

# THE INCORPORATED SOCIETIES ACT 1908

## RULES

### of the

## TUNG JUNG ASSOCIATION OF NEW ZEALAND (INCORPORATED)

### 1. Name

The name of the Association shall be "THE TUNG JUNG ASSOCIATION OF NEW ZEALAND INCORPORATED" (hereinafter referred to as "the association").

### 2. Objectives

The objectives for which the association is established are:

- 2.1 To provide for Chinese the means of mutual helpfulness, social intercourse, and recreation to promote the intellectual, moral and physical well being, and to unite and co-operate for cultural and educational progress and to deal with matters concerning the welfare of Chinese.
- 2.2 To make provision for the education and entertainment of Chinese.
- 2.3 To provide facilities where members can meet for any purpose of the Association.
- 2.4 To purchase take on lease exchange or hold any real or personal property whatsoever or any easements therein or thereon requisite for any of the objects of the Association or which may in any way be used conveniently in connection with any such objects and to sell lease exchange or otherwise dispose of any real or personal property and to grant any easements or rights therein or thereover.
- 2.5 To provide funds for objects of the Association or any of them and for that purpose to borrow or raise money and to give security in any manner over the whole or any part of the real or personal property of the Association.
- 2.6 To form branches of the association in such places in New Zealand as the Executive Committee shall from time to time determine.

### 3. Interpretation

In the interpretation of these rules (unless the context requires a different construction)

"The Committee" shall mean the Executive Committee for the time being of the Association constituted under Rule 10 of these Rules

#### **4. Registered Office**

The registered office of the Association shall be at 21 Webb Street Wellington.

#### **5. Membership**

- 5.1 The members of the Association shall in the first place be the present members of the Association.
- 5.2 All Chinese from the Tung Jung districts in Guangdong Province in China and their descendants and families are eligible for membership of the Association.
- 5.3 Every applicant for membership shall forward with the application the full amount for membership subscription.
- 5.4 The Executive Committee shall consider each application for membership and each applicant shall be notified in writing whether or not the Committee has accepted the application. If the Committee approves the application, the applicant's name shall be entered on the Register of Members. The Committee shall not be called upon to give any reason for approving or not approving any application submitted to it.
- 5.5 A member shall be entitled to exercise all rights of membership and shall pay the annual subscription as determined by the Committee.

#### **6 Subscriptions**

The annual subscription shall be determined from time to time by the Executive Committee and shall be notified to members no later than the 31 May in any year.

#### **7 Rules**

- 7.1 All members shall be subject to these rules and any regulations or by-laws of the Association.
- 7.2 Every member of the Association shall be entitled to a copy of these rules.

#### **8 Cessation of membership**

- 8.1 The Executive Committee May expel from membership any member wilfully disobeying these rules or guilty of conduct rendering him/her unfit in the opinion of the Executive Committee to be a member of the Association provided that not less than three quarters of the Executive Committee present at a meeting to discuss this matter vote for such expulsion and upon

being so expelled from the association the member expelled shall cease to have any rights in the Association and shall in no circumstances have any claim upon the Association or its property or effects.

8.2 Any member who is liable to be removed from membership under Rule 8.1 shall be entitled to appear personally or be represented before the Executive Committee to offer an explanation verbally or in writing. At least fourteen days written notice of the meeting shall be given to the member concerned.

8.3 A member may also cease to be a member of the Association by letter of resignation to the Executive Committee or by that member's subscription being unpaid for more than 8 weeks after the due date for subscriptions.

## **9 Limitation of Payments to Members**

9.1 The Association and its affairs and activities shall not be conducted for the profit of its members or any of them and no part of the income or assets shall inure to the benefit of any officer of the Association or any member.

9.2 No member of the Executive Committee or any person associated therewith for the purposes of the Income Tax Act 1976 or any amendment, consolidation or re-enactment thereof shall be able by virtue of his or her capacity as a member, member of the Executive Committee or a person associated therewith, to determine or materially influence in any way the determination of, the nature of, or the amount of, any benefit or advantage or any income or the circumstances in which such benefit or advantage or income is to be received, gained, achieved, afforded, or derived by that member, member of the Executive Committee or associated person, in the carrying on of business by the Association.

## **10 The Committee**

10.1 The Executive Committee of the Association shall comprise no more than 16 elected members.

10.2 The following officers shall be elected from the Committee by the Committee at their first meeting after the election of the Committee at the Annual General Meeting:

- (a) The President
- (b) Vice President (two)
- (c) English Secretary
- (d) Chinese Secretary
- (e) Treasurer,

who shall hold office for one year or unless removed from office by the Executive Committee under rule 8.1.

- 10.3 All members of the Association shall be eligible for election or re-election to the Executive Committee.
- 10.4 No person shall be elected, selected or appointed to the Committee unless that person is present at the time he or she is elected, selected or appointed as the case may be or has previously signified in writing his or her willingness to accept nomination.

## **11 Functions of the Executive Committee**

Subject to the directions of the Association in Annual, Special or General meetings, the policy of the Association shall be determined and the management and control of its affairs shall be vested in the Executive Committee, which may exercise all powers and do all acts and things which may be exercised or done by the Association and which are not expressly directed or required to be exercised or done by it in Annual, Special and General Meetings. Without prejudice to the general powers of the Executive Committee it is hereby expressly directed that the Executive Committee shall be entrusted with and may exercise and perform all or any of the powers and duties that will enable the Association to achieve its objectives.

- 11.1 The Executive Committee shall have the power to appoint any member to fill a casual vacancy at any time.
- 11.2 The Executive Committee shall meet at least once a month to transact the business and arrange the affairs of the Association.
- 11.3 A quorum of the Executive Committee shall comprise 9 members.
- 11.4 The Executive Committee may from time to time appoint from among the members of the association such sub committees as it shall deem expedient or necessary and may depute or refer to them such powers and duties of the Executive Committee as the Executive Committee may determine. Such sub committees shall conduct their business in accordance with the general directions of the Executive Committee and will report periodically to the Executive Committee.
- 11.5 Any member of the Executive Committee absent from three consecutive committee meetings without leave or reasonable explanation to the Committee shall be required to stand down from the Committee.

## **12 President**

The President shall preside at all meetings of the Association and the Executive Committee when present and shall be an ex-officio member of all sub committees and shall have general and active management responsibilities and shall see that all orders and resolutions of the Executive Committee are carried into effect.

### **13 Vice President (two)**

The Vice President(s) will perform such duties and exercise such powers as may be delegated by the President and in the absence of the President shall perform the duties and exercise the powers of the President.

### **14 English and Chinese Secretaries**

The English and Chinese Secretaries shall perform such duties and exercise such functions as may be reasonably required by the Executive Committee from time to time and shall be responsible for the keeping of formal minutes of the Committee meetings, the annual general meeting and any special general meetings.

### **15 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and shall deposit such funds in the association's name in such banks, trust companies or other securities as may be selected by the Executive Committee and shall render a statement of the financial position of the Association to the Executive Committee at all regular meetings and in general shall perform such other duties as the Executive Committee may from time to time establish. The Treasurer shall furnish returns as required by Section 23 of the Incorporated Societies Act 1908 and those required by the Department of Inland Revenue for incorporated societies.

### **16 Auditor**

At each annual general meeting, the members shall elect an auditor who shall continue in office subject only to willingness to act and annual appointment.

### **17 Financial Year**

The financial year of the Association shall be from the 1<sup>st</sup> day in April in one year to 31<sup>st</sup> day of March in the following year, or as determined by the Executive Committee from time to time.

### **18 Annual General meeting**

The Annual General Meeting of the Association shall be held once in each calendar year no later than 6 months after the end of the financial year upon a date and at a time to be fixed by the Executive Committee of which meeting, 14 days' notice in writing shall be given to the members for the following purposes:

- (a) Receiving the annual report of the Executive Committee and the annual financial statements of the Association
- (b) Electing the Executive Committee, electing the auditor; and

- (c) transacting such other business as is normally transacted at Annual General Meetings.

## **19 Special General meetings**

A Special General Meeting of members shall be convened in the following circumstances:

- (a) if a majority at a meeting of the Executive Committee so decide; or
- (b) upon requisition in writing to the president signed by not less than twenty members or one tenth of the members of the Association, whichever is the less. In the case of a requisitioned meeting, the requisition shall state the nature of the business to be brought before the meeting. No other business shall be conducted at the meeting.

## **20 Notice of Meetings**

Fourteen clear days' notice in writing of all Annual General Meetings and Special General Meetings shall be given to all members. Notice shall be deemed to have been given if posted to the last known address or registered office of each member not less than 14 days prior to the date of the meeting.

## **21 Quorum**

Twenty members of the Association, present in person, at commencement of each Annual, Special and General Meetings the meeting shall constitute a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and at the adjourned meeting a quorum must be present.

## **22 Voting**

- (a) The method of voting at all meetings of the Association shall be on the voices, show of hands or on demand by any member present, by poll.
- (b) Every member present and entitled to vote shall have one vote upon every motion with the exception of the Chairperson of the meeting who shall have a second or casting vote in addition to a deliberative vote.
- (c) A declaration by the chairperson of any meeting to the effect that any resolution submitted at such a meeting has been carried, or been carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolutions.

## **23 Meetings Chairperson**

The President shall preside at all general and committee meetings of the Association. In his or her absence, one of the two Vice Presidents shall preside. If neither the President nor a Vice President is present with thirty minutes of the scheduled time for the start of the meeting, then those present, providing there is a quorum shall elect a Chairperson for that meeting.

## **24 Committee meetings**

- (a) The Executive Committee shall meet as required on dates to be decided by the Executive Committee or failing a decision by the Executive Committee, then by the President of the Association. Notice of Executive Committee meetings shall be given to all members of the Executive Committee. Not less than eight Executive Committee members present at any Executive Committee meeting shall constitute a quorum.
- (b) Each member of the Executive Committee shall have one vote at Executive Committee meetings with the exception of the Chairperson of the meeting who shall have a second or casting vote in addition to a deliberative vote.

## **25 Duties of the Committee**

It shall be the duty of the Executive Committee to conduct the affairs of the Association, to collect all subscriptions and to keep usual and proper books of account and other records of the business of the Association and to prepare and submit to the Annual General Meeting a report and financial statement for the preceding year.

## **26 Financial Management**

- (a) All funds shall be banked in an account with a bank approved by the Executive Committee. All cheques and other withdrawals shall be made under any two signatures from those of the President, English Secretary and Treasurer.
- (b) The Executive Committee shall schedule all accounts for payment for ratification by the Executive Committee .

## **27 Alterations to Association rules**

- 27.1 Any alteration, amendment or rescission of these rules shall only be made by resolution passed by at least 75% of all valid votes cast by members present at a general meeting called for that purpose. Notice of motion for alteration, amendment or rescission shall be given to either the English or Chinese Secretary not less than 21 days prior to the Annual or Special General Meeting, as the case may be.

27.2 No alteration, amendment or rescission of these rules may be made that in any way detracts from the charitable purpose of the Association or in any way affects the charitable nature (status) of the Association. Any alteration, amendment or rescission of these rules shall forthwith be registered with the Registrar of Incorporated Societies.

## **28 Indemnity**

28.1 The members of the Executive Committee and the auditor shall be indemnified by the Association from all losses and expenses incurred by them in or about the discharge of their respective duties except such as result from their own respective wilful default.

28.2 No member of the Executive Committee nor the auditor shall be liable for the acts or default of any other member of the Executive Committee or auditor, or for any loss or expense happening to the Association, unless the same happen from his/her own wilful default.

## **29 Common seal**

The Executive Committee shall have prepared a common seal and provide for its custody. The common seal shall only be affixed by authority of the Executive Committee and in the presence of any two officers authorised to do so.

## **30 General**

If a dispute arises at any time in respect of a matter which is not provided for in these rules or any doubt exists as to the interpretation of these rules or any other matter shall arise pertaining to the Association, its property or interests, the same shall be determined by the Executive Committee whose decision shall be conclusive and binding on all members unless revoked at a Special General meeting held not later than the next following Annual General Meeting.

## **31 Liquidation and Dissolution**

The Association may be liquidated or dissolved in the manner prescribed by Section 24 of the Incorporated Societies Act 1908, and its amendments. A resolution of liquidation or dissolution may be passed by a simple majority of all the valid votes cast by members at a general meeting. If such a resolution is passed, a second general meeting must be called not earlier than thirty days from the first meeting to pass a resolution confirming the earlier decision to liquidate the Association. If the confirming resolution is passed, the members must appoint one or more liquidators to liquidate or dissolve the affairs of the Association.

## **32 Disposal of Surplus Funds**

If, upon the liquidation or dissolution of the association there remains after the satisfaction of all its liabilities, any surplus assets, the same shall be given or transferred to an appropriate allied or approved charitable body or bodies whose objects are for charitable purposes within New Zealand. Such a body or bodies is to be selected by way of resolution on a simple majority of votes cast at a General Meeting of the Association. No portion of the surplus assets shall be given or transferred to any member of the Association.

1 May 2001