.
- (c) Class E members – turnover greater than \$10 Million are a guaranteed a seat on the Executive.

16. EXECUTIVE MEMBERS

- (a) The management and control of the affairs of the Association shall be vested in the Executive (elected as herein after provided), which has all the powers of the Association not expressly required by these Rules, or the Act, to be done or executed by the Association in General Meeting.
- (b) The Executive shall consist of not more than 12 persons and not less than 4 persons, including the Chairman and Deputy Chair.
- (c) The Members of the Executive shall be elected at the Annual General Meeting each year.
- (d) Each candidate for election to the Executive shall be employed by a Member of the Association, and shall be proposed and seconded in writing by separate Member organisations not being associated with the same Member organisation as that of the candidate.

Such nominations shall be in the hands of the Secretary not less than 14 days before the date of the Annual General Meeting and shall be signed by a director of each of the proposing and seconding Member companies, or the chief executive in the case of an incorporated society, and by the candidate.

- (e) Each Member may have only one representative or employee serving on the Executive at

any one time, except for combined Members who may have two.

- (f) The names of the candidates shall be circulated prior to the Annual General Meeting.

Executive Meetings and Procedures

- (g) Meetings of the Executive shall be held at such times and places as the Executive shall determine.
- (h) The Chairman and Deputy Chair or any two Members of the Executive may direct the calling of a meeting, by a request in writing, to the Executive Director. At least 7 days' notice in writing shall be given to each Member in respect of each Executive Meeting, unless there shall be special circumstances.
- (i) A resolution in writing signed by all Members of the Executive, including the ex officio Member/s, shall be as effective and binding as if it had been passed at a duly convened meeting.
- (j) Voting at meetings of the Executive shall be on the basis of one person/one vote, but the Chairperson shall have a casting vote in addition to his/her deliberative vote in the case of an inequality of votes.
- (k) The quorum for meetings of the Executive shall be 50% of those persons currently elected, co-opted or ex officio members of the Executive as at the date of the meeting.
- (l) The Executive shall have the power to fill casual vacancies but any such appointee shall hold office only until the next Annual General Meeting at which an election for the Executive takes place.
- (m) A retiring Member of the Executive shall be eligible for re-election.
- (n) Members of the Executive shall hold office until the conclusion of the meeting at which their successors are elected.
- (o) The Executive may delegate any of its powers to committees consisting of such Member/s of the Executive as it thinks fit, and/or employees of the Members of the Association and/or other persons with suitable experience within the publishing industry and any such committees in the exercise of the power so delegated shall conform to any regulations that may be imposed by the Executive.

17. MEETINGS

- (a) The Association shall hold one meeting each year: the Annual General Meeting in May or June of each year. Provided always that the Executive may alter the date of the Annual General Meeting.
- (b) The Executive may, at any time, call an extraordinary General Meeting of the Association and shall do so on a requisition in writing by not less than six Members of the Association.

18. VOTING AT GENERAL MEETINGS

- (a) Voting shall be by a show of hands, provided that any person present may require a ballot to be held.
- (b) Voting shall be held at such time as the Chairperson may determine and voting papers shall be supplied to Members when a ballot is held.
- (c) When such a ballot is held, Members of the Association shall be entitled to vote based on class of Membership, as follows:

<u>Class of Membership</u>	<u>Votes</u>
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A	1
B	2
C	3
D	4
E	5

- (d) A Member whose place of business is more than 60 kilometres from the place of meeting, or who is unavoidably unable to attend a meeting, may appoint a proxy to exercise that Member's rights, including the right to vote, at any meeting.

The instrument appointing a proxy shall be in writing signed by the appointer and shall be in the hands of the Secretary before the meeting begins at which it is to be used. The person appointed under such proxy must be a Member of the Association.

- (e) Unless a ballot is required as aforesaid, a declaration by the Chairperson that a resolution on a show of hands has been carried, or carried unanimously or by a certain majority, or lost, and an entry to that effect in the Association's minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (f) The quorum for an Annual General Meeting or an Extraordinary General Meeting shall be persons present representing not less than 25% of all Association Members. No business shall be transacted at any meeting of the Association unless a quorum is present.

19. CHAIRPERSON AT GENERAL MEETINGS

- (a) The elected Chairman and failing him/her the Deputy Chair shall be the Chairperson at all meetings of both the Association and the Executive. In the absence of both the Members present shall elect one of their number as Chairperson.
- (b) In the case of an equality of votes either on a show of hands or on a ballot, the Chairperson shall have a casting vote in addition to his/her deliberative vote.

20. NOTICE OF GENERAL MEETINGS

- (a) Not less than 21 days' notice in writing of each Annual General Meeting shall be given to each Member.
Notice for an Extraordinary General Meeting (which can be by teleconference) requires only
5 business/working days
- (b) The accidental omission to give notice of a meeting or the non receipt of notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings of that meeting.

21. ALTERATION TO RULES OR REGULATIONS

These Rules and/or regulations may be altered, added or rescinded at any Annual General Meeting or Extraordinary General Meeting, subject to the following conditions:

- (a) Notice of any proposed alteration in, or addition to, or rescission of, the Rules or regulations or any of them, shall be posted to each Member entitled to receive notices under these Rules not less than 14 days prior to the date of the meeting at which such

alteration, addition or rescission is to be considered.

- (b) The meeting may amend any such proposals.
- (c) No resolution at any such meeting shall effect any alteration in, or addition to, or rescission of, the Rules or regulations or any of them unless it is carried by at least two thirds of the total votes cast for or against such resolution.
- (d) No alteration shall be inconsistent with the charitable purpose for which the Association is constituted.

22. REGISTER OF MEMBERS

The Association shall keep a Register of its Members containing the names, addresses and occupations of those Members and the dates at which they became Members.

The Association shall from time to time, when required by the Registrar of Incorporated Societies so to do, under Section 22 of the said Act, send to him a list of the names, addresses and occupations of its Members, accompanied by a statutory declaration verifying the list and made by the Chairman / Deputy Chair and the Executive Director of the Association.

23. REGISTERED OFFICE

In accordance with Section 18 of the said Act, the Association shall have a registered office to which all communications may be addressed, and the notice of the situation of that office and of any change therein shall be given to the Registrar as provided by that Section.

24. INDEMNITY OF OFFICERS

No officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer of the Association, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office in relation thereto, unless the same happens through his/her own wilful default or dishonesty.

25. COMMON SEAL

The Executive Director shall have custody of the Common Seal of the Association and such Seal shall not be affixed to any instrument except by the authority of a resolution of the Association or the Executive of the Association, and in the presence of the Chairman and Deputy Chair of the Association.

26. THE EXECUTIVE DIRECTOR

The Executive Director shall:

- (a) Notify each person when elected of his election to the membership of an office.
- (b) Notify Members of the Association of each meeting of the Association and give all such notices as may be required by these Rules.
- (c) Keep a register of Members herein before mentioned.
- (d) Keep a record of all proceedings of meetings and of the attendance of officers and Members of the Association at such meetings.
- (e) Keep a record of the number of Members voting at the election of candidates for Membership and the result of such voting.
- (f) Do other Acts in relation to the affairs of the Association as from time to time may be directed by the Executive.

27. BOOKS AND FINANCIAL STATEMENTS

- (a) The Association shall cause to be kept, proper books of account in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Association.
- (b) At the close of each financial year and at such other times as the Association may elect, an income and expenditure account and a statement of assets and liabilities of the Association shall be prepared, and shall be examined and the correctness thereof ascertained by the auditor of the Association.
- (c) The Association shall deliver annually to the registrar (pursuant to Section 23 of the said Act), in such form and at such times as the registrar requires, a statement containing the following transactions.
 - i. The income and expenditure of the Association during the Association's last financial year.
 - ii. The assets and liabilities of the Association at the close of the said year.
 - iii. All mortgages, charges and securities of any description affecting any of the property of the Association at the close of the said year.

The said statement shall be accompanied by a certificate signed by the Executive Director, or in his/her absence some other officer of the Association, to the effect that the statement has been submitted to and approved by the Members of the Association at a General Meeting.

28. AUDITOR

- (a) If the Association shall appoint an auditor then the remuneration of the auditor shall be fixed by the Association, and the appointment shall be governed by this clause.
- (b) If any casual vacancy occurs in the office of any auditor appointed by the Association, the Association shall appoint an auditor to carry on the duties of the auditor until the next Annual General Meeting.
- (c) Every auditor shall be supplied with a copy of the accounts and statements aforesaid and it shall be his/her duty thoroughly to examine the same in detail with the books, accounts and vouchers relating thereto.
- (d) Every auditor shall have a list delivered to him/her of all books kept by the Association and shall at all reasonable times have access to the books and documents of the Association, and he/she may, in investigating such accounts, examine the Association or any other officers of the Association who shall at times render all assistance to such auditor.
- (e) The auditor shall make a report to the Members upon the accounts and statements aforesaid, and in every such report he/she shall state whether in his/her opinion, the same is or are full and fair accounts and statements containing the particulars required by the Rules of the Association and properly drawn up so as to exhibit a true and fair view of the Association's affairs, and such report shall be read together with the report of the Association at the Annual General Meeting.
- (f) If the auditor is willing to act as the Association's confidential accountant for the purpose of Rule 25, then the auditor shall be the person so appointed under the rule.

29. PROPERTY AND USE OF FUNDS

The property and funds of the Association shall be applied solely towards promotion of the Objects of the Association and in such manner and such amounts as the Executive shall from time to time resolve.

All monies received by or on behalf of the Association shall be paid into a bank account with such bank as the Executive shall appoint.

All accounts shall be submitted for the approval of the Executive and shall be paid by cheque drawn on the Association's account. All cheques shall be signed by two members of the Executive appointed for that purpose.

30. NOTICES

- (a) Every notice to be given to any Member pursuant to any of these Rules shall be deemed to be sufficiently given to and served on him, if posted or delivered to him at his/her address appearing in the Association's register of Members.
- (b) The loss, delay or non delivery of any notice sent or delivered to any Member of the Association, whether through the post or otherwise, shall not invalidate or prejudice any resolution passed or election made or other thing done by the Association.
- (c) Any notice if given or served by post shall be deemed to have been given or served 24 hours after the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post.

31. WINDING UP

- (a) The Association may be wound up voluntarily if the Association at a General Meeting of its Members passes a resolution requiring the Association so to be wound 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 so to be confirmed was passed.
- (b) If, upon winding up or the dissolution of the Association there remains, after the satisfaction of all costs and its debts and liabilities, any property or assets whatsoever, the same shall be paid or distributed in New Zealand or to such public charity or public charities as the Association may determine in resolving to wind up.

Failing such determination the distribution of assets will be determined by the Registrar of Incorporated Societies of New Zealand.

32. INTERPRETATION

A substantial compliance with this constitution whether as to form, time, number, or as to any other matter shall in all cases be good and sufficient, and no regulation, resolution, decision, election, appointment, notice of other matter or thing shall be invalidated by reason only of a failure to comply exactly with these Rules.