

UNIVERSITY CLUB (INC.) CONSTITUTION

Introductory Rules:

- 1. Name:** The name of the Society is “University Club Incorporated” (in these Rules referred to as the ‘Society’).
- 2. Charitable Status:** The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.
- 3. Definitions:** In these Rules, words have the meaning set down in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society’s** activities and finances.

‘Chair/President’ means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

‘Committee’ means the **Society’s** governing body.

‘Committee Member’ means a member of the **Committee**, including the **Chair/President, Secretary and Treasurer**.

‘Complaint’ means any matter made by anyone that is informal in nature, oral or written, and concerns any act, treatment, or behaviour perceived as unfair or unjust, including unprofessional or inappropriate conduct, and health and safety matters.

‘Deputy Chair/Vice President’ means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

‘Grievance’ means any matter made by a member or employee that is formal in nature, in writing, and concerns perceived unjustified treatment regarding any facet of membership or employment.

‘Interests Register’ means the register of interests of Officers, including **Committee Members**, kept under these **Rules**.

‘Matter’ means—

- a) the **Society’s** performance of its activities or exercise of its powers; or
- b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

‘Notice’ to Members includes any notice given by post, courier, or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

‘Register of Members’ means the register of **Members** kept under these **Rules**.

‘Rules’ means the Rules in this document.

‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Purposes: The primary purpose of the Society is to foster and promote good relations between the University of Otago and the citizens of Otago.

The Society must not operate for the purpose of, or with the effect of, any member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or returning all or part of the surplus generated by the Society’s operations to members, in money or in kind, or conferring any kind of ownership in the Society’s assets on members.

The Society will not operate for the financial gain of members simply if the Society:

- a) engages in trade,
- b) reimburses a member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society’s purposes,
- c) pays a member a salary or wages or other payments for services to the Society on arm’s length terms (terms reasonable in the circumstances if the parties

were connected or related only by the transaction in question, each acting independently), or

- d) provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

5. Act and Regulations: Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

6. Registered Office: The Registered Office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

7. Power to borrow money: The Society does not have the power to borrow money.

8. Other powers: In addition to its statutory powers, the Society may (subject to exercising the care and skill that a prudent person of business would exercise in

managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- a) use its funds to pay the costs and expenses to advance or carry out its objects,
- b) employ or contract with such people as may be appropriate, and
- c) invest in any investment.

Members:

9. Minimum number of members: The Society shall maintain the minimum number of members required by the Act.

10. Types of members: The classes of membership and the method by which members are admitted to different classes of membership are as follows:

- a) **Member:** A member is an individual admitted to membership under these Rules and who has not ceased to be a member.
- b) **Life Member:** A life member is a person honoured for highly valued services to the Society elected as a life member by resolution of a General Meeting passed by a simple majority of those members present and voting. A life member shall have all the rights and privileges of a member and shall be

subject to all the same duties as a member except those of paying subscriptions.

11. Becoming a member: Every applicant for membership must consent in writing to becoming a member, with an applicant for membership to complete and sign an application form and supply any information as may be reasonably required by the Committee regarding an application for membership. The Committee may accept or decline an application for membership. The Secretary must advise the applicant of the decision (but is not required to provide reasons for that decision).

12. Obligations and rights: Every member shall provide the Society with that member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details. Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the Society.

13. Other obligations and rights:

- a) All members (including Committee Members) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

b) A member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing, or using the Society's facilities, equipment, and other property) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no member or life member is liable for an obligation of the Society by reason only of being a member.

14. Subscriptions and fees: The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (at which it may also be decided whether payment can be made by periodic instalments).

Any member failing to pay the annual subscription (including any periodic payment), within 3 calendar months of the date the same was due for payment shall be considered as unfinancial and shall have no membership rights and shall not be entitled to participate in any Society activity. The committee shall terminate the member's membership (without being required to give prior notice to that member).

15. Ceasing to be a member: A member ceases to be a member:

- a) on death, or
- b) by resignation by notice to the secretary, or

- c) on termination of a member's membership under these Rules with effect from (as applicable):
- i. the date of death of the member, or
 - ii. the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
 - iii. the date of termination of membership under these Rules.

16. Obligations on resignation: A member who resigns or whose membership is terminated under these Rules shall cease to hold himself or herself out as a member of the Society and shall cease to be entitled to any of the rights of a Society member.

17. Becoming a member again: Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee. However, if a former member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

General Meetings:

18. Annual General Meetings: An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any

requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply. The business of an Annual General Meeting shall be to:

- a) confirm the minutes of the previous Society Meeting(s),
- b) receive and adopt the annual report on Society business,
- c) receive and adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
- d) set any subscriptions for the current financial year,
- e) elect officers and Committee Members,
- f) consider any motions,
- g) consider any general business.

19. Special General Meetings: Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 20 per cent of members. Any resolution or written request must state the business that the Special General Meeting is to deal with. The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by members for the meeting.

20. Procedure: The Committee shall give all members at least 7 Working Days' notice of any General Meeting and of the business to be conducted at that General Meeting. The General Meeting and its business will not be invalidated simply because one or more members do not receive the notice of the General Meeting. No General Meeting may be held unless at least 15 eligible financial members attend. This will constitute a quorum.

All financial members may attend, speak, and vote at General Meetings:

- a) in person, or
- b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, and
- c) No other proxy voting shall be permitted.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society and, if at such adjourned meeting a quorum is not present, those present in person or by proxy shall be deemed to constitute a sufficient quorum.

All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy or Vice Chair/President shall chair that meeting.

The Committee may put forward motions for the Society to vote on ('Committee Motions'), which shall be notified to members with the notice of the General Meeting.

21. Minutes: Minutes must be kept by the Secretary of all General Meetings.

Committee:

22. Composition: The Society shall be governed by a Committee which will consist of at least 8 Committee members who are:

- a) Members; and
- b) not disqualified by these Rules or the Act.

The Committee will include:

- a) a Chair/President,
- b) a Deputy Chair/Vice President,
- c) the Immediate Past President,
- d) a Secretary and a Treasurer, who may be the same person, and
- e) not less than 3 nor more than 4 other Committee Members.

23. Qualifications: Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act. The following persons are disqualified from being appointed or holding office as a Committee Member:

- a) a person who is under 16 years of age,
- b) a person who is an undischarged bankrupt,
- c) a person who is prohibited from being a director of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993; or
- d) a person who has been convicted and has been sentenced, within the last 7 years, for a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961), an offence under section 143B of the Tax Administration Act 1994, a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere; or
- e) a person subject to a banning order under subpart 7 of Part 4 of the Act or an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or a forfeiture order under the Criminal Proceeds (Recovery) Act 2009;

or a property order made under the Protection of Personal and Property Rights Act 1988; or

- f) a person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the Committee.

24. Election or appointment: The election of Committee Members shall be conducted as follows:

- a) Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee member by these Rules or the Act).
- b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) and certifying that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act, shall be received by the secretary at least 15 Working Days before the date of the Annual General

Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.

- c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- d) Two members (who are not nominees) or non-members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any financial member to receive such notice shall not invalidate the election.

25. Term: The term of office for all Committee Members, except the Chair/President, shall be 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.

No Committee member shall serve for more than 3 consecutive terms.

No Chair/President shall serve for more than 1 consecutive years as Chair/President, and any nominee for Chair/President must have served at least one term as a Committee

Member and/or may have held the position of Chair/President in a non-consecutive previous year.

26. Removal: Where a complaint is made about the actions or inaction of a Committee Member (and not in the Committee Member's capacity as a member of the Society) the following steps shall be taken:

- a) The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- b) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- d) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).

If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

27. Cessation of Committee Membership: A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a member. Each Committee Member shall within 5 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Committee Member.

28. Functions: From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Committee, which shall be accountable to the members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.

29. Officers' duties: At all times each Committee Member:

- a) shall act in good faith and in what he or she believes to be the best interests of the Society,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,

- d) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise,
- e) must not agree or cause to allow the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

30. Powers: Subject to these Rules and any resolution of any General Meeting the Committee may:

- a) exercise all the Society's powers, other than those required by the Act or by these Rules to be exercised by the Society in General Meeting, and
- b) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

31. Sub-committees: The Committee may appoint sub-committees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- b) no sub-committee shall have power to co-opt additional members,
- c) a sub-committee must not commit the Society to any financial expenditure without express authority, and
- d) a sub-committee must not further delegate any of its powers.

32. General Issues: The Committee and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.

Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in

accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

33. Conflicts of Interest: An officer or a member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Society, must disclose to the Committee details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified), and the Committee shall keep an Interests Register.

Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter. A member of the Committee and/or sub-committee who is an Interested Member regarding a matter:

- a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c) may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of Committee members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

Committee meetings:

34. Frequency: The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chair/President or Secretary.

35. Procedure: The quorum for Committee meetings is at least half the number of Committee Members.

Records:

36. Register of Members: The Secretary shall keep an up-to-date Register of Members, recording for each member their name, contact details, the date they became a member, and any other information required by these Rules or prescribed by Regulations under the Act.

37. Contents of Register of Members: The information contained in the Register of Members shall include each member's:

- a) postal address
- b) phone number (landline and/or mobile)
- c) email address (if any)
- d) the date the member became a member,
- e) whether the member is financial or unfinancial

Every member shall promptly advise the Secretary of any change of their contact details.

38. Access to Register of Members: With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by members and Committee Members. However, no access will be given to information on the Register of Members to members or any other person, other than as required by law.

39. Access to other information: A member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified. The Society must, within a reasonable time after receiving a request:

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

Finances:

40. Control and management: The funds and property of the Society shall be:

- a) controlled, invested and disposed of by the Committee, subject to these Rules, with banking account(s) to exist in the name of the Club, with such institutions as the Committee shall approve, and
- b) devoted solely to the promotion of the objects and purposes of the Society, and
- c) with any investments or payments to be authorised by any two of the Treasurer, Chair/President, the Deputy Chair/Vice-President, and the Secretary.

41. Balance date: The Society's financial year shall commence on 01/02 of each year and end on 31/01 (the latter date being the Society's balance date).

Dispute resolution:

42. Raising disputes: Any grievance by a member, and complaint by anyone, is to be lodged with the Secretary, in writing for a grievance, with such details as are necessary to identify the details of the grievance or complaint. All members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The Committee must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

43. Investigating disputes: This Rule concerns any grievances of members relating to their rights and interests as members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints, with the definitions of "complaint" and "grievance" set out in the definitions contained in section 3 of the Rules.

Rather than investigate and deal with any grievance or complaint, the Committee may:

- a) appoint a sub-committee to deal with the same, or
- b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this Rule are satisfied.

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker". The decision-maker:

- a) shall consider whether to investigate and deal with the grievance or complaint, and
- b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- a) The complainant and the member, or the Society, which is the subject of the grievance, must be advised of all details of the grievance.
- b) The member, or the Society, which is the subject of the grievance, must be given an adequate time to prepare a response.
- c) The complainant and the member, or the Society, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a) The complainant and the member complained against must be advised of all allegations concerning the member, and all details of the complaint.
- b) The member complained against must be given an adequate time to prepare a response.
- c) The member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

- d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

44. Resolving disputes: The decision-maker may:

- a) dismiss a grievance or complaint, or
- b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and members shall comply),
- c) uphold a complaint and:
 - a. reprimand or admonish the member, and/or
 - b. suspend the member from membership for a specified period, or terminate the member's membership, and/or

- c. order the complainant (if a member) or the member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

Winding up:

45. Process: The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Secretary shall give notice to all members of:

- a) the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies, and
- b) the General Meeting at which any such proposal is to be considered,
- c) the reasons for the proposal, and
- d) any recommendations from the Committee in respect to such notice of motion.

Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a simple majority of all members present and voting.

46. Surplus Assets: If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member.

On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in: Age Concern Otago Incorporated, Charity registration number CC21566, registered office 9 The Octagon, Dunedin 9016; Cancer Society of New Zealand Incorporated (Otago Southland Division), Charity registration number CC30617, registered office 283 Great King Street, Dunedin North 9016; and, The University of Otago Foundation Trust, Charity registration number CC20440, registered office Clocktower Building, Leith Street, Dunedin North 9016.

However, on winding up by resolution under this Rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules and the Act in all other respects.

Alterations to the Rules:

47. Amending these Rules: The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those members present and voting.

Any proposed motion to amend or replace these Rules shall be signed by at least 20 per cent of eligible members and given in writing to the Secretary at least 15 Working 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.

At least 15 Working Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

Other:

48. Common Seal: The Common Seal of the Society must be kept in the custody of the Secretary. The common seal may be affixed to any document by resolution of the Committee and must be countersigned by 2 Committee Members or by 1 Committee Member and the Secretary and by such other means as the Committee may resolve from time to time.

49. Secretary and Contact Person: The Committee shall have the power to appoint, pay or dismiss, subject to Rules 26, 42, 43 and 44, a Secretary who shall serve as an officer of the Society and person whom the Registrar can contact when needed. The Society's contact person must be:

- a) At least 18 years of age, and
- b) An Officer, and
- c) Ordinarily resident in New Zealand, and
- d) Not disqualified under the Act from holding that office.

and shall be the Secretary. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.