



Constitution

Youth Hostels Association of New Zealand Incorporated

As amended by Member Ballot October 2018

Table of Contents

1	Name _____	5
2	Definitions _____	5
3	Aims and Objects _____	6
4	Powers of the Association _____	6
5	Governance _____	7
	The Powers of National Board _____	7
	Regulations _____	7
6	National Board _____	8
	Composition of National Board _____	8
	National Chair _____	9
	Deputy National Chair _____	9
	Quorum of National Board _____	9
	Location, frequency and conduct of National Board meetings _____	10
	Voting at National Board meetings _____	10
	Vacancies in National Board _____	10
	Board Members Ceasing to Hold Office _____	10
	Termination of Office _____	11
7	Patron _____	11
8	Officers of the Association _____	12
	Officers _____	12
	Honorary Vice-Presidents _____	12
	Vacancies in Posts of Patron or Honorary Vice-President _____	12
	Exclusions _____	12
9	Chief Executive of the Association _____	12
10	Membership _____	13
	Becoming a Member _____	13
	Refusal of Membership _____	13
	Expiry and Resignation of Membership _____	13
	Expulsion from Membership _____	13
11	Annual General Meetings _____	14
	The Annual General Meeting's purpose _____	14
	Notice of General Meetings _____	14
	Attendance at General Meetings _____	15
	Chair at General Meetings _____	15
	Constitutional and General Notices of Motion _____	15

Representation at General Meetings _____	15
Quorum at General Meetings _____	16
Voting at General Meetings _____	16
Special General Meetings _____	17
Branch or Member Group Obligations _____	17
12 Elections of National Board and Officers _____	17
Nominations for National Board _____	17
Candidate Profile Statement _____	17
Nominations for Honorary Vice-Presidents _____	18
Board Member and Honorary Vice-President eligibility _____	18
Elections for National Board and Honorary Vice-Presidents _____	18
13 Voting of Members _____	19
Registration for voting _____	19
Voting in Association Elections or on Constitutional Notices of Motion _____	19
Management of Postal and Electronic Voting _____	19
14 Control and Use of Funds, Assets and Property _____	20
Assets and Property _____	20
Branch and Member Groups _____	21
15 Conflict of Interest _____	21
16 Branches and Member Groups _____	22
Branch Areas _____	22
Branch Committees _____	22
The Role of Branch Committees _____	22
Conditions on the Role of Branch Committees _____	22
Branch Committee Meetings _____	23
Branch Annual General Meetings _____	24
Notice of Branch General Meetings _____	24
Nominations for Branch positions _____	24
Quorums at Branch General Meetings _____	24
Branch Returns _____	25
Voting at Branch General Meetings _____	25
Branch Special General Meetings _____	25
Dissolution of Branches _____	26
Member Groups _____	26
Forums _____	27
17 Awards _____	27

Honorary Life Membership Award	27
Distinguished Service Award	27
Certificate of Merit	27
Certificate of Appreciation	27
Cora Wilding Memorial Award	28
Awards Committee	28
Award Nominations Process	28
Awards Committee's Role	28
National Board's Role	29
Annual General Meeting	29
18 Common Seal	29
19 Indemnity	29
20 Grievances and Complaints	29
21 Alterations to the Constitution	31
22 Interpretation of the Constitution	31
23 Dissolution	32

1 Name

- 1.1 The name of the Association shall be Youth Hostels Association of New Zealand Incorporated (“the Association”).

2 Definitions

- 2.1 A **Ballot** refers to any one of the following methods of voting that are prescribed in this Constitution for use in the Association’s elections and voting on Constitutional Notices of Motion or for dissolution of the Association:
- a) postal voting;
 - b) electronic voting;
 - c) any method of voting involving a combination of the two methods referred to above.
- 2.2 A **Branch** is a formal grouping of members resident in an area as established pursuant to clauses 16.1 – 16.2.
- 2.3 A **Constitutional Notice of Motion** is a notice of motion to amend the Association’s Constitution.
- 2.4 The **Deputy National Chair** is the deputy chairperson of the National Board.
- 2.5 The **Electoral Roll** is the listing of all Senior Financial Members who are eligible to vote.
- 2.6 **General Meetings** are meetings of the Association as a whole rather than Branch meetings, unless otherwise specifically stated.
- 2.7 A **General Notice of Motion** is a notice of motion to the Association’s Annual General Meeting or an Association Special General Meeting regarding an item of general business; but which is not a Constitutional Notice of Motion.
- 2.8 The **Governance Handbook** sets out the Association’s regulations, practices, procedures, and National Board policies.
- 2.9 A **Member Group** is a group of at least 6 Senior Financial Members who combine to pursue activities or interests which further the Association’s aims and objects and fulfil the requirements of National Board.
- 2.10 The **National Board** is the governing body of the Association.
- 2.11 The **National Chair** is the chairperson of the National Board.
- 2.12 A **Registered Electronic Address** is an electronic address provided by a Senior Financial Member to the Association for the purpose of receiving information relating to voting in the Association’s elections and on Constitutional Notices of Motion, which is current and able to receive electronic communications from the Association.

- 2.13 The **Returning Officer** is a person appointed by the National Board to act as an independent third party to manage the Association's Ballots.
- 2.14 A **Senior Financial Member** is a member of the Association who, at the relevant date, is over the age of 18 years and who has paid any subscription payable by that member. This does not include any member who has been granted a subscription-free membership. It does include Honorary Life Members.

3 Aims and Objects

- 3.1 The objects of the Association are those recognised by law as being charitable, including the promotion within New Zealand of the education, health and well-being of people of all nations and especially of young people, by providing encouragement and opportunity for the gaining of knowledge and awareness of:
- a) The culture of the countryside, towns, cities and peoples of New Zealand.
 - b) The environment and the study of the same.
 - c) The culture of other countries and peoples.
- 3.2. In furtherance of the charitable objects of the Association it shall provide hostels or similar accommodation, promote educational and recreational activities, facilitate travel, and practise and promote environmental sustainability.

4 Powers of the Association

- 4.1 To further the Association's aims and objects, and in addition to its statutory powers, the Association may:
- a) Acquire, lease or take on lease, develop, maintain, upgrade or dispose of property;
 - b) Enlist the co-operation of New Zealand organisations, statutory bodies and individuals;
 - c) Co-operate with New Zealand organisations with kindred interests;
 - d) Encourage international goodwill by co-operation with overseas and international organisations with kindred interests and in particular the International Youth Hostel Federation (IYHF) and its affiliates;
 - e) Work or co-operate with any company, association or other body as may seem to be in the interests of the Association;
 - f) Provide to its members travel services and access to arrangements for travel generally;
 - g) Borrow or raise money, and may do so by issue of debentures or by mortgage charge or lien upon the assets of the Association or otherwise;
 - h) Recruit and employ staff;

- i) Establish and grant Awards;
- j) Take any other action in New Zealand or elsewhere which is intended to further these objects.

5 Governance

5.1 Governance of the Association shall, subject to the provisions of this Constitution, be vested in the National Board.

The Powers of National Board

5.2 The Association shall be administered, managed and controlled by National Board. Subject to this Constitution, National Board may exercise all the Association's powers, other than those required by statute or by this Constitution to be exercised by the Association in General Meeting.

5.3 Pursuant to clauses 5.1 and 5.2, National Board may:

- a) Establish and promote the values of the Association;
- b) Establish, amend and terminate classes of membership and establish the criteria for each class of membership.
- c) Determine the Association's subscriptions, fees and charges. This includes the power to:
 - provide a subscription-free membership to any person under the age of 18 years;
 - provide a subscription-free membership to any person 18 years and over, where the Board is of the view that the granting of such membership is desirable for promoting membership of and the activities of the Association;
- d) Control the issue and use of membership cards and emblems of the Association;
- e) Acquire, rent or dispose of land and buildings;
- f) Maintain a Governance Handbook which is publicly available to members;
- g) Appoint committees (with or without power to co-opt) to which it may delegate any of its powers subject to conditions as it thinks fit;
- h) Foster the activities of Branches and Member Groups, and co-operation between Branches and Member Groups, which may include the facilitation of forums and member events;
- i) Grant Member Group status to groups of Association members.

Regulations

5.4 National Board may make regulations to advance the attaining of any of the aims and objects of the Association. This includes regulations for the proper administration of the Association, provisions relating to the method and process of voting at elections, and for matters relating to general conduct of the affairs of the Association.

- 5.5 No regulation shall be inconsistent with or repugnant to the Constitution. In the event of inconsistency or repugnancy, the Constitution shall prevail.
- 5.6 The National Board shall formally notify Branches and members, via a publication of the Association, of any regulations established, amended or revoked by the National Board.

6 National Board

Composition of National Board

- 6.1 National Board shall consist of:
- a) Six Senior Financial Members who have been elected in accordance with section 12; and
 - b) Up to two additional persons, who are Senior Financial Members, who may be co-opted by the elected members of National Board.
- 6.2 National Board members may not hold office as Chair, Secretary or Treasurer of any Branch committee.
- 6.3 The position of National Board member is not remunerated.
- 6.4 The elected members of the National Board shall be elected by a Ballot of Senior Financial Members, conducted in accordance with section 12. The elected members shall take office at the conclusion of the Annual General Meeting following their election.
- 6.5 The elected members of the National Board shall serve for a term commencing at the conclusion of the Annual General Meeting at which notice of their election is given and ending at the conclusion of the third Annual General Meeting following such Annual General Meeting.
- 6.6 Co-opted National Board members shall be appointed for a term not exceeding 3 years and shall be eligible for re-appointment.
- 6.7 Elected and co-opted National Board members may serve for a maximum of 9 consecutive years, in any one period.
- 6.8 Rotation of Board Members
- (a) At each annual election for members of National Board, there must be at least two vacancies available for election. If there are insufficient vacancies, then a member or members of National Board shall offer themselves for re-election notwithstanding that their term of office as calculated pursuant to clause 6.5, has not expired.
 - (b) The member or members of National Board to offer themselves for re-election shall be those who have served the longest term since their last election. In the case of Board Members elected at the same time, the member or members to offer themselves for re-election shall be determined by lot.

National Chair

- 6.9 The National Chair shall be an elected member of the National Board. He or she shall be elected by and from members of the National Board at the first National Board meeting following each Annual General Meeting. He or she shall be eligible for re-election.
- 6.10 The National Chair may be removed from this position by a majority vote of National Board at any Board meeting. The National Chair shall not be entitled to vote on the resolution. A successor will be elected by National Board at the same meeting.
- 6.11 If the position of National Chair falls vacant it shall be filled by an election at the next National Board meeting.
- 6.12 The National Chair shall have the right to attend and speak at all Association and Branch meetings and shall ex officio be a member of all committees of National Board.

Deputy National Chair

- 6.13 The Deputy National Chair shall be an elected member of the National Board. He or she shall be elected by and from members of the National Board at the first National Board meeting following each Annual General Meeting. He or she shall be eligible for re-election.
- 6.14 The Deputy National Chair may be removed from this position by a majority vote of National Board at any Board meeting. The Deputy National Chair shall not be entitled to vote on the resolution. A successor will be elected by National Board at the same meeting.
- 6.15 If the position of Deputy National Chair falls vacant it shall be filled by an election at the next National Board meeting.

Quorum of National Board

- 6.16 A quorum of National Board shall at all its meetings be 66% of its members, who are present in person, or by other audio or video link. If this is not a whole number, a quorum shall be the next whole number above 66%.
- 6.17 If a quorum is not present within 60 minutes of the time set down for the meeting, no business shall be transacted and the meeting shall be adjourned for not more than 28 days. The National Chair and Deputy National Chair shall determine the date and location of the adjourned meeting.
- 6.18 14 days' notice of the adjourned meeting shall be given to all National Board members.
- 6.19 At the adjourned meeting, if a quorum is not present, as many National Board members as are present at the expiration of 30 minutes of the specified time shall constitute a quorum.

Location, frequency and conduct of National Board meetings

- 6.20 The National Chair shall chair National Board meetings. In the National Chair's absence or if the National Chair declines to accept the chair, the Deputy National Chair shall chair the meeting. If the National Chair and Deputy National Chair are both absent, the meeting shall elect a chair from the National Board.
- 6.21 National Board shall decide when, where and how it meets, but shall hold not less than 6 meetings between Annual General Meetings. Other than prescribed by statute or this Constitution, National Board may regulate its proceedings as it thinks fit.

Voting at National Board meetings

- 6.22 Each member of National Board who is present at a meeting of National Board shall be entitled to one vote. To be passed by National Board, resolutions require a simple majority of Board members present and voting. In the case of any equality in voting, the meeting Chair shall have a casting vote as well as a deliberative vote.

Vacancies in National Board

- 6.23 If an elected member of National Board for any reason ceases to be a member of National Board, or if all positions on National Board are not filled in an election, National Board may either:
- a) Not fill the vacancy; or
 - b) Appoint a Senior Financial Member of the Association to fill the vacant position until the next Annual General Meeting.

Board Members Ceasing to Hold Office

- 6.24 The position of a member of National Board or the position of Honorary Vice-President shall be deemed vacated if the person holding that office:
- a) Resigns from office; or
 - b) Is removed from office in accordance with this Constitution; or
 - c) Is an elected or co-opted member and ceases to be a Senior Financial Member for any reason;
or
 - d) In the case of a member of National Board is absent from two consecutive meetings of National Board without reasonable cause or without the prior approval of National Board; or
 - e) Is disqualified from being an officer of a charitable entity pursuant to Section 16 of the Charities Act 2005 or any subsequent amendment or modification; or
 - f) Is a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment & Treatment Act 1992).

6.25 A member of National Board may resign office by signing a written notice of resignation and delivering it to the Registered Office of the Association. The notice is effective when it is received at that address or at a later time specified in the notice.

Termination of Office

6.26 If a member of the National Board or any Honorary Vice-President conducts him or herself in a manner or acts in a way which in the opinion of National Board (excluding the person concerned):

- a) Brings or may bring the Association into disrepute; or
- b) Exceeds the authority of the Board member or Honorary Vice-President; or
- c) Becomes interested, either directly or indirectly, in any personal activity or any third-party organisation activities which constitute or have the potential to constitute a conflict of interest with those of the Association; or
- d) Results in the Association incurring a risk which has a material adverse effect on the Association; or
- e) Constitutes gross negligence or incompetence;

then a sub-committee may be established by and appointed by National Board for the purpose of investigating the conduct of the Board member or Honorary Vice-President.

6.27 After having considered the conduct or acts of the Board member or Honorary Vice-President concerned and receiving any representations or submissions from the Board member or Honorary Vice-President concerned, and in accordance with the rules of natural justice, the sub-committee may make a recommendation to the National Board as to such matter.

6.28 Upon receiving a recommendation from the sub-committee appointed for this purpose, the National Board shall consider whether to remove the Board member or Honorary Vice-President from office. Such decision shall be made as follows:

- a) The quorum at any meeting to consider any such removal shall be all members of the National Board excluding the Board member who is the subject of the vote;
- b) The Board member who is the subject of the vote shall not be entitled to vote on the resolution.

7 Patron

7.1 The Association in General Meeting may, on the nomination of the National Board, resolve to appoint a Patron. The Patron shall hold office for a term determined by the National Board. The Patron may attend all General Meetings and National Board meetings in an advisory capacity, but has no role in the governance of the Association.

8 Officers of the Association

Officers

- 8.1 The Officers of the Association are the Patron, the Honorary Vice-Presidents, and the National Chair. With the exception of the Patron and the National Chair, Officers shall be elected by a Ballot of Senior Financial Members.

Honorary Vice-Presidents

- 8.2 Honorary Vice-Presidents are elected positions called upon by the Association for advice and support. The Association may elect no more than four Honorary Vice-Presidents.
- 8.3 Each elected Honorary Vice-President shall serve for a term commencing at the conclusion of the Annual General Meeting at which notice of their election is given and ending at the conclusion of the third Annual General Meeting following such Annual General Meeting.
- 8.4 Elected Honorary Vice-Presidents may serve for a maximum of nine consecutive years in any one period.
- 8.5 There shall be no compulsory rotation of Honorary Vice-Presidents.

Vacancies in Posts of Patron or Honorary Vice-President

- 8.6 If the post of Patron or any Honorary Vice-President becomes vacant, the vacancy may be filled by invitation from National Board. National Board's appointee shall hold office until the next Annual General Meeting and shall be eligible for re-election.

Exclusions

- 8.7 No employee of the Association, manager of a hostel (including an Associate hostel), franchisee, lessee or provider of competitive accommodation may be an Officer of the Association, a member of National Board, or be a member of a Branch Committee.

9 Chief Executive of the Association

- 9.1 Board may appoint a Chief Executive on terms and conditions determined by National Board.
- 9.2 The Chief Executive shall be responsible for the day to day general operations of the Association.
- 9.3 The Chief Executive shall be entitled to attend all General Meetings of the Association.
- 9.4 By invitation, the Chief Executive may attend all or part of meetings of National Board and any committee of National Board.
- 9.5 The Chief Executive may speak but not vote at meetings.

10 Membership

Becoming a Member

- 10.1 Any person may become a member of the Association, within an established membership class, upon:
- a) signing the completed application form;
 - b) agreeing to abide by the Association's values, rules, and regulations;
 - c) payment of the appropriate subscription; and
 - d) the receipt of a current membership card.
- 10.2 All members shall be issued with a membership card which shall remain the property of the Association.
- 10.3 Senior Financial Members shall be entitled to attend all Association General Meetings.
- 10.4 Senior Financial Members shall, upon 8 or more weeks' current membership, be entitled to vote in all Association elections, and vote on Constitutional Notices of Motion.

Refusal of Membership

- 10.5 The National Board may refuse membership to any person. National Board is not required to state the reason for such refusal.

Expiry and Resignation of Membership

- 10.6 Any member whose subscription remains unpaid at its due date shall cease to be a member of the Association.
- 10.7 Members may resign at any time by tendering their resignation in writing to the Association. A refund of membership subscriptions will not be provided.

Expulsion from Membership

- 10.8 If a complaint is made about the conduct of a member or if a member has, in the opinion of the National Board, acted in a way prejudicial to the interests or reputation of the Association or contrary to its Constitution, values, or provisions of the Governance Handbook, then the National Board may:
- a) Establish a sub-committee to investigate the alleged actions of the member.
 - b) The sub-committee shall notify the member by a secure delivery service, e.g., registered letter, of its intended consideration of the matter including possible outcome of the process, and afford the member reasonable opportunity for explanation, either in writing or in person.
 - c) This authority to expel the member shall be exercised only after the member, whose expulsion from membership is proposed, has been notified of the reasons for the proposed termination

and has been given a reasonable opportunity of being heard by the sub-committee of National Board. This sub-committee shall then report its findings and recommendations to National Board.

- d) The National Board will then make the final decision on the expulsion of the member. Such decision by National Board shall not be subject to appeal.

11 Annual General Meetings

11.1 The Annual General Meeting of the Association shall be held every year before the end of November.

The Annual General Meeting's purpose

11.2 The Annual General Meeting of the Association shall:

- a) Approve the minutes of the previous Annual General Meeting;
- b) Receive the Annual Report and audited financial statements, and discuss any matter arising from them;
- c) Receive the results of voting in elections;
- d) Receive the result of voting on Constitutional Notices of Motion;
- e) Appoint an Auditor (or firm of Auditors), who shall be a member of the New Zealand Institute of Chartered Accountants, but neither a member of the Association nor a member of National Board;
- f) Consider General Notices of Motion;
- g) Confer any new Honorary Life Memberships and other service or merit Awards;
- h) Conduct any other general business of which due notice has been given with the notice of the Annual General Meeting;
- i) Conduct any other general business added to the approved agenda with the permission of two thirds of those Senior Financial Members present and voting.

Notice of General Meetings

11.3 At least 28 days' notice of General Meetings of the Association shall be given.

11.4 Notice shall be given via the Association's website and in member publications and also in accordance with clause 11.5.

11.5 Notice shall be given by email to Officers of the Association, members of National Board, all Branches and Member Groups, and to all members of the Association who have provided a Registered Electronic Address.

11.6 The notice shall in each case state the date and place of the meeting and describe the business to be transacted.

11.7 Accidental omission to give notice to, or non-receipt of notice by any person shall not invalidate a meeting or any of its proceedings.

Attendance at General Meetings

11.8 The Patron, Honorary Vice-Presidents, Honorary Life Members, National Board, Branch and Member Group representatives and every member of the Association shall be entitled to attend General Meetings.

Chair at General Meetings

11.9 The National Chair shall chair General Meetings of the Association. In the National Chair's absence or if the National Chair declines to accept the chair, the Deputy National Chair shall chair the meeting. If the National Chair and Deputy National Chair are both absent, the meeting shall elect a chair from the National Board.

Constitutional and General Notices of Motion

11.10 Constitutional and General Notices of Motion may be received from:

- a) National Board;
- b) any Branch Committee;
- c) any group of 8 persons who are Senior Financial Members.

11.11 All proposed Constitutional Notices of Motion and all General Notices of Motion must be received at the Association's Registered Office at least 12 weeks before the Association's Annual General Meeting.

11.12 All Constitutional Notices of Motion are to be circulated with the Ballot papers.

11.13 All General Notices of Motion are to be circulated with the notice of the General Meeting.

Representation at General Meetings

11.14 Each Branch and Member Group may be represented at a General Meeting by one representative, who has been appointed by the Branch Committee or Member Group.

11.15 A Branch representative must be a member of that Branch Committee, and a Member Group representative must be a member of that Member Group.

11.16 No member of National Board, employee of the Association, manager of a hostel (including an Associate hostel), franchisee, lessee or provider of competitive accommodation shall be eligible for appointment as a Branch or Member Group representative.

11.17 Any Branch unable to be represented may appoint as a proxy the representative of another Branch.
No Branch representative shall hold more than one proxy.

Quorum at General Meetings

11.18 A quorum at General Meetings shall be 15 Senior Financial Members.

11.19 Each Senior Financial Member present will be counted once only even though they may be attending the meeting in a representative capacity.

11.20 If a quorum is not present within 60 minutes of the time set down for the meeting, no general business shall be transacted and the meeting shall be adjourned for not more than 28 days. The National and Deputy National Chair shall determine the date and location of the adjourned meeting.

11.21 14 days' notice of the adjourned meeting shall be given by email or post to Officers of the Association, members of National Board, all Branches and Member Groups, and to all members of the Association who have registered to attend the meeting, at their current membership address.

11.22 At the resumption of the adjourned meeting, if a quorum is not present, as many persons entitled to vote as are present 30 minutes after the time specified for commencement shall constitute a quorum.

Voting at General Meetings

11.23 Voting at Association General Meetings shall be undertaken as follows:

- a) Each Branch Representative shall have two votes;
- b) Any Senior Financial Member may, prior to the commencement of the meeting, and on proof of 8 or more weeks' membership, register to vote in person at the meeting;
- c) On registration a Senior Financial Member shall have one vote;
- d) A Branch Representative shall be entitled to cast the two Branch votes, in addition to their one vote as a member if they are eligible to vote in person at the meeting;
- e) Any member who is not a Senior Financial Member, or who has been a Senior Financial Member for less than 8 weeks, may attend General Meetings with speaking rights only;
- f) Voting may be on the voices, by show of hands, or by ballot, as decided by the meeting chair. Voting shall, however, be by ballot if so required by 3 or more Senior Financial Members who are present at the meeting.

11.24 To be passed at General Meetings resolutions require a simple majority of votes cast. In the case of an equality of voting the resolution shall fail.

Special General Meetings

11.25 A Special General Meeting of the Association may be called at the request, in writing, of a majority of National Board, or 5 or more Branches, or 200 Senior Financial Members who have been members of the Association for the last 12 months. Notice of such request must be given to the National Chair at the Registered Office of the Association. Within 10 days the National Chair shall give notice of the meeting and include the fullest available information on reasons for the meeting and on any General Notices of Motion to be considered at the meeting.

Branch or Member Group Obligations

11.26 Any Branch or Member Group that has failed, since the previous Annual General Meeting, to meet its obligations as set out in section 16, or in the opinion of the National Board, has acted in a way prejudicial to the interests or reputation of the Association or contrary to its Constitution, regulations or values, and has not provided National Board with a satisfactory reason for non-compliance no less than 8 weeks prior to the General Meeting concerned, shall forfeit its General Meeting voting rights until those obligations have been discharged.

12 Elections of National Board and Officers

Nominations for National Board

12.1 Senior Financial Members who have been members of the Association for not less than 12 months prior to the date of nomination may be nominated for election to the National Board by any Branch committee, or by any two Senior Financial Members who have been members of the Association for not less than 12 months prior to the date of the nomination.

12.2 Nominations for election to the National Board shall be submitted to reach the Returning Officer at least 6 weeks before the Annual General Meeting. A nomination paper shall be supplied by the Returning Officer and completed by each nominee.

Candidate Profile Statement

12.3 A candidate profile statement shall be supplied in writing by every person nominated for election to the National Board to reach the Returning Officer by the time nominations close.

12.4 Candidate profiles for persons standing for the National Board shall be in the form provided by the Returning Officer, be no more than 300 words long and include a passport sized photo. The statement may cover any matter considered important by the nominee. The statement shall be accompanied by a conflict of interest statement and a statutory declaration that the candidate's statements are true.

12.5 Nominees must provide a conflict of interest statement declaring current and any likely future conflicts of interest with those of Association. The arbiter on whether the declared conflict of

interest is material shall be the existing National Board. Where a material conflict of interest exists then the nominee shall not be eligible for election.

- 12.6 Any information provided by the nominee that is deemed to be either defamatory or factually incorrect about the Association, or clearly mis-represents the nominee, may not be accepted by the Returning Officer and may be returned to the nominee.
- 12.7 Where information provided is subsequently found to clearly mis-represent the nominee, the Returning Officer may remove the nominee from the election.

Nominations for Honorary Vice-Presidents

- 12.8 Nominations for election as an Honorary Vice-President may be made by National Board, any Branch Committee, or by any two Senior Financial Members who have been members of the Association for not less than 12 months prior to the date of the nomination.
- 12.9 Nominations for election as an Honorary Vice-President shall be submitted to reach the Returning Officer at least 6 weeks before the Annual General Meeting.
- 12.10 A nomination paper shall be supplied by the Returning Officer and shall be completed by each nominee.
- 12.11 Nominations for election as an Honorary Vice-President may only be made or received for any Annual General Meeting where there will be less than four Honorary Vice-Presidents continuing in office pursuant to the provisions of clause 8.3.

If all four Honorary Vice-Presidents continue in office at any Annual General Meeting, no nominations for election as an Honorary Vice-President may be made or received.

Board Member and Honorary Vice-President eligibility

- 12.12 All candidates for election for National Board and Honorary Vice-President must be eligible to be an officer of a charitable entity in accordance with the provisions of Section 16 of the Charities Act 2005 or any subsequent amendment or modification, and not be a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment & Treatment Act 1992).

Elections for National Board and Honorary Vice-Presidents

- 12.13 Elections to National Board and for Honorary Vice-Presidents shall be conducted in accordance with the Single Transferable Vote method (STV).
- 12.14 The Returning Officer shall at least ten weeks prior to the Annual General Meeting provide to National Board a detailed methodology for voting, counting of votes and the calculation of candidates elected using STV.

12.15 Upon receipt by National Board of the STV methodology pursuant to clause 12.12, National Board shall make a regulation based upon the advice of the Returning Officer to provide for the method and process of voting at elections and shall notify the regulation pursuant to clause 5.6.

12.16 Where the number of vacancies equals or exceeds the number of nominations, then the nominees shall be declared elected unopposed and no election held.

13 Voting of Members

Registration for voting

13.1 All Senior Financial Members, on proof of 8 or more weeks' current membership, shall be eligible to vote in Association elections and on Constitutional Notices of Motion.

13.2 The Electoral Roll will close 8 weeks before any Association General Meeting.

13.3 Members shall vote on any matter the subject of a Ballot by electronic means unless National Board determines pursuant to clause 13.7 that postal voting on any matter the subject of a Ballot is permitted.

All Senior Financial Members shall be requested to provide a Registered Electronic Address to the Association. Senior Financial Members who have not provided a Registered Electronic Address will not be entitled to receive by post any notices given pursuant to clauses 11.3, 11.12 and 11.13 but may be advised by post of details of the website or other electronic media where such notices are available, together with sufficient information as to how to access the same.

Voting in Association Elections or on Constitutional Notices of Motion

13.4 Each Senior Financial Member shall have one vote in the Association's elections to National Board or for Honorary Vice-Presidents, and on any Constitutional Notice of Motion.

13.5 Voting for all elections to National Board and for Honorary Vice-Presidents, and on any Constitutional Notice of Motion shall be by Ballot.

Management of Postal and Electronic Voting

13.6 At least 12 weeks prior to the General Meeting the National Board shall appoint the Returning Officer.

13.7 National Board shall have the power to determine whether any vote the subject of a Ballot is to be held solely by postal voting or solely by electronic voting or by any method of voting involving a combination of both methods.

Provided however that any Ballot for the purposes of clause 23.1 (Dissolution) must be conducted by a method of voting involving a combination of postal voting and electronic voting.

- 13.8 At least 28 days prior to the General Meeting the National Chair shall request the Returning Officer to send a voting document by electronic or postal means to all Senior Financial Members on the Electoral Roll.
- 13.9 Votes shall be required to be received by the Returning Officer by a closing date 7 days before the General Meeting.
- 13.10 The Returning Officer shall tally all valid votes, and at least 5 days prior to the meeting, provide a written summary of the votes cast on that Ballot to the National Chair.
- 13.11 The National Chair shall, prior to the Annual General Meeting, communicate the election results to all candidates.
- 13.12 During the General Meeting, the National Chair shall announce the result of each Ballot as provided by the Returning Officer.
- 13.13 Votes for National Board, Honorary Vice-Presidents, and on Constitutional Notices of Motion are to be retained by the Returning Officer for 90 days after the declaration of the polls and then destroyed.

14 Control and Use of Funds, Assets and Property

- 14.1 The Association's financial year shall run from 1 July to 30 June each year.
- 14.2 The Association's financial statements shall be externally audited each year by the Auditor appointed by the Annual General Meeting.
- 14.3 All funds and property of the Association shall be under the control of National Board, and shall be used and invested as directed from time to time by National Board.
- 14.4 National Board shall ensure that proper records of all the Association's affairs are kept and maintained as required by the Association's Auditor, the IYHF, and in accordance with generally accepted accounting practice.
- 14.5 In furtherance of the objects of the Association, there is to be no opportunity for private financial benefit or profit to an individual member. All money and benefits held by the Association (reasonable expenses and salaries excepted) must be used to advance the Association's charitable purposes.

Assets and Property

- 14.6 All assets and property of the Association shall be vested in the name of the Association or as National Board directs.
- 14.7 Land and buildings may be acquired or rented for the use of the Association, or disposed of, only with the approval of National Board.

Branch and Member Groups

- 14.8 Branch funds shall be used in support of Branch activities that are consistent with the aims and objects of the Association. Proceeds from trips, socials, sale of goods, local donations, local body grants and other minor fundraising efforts may be classified as Branch funds.
- 14.9 Branches and Member Groups may maintain such bank accounts as shall be approved by National Board, into which Branch or Member Group income shall be paid and from which Branch or Member Group payments shall be made.
- 14.10 Branch and Member Group accounts shall be operated by not less than two of three committee members appointed as signatories by the Branch committee or Member Group.
- 14.11 Branches and Member Groups shall maintain such financial and other records as National Board requires. All records maintained by Branches and Member Groups shall be made available to National Board, any persons authorised in writing by the National Board, and to the Association's Auditor.
- 14.12 At the end of each financial year every Branch and Member Group shall send to the Association's Registered Office such financial details and records as the National Board or the Association's Auditor may require.

15 Conflict of Interest

- 15.1 A member of National Board, Branch committee or an Honorary Vice-President who is in any way, whether directly or indirectly, interested in a contract, proposed contract, or any other arrangement with the Association shall declare, at the first available opportunity, the nature of that interest to the National Board.
- 15.2 Where a conflict of interest is declared, the individual shall not vote in respect of any contract or arrangement in which he or she is interested, and the individual shall not be counted as present for the purposes of a quorum.
- 15.3 National Board may vote to exclude one of its members or any other person from any portion of a National Board meeting on grounds of conflict of interest.
- 15.4 At the discretion of the National Chair, this prohibition shall not apply in respect of a contract or arrangement with a publicly-listed or other company in which a minor shareholding is held by the individual concerned.

16 Branches and Member Groups

Branch Areas

- 16.1 The numbers and boundaries of Branch areas shall from time to time be set or altered by National Board after consultation with the relevant Branch committees.
- 16.2 The members of a Branch shall be those Senior Financial Members who are resident in the Branch area and who have indicated to the Association their wish to be Branch members.

Branch Committees

- 16.3 Each Branch shall be administered by a committee of Senior Financial Members who are resident in the Branch area. The committee shall include a Chair, Secretary and a Treasurer.

The Role of Branch Committees

- 16.4 Subject to clause 16.6, Branch committees may:
- a) Promote and participate in community and environmental activities that further the objects of the Association;
 - b) Promote and engage in activities for the benefit of members;
 - c) Promote and raise funds for the Association, and in general further the objects of the Association in its area;
 - d) Co-operate with other Branches, and Member Groups to foster co-operation, and assist in formation and strengthening of Branches and Member Groups in adjoining areas;
 - e) Bring forward General and Constitutional Notices of Motion, and make nominations for elected positions;
 - f) Make nominations for Association Awards;
 - g) Appoint sub-committees to deal with aspects of its work. Sub-committees shall report to Branch committee meetings on their activities between meetings.
- 16.5 The Branch Chair, Secretary and Treasurer together shall have power to act in matters of urgency, and shall report their action in each case to the next meeting of the Branch committee.

Conditions on the Role of Branch Committees

- 16.6 Each Branch committee and each individual committee member shall:
- a) Not organise, arrange, promote or participate in any activity or event, either on behalf of or in the name of the Branch or the Association where the activity or event is intended for a group of persons, other than members or employees of the Association or their immediate families, without the prior written consent of National Board.

- b) Ensure that any activity or event (being an activity or event not related to general hostel use) whether exclusively for members or otherwise approved by National Board is conducted in accordance with all applicable health and safety requirements, both statutory and as specified by National Board, and to minimise the risk of accident to participants.
- c) Ensure that the name, brand and reputation of the Association is not damaged, harmed or brought into disrepute in any way whatsoever.
- d) Not publish any information or make any statements which suggest, infer or state that the Branch is speaking or acting for or on behalf of the Association or National Board without the prior written consent of National Board.
- e) Not impose any obligations upon or incur any liabilities for the Association without prior written consent of National Board.

Branch Committee Meetings

- 16.7 The Branch committee shall decide when, where and how it meets, but shall hold not less than 4 meetings between Branch Annual General Meetings. Other than as prescribed by statute or this Constitution, the Branch committee may regulate its proceedings as it thinks fit.
- 16.8 A simple majority of members of the committee shall be a quorum at any committee meeting.
- 16.9 The Chair of the Branch committee, or in the Chair's absence, any member of the committee appointed by the other members, shall take the chair at the committee meeting.
- 16.10 At Branch committee meetings each committee member, regardless of how many offices he or she may hold, shall have only one vote.
- 16.11 To be passed at Branch committee meetings resolutions require a simple majority of those committee members present and voting. In the case of equality of voting, the resolution shall fail.
- 16.12 The officers and members of the Branch committee shall retire annually but shall be eligible for re-election.
- 16.13 Any committee member absent from 3 consecutive committee meetings without an adequate explanation, shall be deemed to have resigned from the committee.
- 16.14 A vacancy on a committee may be filled by the committee, until the next Branch Annual General Meeting.
- 16.15 A copy of the minutes of all Branch committee meetings and general meetings of the Branch shall be forwarded to the Association's Registered Office within 21 days of the meetings.

Branch Annual General Meetings

- 16.16 Every year each Branch shall, before the end of July, hold a Branch Annual General Meeting at a time and place determined by the Branch committee.
- 16.17 General meetings of the Branch shall be chaired by the Chair of the Branch, or in his or her absence by another member of the committee elected by members of the Branch present at the meeting.
- 16.18 The Branch Annual General Meeting shall:
- a) receive the Annual Report of the committee;
 - b) receive the annual Branch financial statements;
 - c) determine the size of the Branch committee, provided it shall be not less than 5 members;
 - d) elect the Branch committee for the forthcoming year;
 - e) consider any notice of motion, if at least 14 days' notice of the motion has been given to Branch members;
 - f) conduct any general business.

Notice of Branch General Meetings

- 16.19 At least 21 days' notice of any Branch general meeting shall be given within the Branch area. Notice may be given via the Association's website and member publications.

Nominations for Branch positions

- 16.20 At least 21 days before the date of the Branch Annual General Meeting, the Branch Secretary shall, by such means as the committee decides, call for nominations for all positions on the committee.
- 16.21 Written nominations, together with the nominee's written consent and evidence of nominee's status as a Senior Financial Member, should be lodged with the Branch Secretary at least 7 days before the date of the meeting.
- 16.22 If insufficient nominations are received by this method, further nominations may be accepted at the meeting. However, those who have already been nominated are automatically elected to the committee unopposed.

Quorums at Branch General Meetings

- 16.23 The quorum for a Branch general meeting shall, on proof of 8 or more weeks' current membership, be 6 Senior Financial Members resident in the Branch area and present at the meeting.
- 16.24 If a quorum is not present within 30 minutes of the time set down for the meeting, no business shall be transacted and the meeting shall be adjourned for not more than 28 days. The Branch Chair and Secretary shall determine the date and location of the adjourned meeting.

16.25 At least 14 days' notice of the adjourned meeting shall be given to all Branch members. Notice may be given via the Association's website and member publications.

16.26 At the adjourned meeting, if a quorum is not present, as many Branch members, who have been members of the Association for 8 or more weeks, and who are present at the expiration of 30 minutes of the specified time shall constitute a quorum.

Branch Returns

16.27 Within 21 days of a Branch Annual General Meeting, the Branch shall provide the following information to the Association's Registered Office:

- a) Minutes of the Annual General Meeting;
- b) Branch financial statements as presented to the members at the Annual General Meeting;
- c) Committee Annual Report as presented to the members at the Annual General Meeting;
- d) Outcomes of elections of officers and committee;
- e) List of attendees;
- f) Evidence of at least 4 committee meetings held since the previous year's Annual General Meeting.

16.28 Correct Branch returns are required to allow the Branch to be represented at the Association's Annual General Meeting in accordance with clause 11.26.

Voting at Branch General Meetings

16.29 In voting at a general meeting of the Branch, every Senior Financial Member, resident in the Branch area, on proof of 8 or more weeks' current membership, and present at the meeting shall have one vote.

16.30 To be passed at general meetings of the Branch, resolutions require a simple majority of those Senior Financial Members present and voting. In the case of equality of voting the resolution shall fail.

16.31 Voting may be on the voices, by show of hands, or by ballot, as decided by the Chair. Voting shall, however, be by ballot if so required by 3 or more Senior Financial Members who are present at the meeting.

16.32 Subject to clause 16.22, election of the Branch committee at the Branch Annual General Meeting shall be by vote at the meeting.

Branch Special General Meetings

16.33 A Branch Special General Meeting shall be called if the Branch committee so requires, or if a request in writing for a Special General Meeting (clearly specifying the objects of the meeting) is received, and the request has been signed by at least 66% of the members of the Branch committee or 6

Senior Financial Members who have been members of the Association for at least 12 months, and are resident within the Branch area.

Dissolution of Branches

16.34 If at a Special General Meeting of a Branch (called for the purpose of dissolution) a resolution to wind up the Branch is passed by a majority of members present and voting, the Branch shall be dissolved.

16.35 At least 21 days notice of any such meeting shall be given within the Branch area. At least one public notice shall be given via newspaper published in the Branch area, the Association's website or other member publications, or other public notice.

16.36 If National Board is satisfied that it is impossible for a Branch to continue or that it is impracticable for the Branch to hold a meeting to dissolve itself, National Board may declare the Branch to be in recess, declare the Branch to be dissolved, or take any other action which National Board considers necessary.

16.37 Any funds or assets held by a dissolved Branch or Branch in recess shall be transferred to such account of the Association as the Branch requests.

16.38 The Branch will write to National Board to advise of their decision to dissolve and their request for transfer of any funds or assets.

Member Groups

16.39 Members wishing to form a Member Group shall apply to the National Board.

16.40 The granting of Member Group status by National Board shall be subject to:

- a) Approval of the name of the Group;
- b) Approval of its purpose(s) and the means of achieving it;
- c) The Group undertaking to submit an annual report of its activities to the Registered Office of the Association by 30 June in each year, and to provide details of income and expenditure if and when requested;
- d) The Group undertaking to operate in accordance with clause 16.6, which shall apply to the Group as if it was a Branch;
- e) The right of the National Board to verify conduct of the Group's affairs.

16.41 Member Groups shall comprise a minimum of 6 Senior Financial Members of the Association.

16.42 Member Groups shall be entitled to representation at the Association's General Meetings, as set out in clauses 11.14 – 11.16.

16.43 If at a special meeting of a Member Group (called for the purpose of dissolution) a resolution to wind up the Member Group is passed by a majority of members present and voting, the Member Group shall be dissolved.

16.44 Any funds or assets held by a dissolved Member Group shall be transferred to such account of the Association as the Member Group requests.

16.45 The Member Group will write to National Board to advise of their decision to dissolve and their request for transfer of any funds or assets.

Forums

16.46 The National Board, Branches and Member Groups may work together to establish and maintain regular forums and member events. The nature of the forums and events shall be established and agreed between the Board and relevant Branches and Member Groups.

17 Awards

17.1 The Association in General Meeting may confer Awards to recognise special service or merit, or to promote the aims and objects of the Association.

Honorary Life Membership Award

17.2 Honorary Life Membership is the Association's highest Award. It may be awarded to persons (who need not be members of the Association) who have made an exceptional voluntary contribution to the Association. This contribution would generally be at a national level, for the benefit of the Association as a whole, and usually over an extended period of time.

17.3 Every Honorary Life Member shall have a subscription-free membership with all the membership and other rights of a Senior Financial Member.

Distinguished Service Award

17.4 May be awarded to Senior Financial Members who have made an exceptional voluntary contribution particularly at a Branch or Member Group level.

Certificate of Merit

17.5 May be awarded to persons (who need not be members of the Association) who have made a significant voluntary contribution to the Association at a local level.

Certificate of Appreciation

17.6 May be awarded to organisations in recognition of special voluntary assistance to the Association.

Cora Wilding Memorial Award

17.7 This Award was established to perpetuate the memory of the founder of the Association. It comprises a substantial subsidy towards the cost of participation in a personal development training course, for a maximum of two individuals in any year.

Awards Committee

17.8 The Awards Committee shall consist of:

- a) the National Chair;
- b) the Honorary Vice-Presidents from time to time elected pursuant to clause 8.2.

17.9 A quorum shall consist of a simple majority of the members of the Committee.

17.10 The Awards Committee shall have the support of a simple majority of the Committee for all Committee recommendations and decisions.

Award Nominations Process

17.11 A nomination for an Award, including Honorary Life Membership, may be made by National Board, any Branch Committee, a Member Group, a group of 6 Senior Financial Members, or the Awards Committee.

17.12 A completed nomination form shall be supplied on behalf of every person nominated for a service or merit award, including Honorary Life Membership.

17.13 Nominations must be received at the Association's Registered Office 12 weeks before the Association's Annual General Meeting.

17.14 Current members of the National Board and the Awards Committee, and employees of the Association, are not eligible to receive Awards.

Awards Committee's Role

17.15 The Awards Committee shall:

- a) make recommendations to the National Board on nominations for Honorary Life Memberships, Distinguished Service Awards, Certificates of Merit, Certificates of Appreciation, and any other established Award;
- b) make recommendations to the National Board on the creation, amendment, or discontinuation of Awards;
- c) select the successful applicant or applicants for the annual Cora Wilding Memorial Award, and the Awards Committee's decision shall be final;

17.16 Reasons for declining a nomination shall not be given, but the Awards Committee may, at its discretion, indicate that a nomination may be re-submitted at a later date.

National Board's Role

17.17 Any recommendation of the Awards Committee regarding Awards, including Honorary Life Membership, requires the endorsement of National Board.

Annual General Meeting

17.18 The final approval on the conferring of Awards, including Honorary Life Membership, is to be made at the Association's Annual General Meeting on the supporting vote of the majority of those present and voting.

18 Common Seal

18.1 The Association shall maintain a common seal. The seal shall be applied to a document only in accordance with decisions of National Board and each such use shall be recorded in its minutes. Every application of the seal shall be attested by two members of National Board, or one member of National Board and the Chief Executive.

19 Indemnity

19.1 No member, Officer of the Association, or member of National Board is under any personal liability in respect to any contract entered into by or on behalf of the Association. The Association alone is liable for any contractual debts and obligations.

19.2 The Officers, members of National Board, the Chief Executive and other employees of the Association shall be indemnified by the Association against all losses and liabilities incurred by them while performing their duties or in relation thereto.

19.3 The Association may effect insurance for any Officer, member of National Board, Chief Executive or other employee of the Association in respect of any matter for which such person is entitled to be indemnified pursuant to Clause 19.2.

20 Grievances and Complaints

20.1 This clause sets out the procedures for resolving disputes between any of National Board, Branches, Member Groups, Officers and members (in their capacity as members):

20.2 Where a dispute involves the Association considering a complaint about the conduct of a member or the Board instituting a disciplinary procedure regarding alleged misconduct of a member, the provisions of clause 10.8 of the Constitution shall apply. To the extent that there is any conflict between the provisions of clause 10.8 and this clause 20, the provisions of clause 10.8 will prevail.

20.3 Member's right to be heard.

- i. If the dispute relates to a member's grievance alleging damage to the member's rights or interests as a member, or to members' rights or interest generally, the member has a right to be heard before the grievance is resolved or any outcome is determined.
- ii. A member must be taken to have been given the right to be heard if:
 - a) The member is fairly advised of all allegations concerning the member, with sufficient details and time given to enable the member to prepare a response; and
 - b) The member has had a reasonable opportunity to be heard in writing, or at an oral hearing (if one is held); and
 - c) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing.

20.4 The Board must, as soon as is reasonably practicable after a dispute arises (including a grievance to which clause 20.3 applies), investigate and determine the dispute; which must be dealt with by the Board in a fair, efficient and effective manner.

20.5 Notwithstanding clause 20.4, the Board may decide not to proceed with a matter further if:

- i. The matter is trivial; or
- ii. The matter does not appear to disclose:
 - a) In the case of a complaint, any material misconduct; or
 - b) In the case of grievance, any material damage to a member's rights or interests; or
- iii. The complaint or grievance appears to be without validation or there is no apparent evidence to support it; or
- iv. The person who makes the complaint or brings the grievance has an insignificant interest in the matter; or
- v. The conduct, instance, event or issue giving rise to a dispute has already been investigated by or on behalf of the Board.

20.6 The Board may refer a dispute to:

- i. A sub-committee or an external person to investigate and report; or
- ii. A sub-committee or an independent external person to investigate and make a decision.

20.7 A person may not act as a decision maker in relation to a dispute if two or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not:

- i. Be impartial; or

- ii. Be able to consider the matter without a pre-determined view.
- 20.8 In any dispute governed by this clause 20 the decision of National Board or any sub-committee or external person appointed to consider the complaint or grievance pursuant to clause 20.6(ii) shall be final.
- 20.9 The provisions of this clause do not apply to clauses 6.26 to 6.28 inclusive of this Constitution.
- 20.10 A decision made by National Board which relates to the operation and conduct of the assets and property of the Association, or the conduct of any employee of the Association, shall not be the subject of a dispute to which this clause 20 applies.

21 Alterations to the Constitution

- 21.1 If a Branch Committee or a group of 8 persons who are Senior Financial Members propose an alteration of the Constitution, then they shall first consult with National Board. Such consultation shall occur in the period between receipt by the Association of a proposed Constitutional Notice of Motion pursuant to clause 11.11 and the date which is 6 weeks before the Association's Annual General Meeting.
- 21.2 National Board shall accept a Constitutional Notice of Motion if the Branch Committee or group of 8 persons who are Senior Financial Members proposing the motion wishes, after consultation with National Board, for the motion, whether or not amended after consultation with National Board, to be put to the members.
- 21.3 Notice of a Constitutional Notice of Motion shall be given in the manner prescribed in clauses 11.3 – 11.7.
- 21.4 The Constitution shall be altered only by a Ballot of Senior Financial Members, which is passed by 66% of the votes cast.
- 21.5 Constitutional Notices of Motion shall not be the subject of a vote at either the Annual General Meeting or any Association General Meeting.
- 21.6 Any alterations to the Constitution shall take effect from the close of the General Meeting at which the results of voting have been received.
- 21.7 No alteration shall be made which would in any way alter the exclusively charitable character of the Association.

22 Interpretation of the Constitution

- 22.1 Any doubt as to interpretation of the Constitution shall be resolved by resolution of National Board, whose decision shall be final.

23 Dissolution

- 23.1 The Association shall not be put into liquidation by its members, except by a resolution conducted by a Ballot of Senior Financial Members, which is passed by 66% of the votes cast.
- 23.2 This resolution shall be duly confirmed, in accordance with section 24 of the Incorporated Societies Act 1908.
- 23.3 Upon the liquidation of the Association its assets shall, after payment and discharge of all liabilities, be disposed of transferred or applied towards any one or more charitable concerns or associations (not being persons who are members of the Association) with substantially similar objects and activities to those of the Association, or having some other charitable purpose as the Association in General Meeting determines. If at the time of liquidation, the Association is unable to make such a determination, then the assets of the Association shall be applied toward such charitable purposes in New Zealand as determined by the High Court of New Zealand or the Registrar of Incorporated Societies pursuant to Section 27 of the Incorporated Societies Act 1908.
- 23.4 No meeting of the Association shall have power to determine that any assets of the Association may be distributed to any members of the Association, nor shall any assets of the Association be distributed to any members of the Association in any other way.