



Rules

(as at April 2010)

Incorporates all changes and replaces all previous Constitutions, Rules and By-Laws

1.0 NAME

The name of the Society is the **New Zealand Society of Genealogists (Incorporated)**, referred to in these Rules as the "Society".

2.0 DEFINITIONS

"**Act**" means the Incorporated Societies Act 1908 and its Amendments.

"**Officer**" means a member appointed for the time being to carry out specific duties.

"**Secretary**" means the Secretary of the Society, or such person assigned to carry out the duties of a secretary, including such other duties as specified in the By-Laws.

"**Year**" means the financial year of the Society from 1 April in the one year to 31 March in the next year (inclusive).

3.0 OBJECTS

- 3.1 To promote the study of family histories, genealogies and kindred subjects to the New Zealand public.
- 3.2 To advance the education of the New Zealand public in the study of family histories, genealogies and kindred subjects.
- 3.3 To provide assistance for people wishing to compile family histories from sources in New Zealand and overseas.
- 3.4 To set up and operate a library of genealogies and related books and documents and to encourage the preservation of records having a genealogical or historical value.
- 3.5 To encourage accurate and scholarly research into the histories of New Zealand families and from time to time publish the results.
- 3.6 To accept copies of family histories, for the purposes of research, provided such copies are donated with the written permission of a member of such family.
- 3.7 To foster awareness of family links and knowledge of heritage.
- 3.8 To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects or any of them.

4.0 MEMBERSHIP CLASSES

- 4.1 **Ordinary membership** shall be open to any person.
- 4.2 **Joint membership** shall be open to each of any two persons resident in the same dwelling.
- 4.3 **Youth membership** shall be open to any person between the ages of 12 and 21 years, except that Council may allow a youth member to an upper age limit of 25 years.
- 4.4 **Institutional membership** shall be open to any facility, institution or association having objects similar to those of the Society.
- 4.5 **Honorary membership** shall be open to any person who has, in the opinion of the Society, rendered service in the study of genealogy and family histories.

- 4.6 **Life membership** shall be open to a member who has, in the opinion of the Society, rendered outstanding service to the Society.

5.0 MEMBERSHIP

- 5.1 Subject to the approval of Council, any person, facility, institution or association may, by application in writing in the prescribed form to the Secretary, become a member of the Society. Such application shall be accompanied by payment of the joining fee and the annual subscription.
- 5.2 Any nomination for Honorary or Life membership shall be submitted to Council. Such memberships shall be conferred by Council and confirmed at an annual general meeting.
- 5.3 Continuation of Ordinary, Joint, Youth and Institutional membership shall be by payment of the subscription by the date due for payment.
- 5.4 An Honorary or Life membership shall continue for the natural life of the member, unless terminated by the member's written resignation or under Rule 7.0.
- 5.5 A former member may be re-admitted as an Ordinary, Joint or Institutional member by making application as a new member. At the discretion of Council, the joining fee may be waived.
- 5.6 Membership of the Society shall not confer on any member any estate or proprietary right, interest or share in the funds and property of the Society, nor shall any member be personally liable for any of the liabilities of the Society

6.0 TERMINATION OF MEMBERSHIP

- 6.1 A member whose subscription has not been paid within sixty days of their due date of renewal shall be deemed to have voluntarily resigned.
- 6.2 A member may resign by giving written notice to the Secretary. Such resignation shall take effect upon receipt of that notice, and shall not release the member from any liability to the Society.

7.0 EXPULSION OF A MEMBER

- 7.1 If a charge is made in writing to Council that a member has breached the Rules, or is guilty of conduct injurious or prejudicial to the character, welfare and interests of the Society (such conduct of which Council shall be the sole judge), Council shall hold a special meeting to enquire into the matter.
- 7.2 The member concerned shall be advised in writing of the charge (and shall be provided with a copy of the charge) and invited to attend the meeting. The member shall have the opportunity, either in person or in writing, to present an explanation or defence, together with any evidence the member may wish to call.
- 7.3 If Council finds the member has breached the Rules, or is guilty of conduct injurious or prejudicial to the Society, it may:
- i) Admonish or censure the member, or
 - ii) Suspend the member for a period of up to three calendar months, during which period the privileges of Society membership shall be suspended, or
 - iii) Call upon the member to resign, and if no resignation is received from the member within seven days of being demanded, Council may expel the member.

8.0 SUBSCRIPTIONS

- 8.1 The membership annual subscription and joining fee for each year shall be set at the Annual General Meeting.
- 8.2 Honorary and Life members shall be exempt from the payment of subscriptions.
- 8.3 Any person or institution admitted as a member shall have a period of membership for twelve months from the beginning of the month they join.
- 8.4 Council may at its discretion, remit the subscription of any member unable to pay through sickness, suffering or hardship.

9.0 CHANGES TO THESE RULES

- 9.1 These Rules may only be changed by a two-thirds majority of the valid votes cast in a postal ballot held for that purpose.
- 9.2 No change of the Rules shall be approved if it in any way affects or alters the exclusively charitable nature of the Society.

10.0 GENERAL MEETINGS

- 10.0 Written notice of the date, time and place of each general meeting and of the business to be transacted thereat shall be given by the Secretary to each member.
- 10.1 Accidental failure to give notice of any general meeting shall not invalidate the proceedings of that meeting.
- 10.2 At least thirty days notice of an Annual General Meeting shall be given by notice in the Society's magazine.
- 10.3 At least thirty days notice of a Special General Meeting shall be given to each member by post.
- 10.4 Each general meeting shall be chaired by the President. In the absence of the President, the Vice-President shall chair the meeting. If neither is available, any other member elected by the meeting shall take the chair.
- 10.5 The quorum for any general meeting shall be one hundred members present and entitled to vote. If there is no quorum within half an hour after the time fixed for the start of the meeting, the meeting shall be adjourned to a time and place to be fixed by Council.

11.0 ANNUAL GENERAL MEETING

- 11.1 The business of the meeting shall include:
 - i) Receipt of the Annual Report.
 - ii) Receipt of the audited Statement of Accounts for the preceding financial year.
 - iii) Appointment of Auditor for the following year. The Auditor shall be a member of the NZ Institute of Chartered Accountants and hold no other office in the Society.
 - iv) Setting the annual membership subscriptions and joining fee for the following year.
 - v) In even-numbered years, declaration of the results of the election of members of Council.
 - vi) The consideration of any notice of motion, provided however that if the carrying of such motion would materially affect any of the above-mentioned business, such motion shall be dealt with prior to such business.
 - vii) General business.
- 11.2 At least 60 days prior written notice shall be given to the Secretary of any motion to be considered at the meeting, other than those of a procedural nature dealing with the conduct of the General Meeting.

12.0 SPECIAL GENERAL MEETING

- 12.1 The Secretary shall call a special general meeting within sixty days of the receipt of a requisition in writing to that effect, stating the business to be transacted at the meeting, signed by either the President, by three members of Council, or by seven members of the Society.
- 12.2 Only business stated in the requisition shall be considered at the meeting, provided that any other business that in the opinion of at least two-thirds of the members present arises directly may also be considered.

13.0 VOTING

- 13.1 Each member of the Society, except institutional members and honorary members, shall be entitled to vote, either in person, by proxy, or by postal ballot.
- 13.2 Voting at a general meeting shall be by voice, or if the Chairman or any three other members require, by a show of hands, which shall include proxy votes.

- 13.3 Three or more members may demand a count immediately after the declaration by the Chairman of the result of the voting. Otherwise the declaration shall be conclusive.
- 13.4 Unless otherwise provided, each question shall be decided by a simple majority of votes cast in person or by proxy.
- 13.5 In the case of an equality of votes, the Chairman shall have a casting vote, as well as a deliberative vote.
- 13.6 Members entitled to vote who are absent from the meeting, may appoint a proxy for voting purposes.
- 13.7 Appointment of proxy holders, on a form approved for the purpose, must be received by the Secretary at least fourteen clear days before the date of the meeting.
- 13.8 Only a member entitled to vote may be appointed as a proxy holder.
- 13.9 Proxy voting is not permitted for procedural motions dealing with the conduct of the general meeting.
- 13.10 Proxy voting at an Annual General Meeting is not permitted in a ballot for a vacant Council position.

14.0 COUNCIL

- 14.1 Council shall be elected by the members and comprise the President, Treasurer and seven Councillors.
- 14.2 The executive of Council shall comprise the President, Vice-President and Treasurer.
- 14.3 Any member of the executive may only serve in their role for six consecutive years.
- 14.4 A member of Council shall cease to hold office:
 - i) If no longer a member of the Society
 - ii) If absent from three consecutive meetings of Council without leave or reasonable cause being shown.
 - iii) If a written resignation is received by the Secretary.
 - iv) On taking up residence outside New Zealand.
- 14.5 Council as a body, or as an individual member or members, shall be removable by a two-thirds majority of the votes cast at a special general meeting called for that purpose. The members present at such meeting shall then and there, elect to fill the vacancy or vacancies caused. The members so elected shall hold office until the next annual general meeting of the Society in an even numbered year.
- 14.6 Council shall have the power to co-opt any member to fill any Council position which becomes vacant.

15.0 ELECTION OF COUNCIL

- 15.1 Council elections shall be held for all elected positions in even-numbered years.
- 15.2 Nominations shall be called for the positions of President, Treasurer and seven Councillors.
- 15.3 The term of office for Council shall commence after the conclusion of the Annual General Meeting, and shall extend until the conclusion of the Annual General Meeting in the next even-numbered year.
- 15.4 Any member currently residing in New Zealand who is not a youth member, honorary member or an institutional member shall be eligible for election to Council.
- 15.5 Council shall appoint a Returning Officer and Deputy Returning Officer who shall conduct the election in accordance with the By-Laws.

16.0 MEETINGS OF COUNCIL

- 16.1 Council shall meet not less than four times a year.
- 16.2 Elected and co-opted Council members shall have full voting rights.
- 16.3 Each matter shall be decided by simple majority, with the meeting chairman holding a deliberative vote and in the case of an equality of votes, a further casting vote.

17.0 POWERS OF COUNCIL

- 17.1 Council shall have the complete and entire management and control of the affairs, concerns and business of the Society. It may exercise all such powers of the Society as are not by the Act required to be exercised by the Society in general meeting, provided that in exercising such powers there shall be no conflict with the Rules, with the provisions of the Act, or with any Regulations made by the Society in general meeting.
- 17.2 Without restricting in any way the generality of the powers conferred in clause 17.1, Council shall have the following powers:
- 17.2.1 To make available such information as may be requested from the files of the Society to members upon written application which must state the reason for which the information is required provided that Council may withhold information from any applicant at their sole and absolute discretion and no reason need be given. Council may also impose any conditions it sees fit on the use of any material so supplied.
 - 17.2.2 To control, invest and manage the funds and property of the Society subject to any special directions of the Society in general meeting, and to incur such liabilities as are necessary.
 - 17.2.3 To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Society or its officers or otherwise concerning the affairs of the Society.
 - 17.2.4 To claim, sue for and recover in the name of the Society or otherwise all or any of the subscriptions or other moneys due to the Society by any member or any other person.
 - 17.2.5 To elect one Vice-President from the seven Councillors at the first full Council meeting after the Annual General Meeting.
 - 17.2.6 To appoint from its own members or otherwise, such officers and sub-committees as and when necessary to assist in carrying out its duties. Council may revoke any such appointments or dissolve any such sub-committees or change the personnel involved and may or may not appoint a substitute.
 - 17.2.7 To appoint additional members to serve on Council for any special purpose, for such term as the Council shall determine.
 - 17.2.8 To make, alter or revoke policies for the conduct of meetings and the management of Society business.
 - 17.2.9 To adopt policies not inconsistent with the Rules as it may think necessary or expedient for carrying out the terms of the Rules for the well-being of the Society, and for regulating its own proceedings and for defining the duties of any officers of the Society insofar as these duties are not defined by the Rules.
 - 17.2.10 To determine all questions or disputes as to the construction or interpretation of the Rules or any Regulations, By-Laws or policies. Council may make decisions on any matters relating to the affairs of the Society which, in the opinion of Council, are not provided for by the Rules or by any Regulations, By-Laws or policies.
 - 17.2.11 To hold inquiries into all matters, questions and disputes affecting the welfare of the Society and its members and to conduct such inquiries in such manner as it may deem fit and proper. The decision of Council in all such matters, disputes and questions shall be final and conclusive.
 - 17.2.12 To exercise all such powers and do all such things deemed necessary or expedient to attain all or any of the objects of the Society.
 - 17.2.13 To consider applications and nominations for membership, and to decline or reject any application or nomination without any reason being given.
 - 17.2.14 To carry on any business or trading consistent with the purposes of the Society.
 - 17.2.15 To employ and remove or suspend and pay a Secretary and such other officers, specialists, employees, agents, contractors, or other persons for any services actually rendered to the Society. The Council shall determine the duties and powers of such persons and fix reasonable salaries and remuneration. Nothing shall preclude the employment and payment of officers or members of the Society.

18.0 INDEMNITY

Members of Council and Officers both individually and collectively, shall be fully indemnified by and out of the funds of the Society against any loss, damage, expense or liability incurred by reason of, or in connection with any legal proceedings instituted against them for any act properly done, omitted or suffered in relation to the performance or alleged performance of their official duties.

19.0 COMMON SEAL

- 19.1 The Common Seal of the Society shall be that adopted by Council and shall be held in the custody of the Secretary who shall be responsible for its safe custody and control.
- 19.2 When so required, the Common Seal shall be affixed, on the authority of either a general meeting or of Council, to any deed, document or other instrument in the presence of any three members of Council, all of whom shall sign the deed, document or instrument.

20.0 CONTROL AND USE OF FUNDS

- 20.1 All moneys received by or on behalf of the Society shall immediately be paid to the credit of the accounts of the Society in such banks as Council may from time to time nominate.
- 20.2 At the direction of Council, the expenses of the Society shall be paid out of such accounts by the Treasurer.
- 20.3 All cheques and withdrawals drawn on any such account shall be signed or authorised on behalf of the Society by any two of the following: the President, the Treasurer, the Secretary, one Councillor.
- 20.4 Council may from time to time invest and re-invest in such securities and upon such terms as are reasonable and appropriate, the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.

21.0 BORROWING POWERS

Council shall have power to and may borrow for any purposes of the Society from any person or persons, bank, or corporation, any sum or sums of money on the security of any or all of the property of the Society by mortgage, charge, bank overdraft or other manner or upon such terms as Council deems fit. Such borrowing under this clause may be reviewed in general meeting.

22.0 BRANCHES AND INTEREST GROUPS

- 22.1 When fifteen members of the Society in any particular area wish to hold regular meetings in accordance with the objects of the Society, they may apply to Council to be affiliated as a Branch of the Society.
- 22.2 When fifteen members of the Society wish to pursue a common interest in accordance with the objects of the Society, they may apply to Council to be affiliated as an Interest Group of the Society.
- 22.3 An affiliated Branch or Interest Group shall operate at all times and in respect of all matters, in accordance with these Rules and any By-Laws passed by the Society.
- 22.4 Council shall have the power to disaffiliate a Branch or Interest Group if the number of members is insufficient, or on any other grounds.

23.0 NO PRIVATE PECUNIARY PROFIT FOR ANY INDIVIDUALS, RESTRICTIONS, EXCEPTIONS, AND INFLUENCE

- 23.1 No profits and/or assets of the Society are to be distributed to any individual person.
- 23.2 All funds and assets of the Society shall be applied within New Zealand towards furthering the exclusively charitable objects, aims and purposes.

- 23.3 No private pecuniary profit shall be made by any person involved in this Society, except that:
- 23.3.1 Any Officer or Member may receive full reimbursement for all expenses properly incurred in connection with the affairs of the Society;
 - 23.3.2 The Society may pay reasonable and proper remuneration to any Officer or Servant of the Society in return for services actually rendered to the Society;
 - 23.3.3 Any Officer or Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Society;
 - 23.3.4 Any Officer or Member may retain any remuneration properly payable to them by any company or undertaking with which the Officer or Member has acted in any capacity whatever, notwithstanding that that Officer or Member's connection with that company or undertaking is in any way attributable to their connection with the Society.
- 23.4 The Society in determining all reimbursements, remuneration and charges payable in the terms of the foregoing rule or of any of the kinds referred to in sections CA 1(2), CB 1 to CB 21, CB 28, CC 1, CC 3 to CC 8, CD 1, CE 1, CE 8, CF 1, CG 3, CQ 1 and CQ 4 of the Income Tax Act 2004 and any successor shall ensure that the restrictions imposed by the following rule are strictly observed:
- 23.5 **PROVIDED ALWAYS** and notwithstanding anything contained or implied in these Rules, any person who is:
- an Officer or Member of the Society;
 - a shareholder or director of any company carrying on any business of the Society; or
 - a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
 - an associated person (as defined by the Income Tax Act 2004) of any such settlor, trustee, shareholder or director; shall not, by virtue of that capacity be able to determine or materially influence in any way (whether directly or indirectly) whatsoever the :
- 23.5.1 determination of the nature;
 - 23.5.2 the amount of any benefit or advantage or income;
 - 23.5.3 the circumstances in which it is or is to be or is able to be afforded to, or received, gained, achieved, or derived; as a result of their employment by or involvement with the Society and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.
- 23.6 **AND** notwithstanding anything expressed or implied in these Rules, no commercial transaction, including the relinquishing of assets, will be entered into unless, having regard to the terms and conditions of the loan or agreement
- 23.6.1 payment by way of interest or rent shall not exceed current commercial rates;
 - 23.6.2 receipts by way of interest or rent shall not be at less than current commercial rates; and
 - 23.6.3 sale of Society property will always be at current market value.
- 23.7 **AND** any Officer or Member who has a material interest (whether direct or indirect) in any contract, undertaking, arrangement or dealing (proposed or otherwise) with the Society shall –
- 23.7.1 disclose the nature and extent of that interest at a meeting of the Council and this disclosure shall be recorded within the minutes of that meeting; and
 - 23.7.2 shall not take part in any deliberations of the Council concerning that matter.

23.8 Professional account and influence: A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Society or to any company by which any business of the Society is carried on, be in breach of the terms of this rule.

24.0 BY-LAWS

24.1 The Society may in annual general meeting, by two-third majority vote in accordance with Rule 13.2, make, amend, or rescind, any By-Laws consistent with the Act or with these Rules for the management the Society's affairs or its governance, or for any other lawful purpose. 24.2 In the event of any conflict between the Act and the By-Laws, the provisions of the Act shall prevail. Likewise, in the event of any conflict between these Rules and the By-Laws, the provisions of these Rules shall prevail.

25.0 WINDING UP OF THE SOCIETY

The Society may be wound up voluntarily if the Society at a general meeting of its members passes a resolution of which notice has been given of a meeting requiring the Society to be wound up, and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

26.0 DISPOSAL OF ASSETS

In the event of the dissolution or winding up of the Society, the assets shall be transferred to such charity or charities within New Zealand as are determined by the members at or before the time of dissolution or in default thereof, by a Judge of the High Court of New Zealand.

By-Laws

1.0 ALTERATION OF THE BY-LAWS AND/OR THE RULES

- 1.1 Any member who seeks an alteration of the By-Laws shall give notice in writing to the secretary at least ninety days before an annual general meeting.
- 1.2 Any member who seeks an alteration to the Rules shall give notice in writing to the secretary by such date as Council shall advise.
- 1.3 Council, or the member/s seeking an alteration to the Rules or By-Laws, may submit for circulation to members, up to 500 words of information relevant to the alteration being sought.

2.0 VOTING FOR ALTERATIONS TO THE RULES.

- 2.1 Only one postal ballot may be held within any calendar year.
- 2.2 Council shall appoint a Returning Officer for the purpose of conducting a postal ballot.
- 2.3 Ballot papers shall be sent to each member of the Society, who, in accordance with Clause 13.1 of the Rules, is entitled to vote, at least 30 days before the closing date of the ballot.
- 2.4 The result of the ballot shall be declared in the Society's magazine at the earliest practicable date after the closing date of the ballot.

3.0 VOTING FOR COUNCIL

- 3.1 Nominations, on the approved nomination form, will be accepted by the Returning Officer by the 1st December in the uneven year..

- 3.2 When the number of nominations is less than the number required members shall be advised of the remaining vacant positions not later than thirty days prior to the date of the annual general meeting where nominations to fill the remaining vacancies shall be called for.
- 3.3. When the number of candidates for any office is more than the number of vacancies for that office, a postal ballot shall be conducted by the Returning Officer.
- 3.4. Ballot papers must be received by the Returning Officer no later than 31st March in the even year: the results of the ballot shall be reported and the successful candidates declared elected at the next Annual General Meeting.
- 3.5. When the number of candidates for any office is less than the number of vacancies for that office, a call for nominations to fill such remaining vacancies shall be made at the annual general meeting.
- 3.6. When the number of nominations taken at the annual general meeting exceeds the number of vacancies a secret ballot of members present will be held and the successful candidate/s declared elected.

4.0 HONORARY APPOINTMENTS

- 4.1 Council may appoint an Honorary Solicitor.
- 4.2 An annual general meeting may appoint a Patron and/or Vice Patron(s).
- 4.3 All officers, other than the Patron, and/or Vice Patron(s), and the Honorary Solicitor, shall be members.

5.0 MEETINGS OF COUNCIL

- 5.1 Council shall meet quarterly at the Family Research Centre and at such other times and places as it deems necessary and it shall be the duty of the Secretary to call such meetings for such times as may be required by the President or by any three members of Council.
- 5.2 If the office of Secretary is vacant or if the Secretary is absent or incapacitated or fails within three days to call a meeting of Council when requested to do so in accordance with the Rules, any member of Council may call such meeting. That meeting shall be deemed to have been validly called by the Secretary.
- 5.3 At least seven days notice prior to the meeting together with details of the matter or matters to be dealt with, shall be given in writing to each member of Council by the Secretary.
- 5.4 All meetings of Council shall be chaired by the President, or if absent, by the Vice-President. If neither is available, then the chair shall be filled by any other member of Council duly elected for the occasion.
- 5.5 At all Council meetings, six members of Council shall constitute a quorum.

6.0 RESPONSIBILITIES OF THE SECRETARY

- 6.1 To be responsible for all correspondence.
- 6.2 To give notice of meetings.
- 6.3 To prepare the agenda for meetings.
- 6.4 To record the minutes.
- 6.5 To maintain the register of members.
- 6.6 To perform all such other lawful duties as may normally be carried out by a Secretary.

7.0 RESPONSIBILITIES OF THE TREASURER

- 7.1 To receive all monies for the Society and to lodge such monies in the Society's bank account.
- 7.2 To discharge all accounts vouched for by the committees, officers and others and to

- produce the receipts when necessary.
- 7.3 To maintain receipts for subscriptions and any other income.
 - 7.4 To keep such books of account as shall be necessary to show the financial affairs of the Society.
 - 7.5 To keep a copy of the register of members.
 - 7.6 To prepare statements at the end of each financial year showing in detail the receipts and spending for the year and the assets and liabilities of the Society as at the end of the year and cause the same to be audited by the Auditor.
 - 7.7 To present such statements to the members at the annual general meeting.
 - 7.8 To perform all such other lawful duties as may normally be carried out by a Treasurer.

8.0 BRANCHES AND INTEREST GROUPS OF THE SOCIETY

8.1 Branch or Interest Group Membership

Membership of a Branch or Interest Group shall be available to any member of the Society.

8.2 Branch or Interest Group Committee

- 8.2.1 A Branch or Interest Group shall be administered by a committee which shall be elected at each annual general meeting.
- 8.2.2 The committee shall comprise not less than five members and must include the following officers: A Chairman or Convenor, A Secretary, A Treasurer.
- 8.2.3 If at a Branch or Interest Group annual general meeting the required officers are not elected, the annual general meeting may, by specific resolution, delegate to the elected committee the power to co-opt as required from Society members.
- 8.2.4 All Branch or Interest Group Committee members must maintain Society membership for their term of office.
- 8.2.5 A Branch or Interest Group Committee shall have power to co-opt additional members to serve on such committee for any special purpose or purposes.
- 8.2.6 At all meetings of the Branch or Interest Group Committee, one more than half of the committee members shall constitute a quorum.
- 8.2.7 The Branch or Interest Group Committee shall appoint, for the ensuing year, an Independent Financial Reviewer who shall hold no other office in that Branch or Interest Group.

8.3 Branch or Interest Group Meetings

A Branch or Interest Group Committee shall have the power to arrange the Branch or Interest Group annual programme and to determine, regulate and control the use by its members and others of its facilities and to control its activities.

8.4 Annual General Meetings

- 8.4.1 Unless specifically approved otherwise by Council following written application by the Branch or Interest Group, the annual general meeting must be held between 1 April and 30 June of each year. Such permission must be applied for each year.
- 8.4.2 At least thirty days notice of the date of such annual general meeting shall be given to all Branch or Interest Group members.
- 8.4.3 The business of the Branch or Interest Group annual general meeting shall include:
 - i) Receipt of the Branch or Interest Group annual report and statement of accounts for the preceding financial year.
 - ii) Setting, where applicable, the annual subscription and/or meeting entrance fee for the following year.
 - iii) Election of a committee.
 - iv) General Business.

8.5 Mode of Voting

- 8.5.1 The mode of voting at all Branch or Interest Group meetings shall be by the voices, or if the Chairman or any three other members require, by a show of hands except that, in respect of the election of the Branch or Interest Group Committee, such election may be conducted by secret ballot.
- 8.5.2 Only Society members who are also members of the Branch or Interest Group will be entitled to propose and second nominations for Branch or Interest Group committee or officers, and to vote on the election of the Branch or Interest Group committee or officers.

8.6 Funds and Financial Matters

- 8.6.1 In its sole and absolute discretion but subject to the Rules of the Society, a Branch or Interest Group shall be responsible for the financial control and transactions and all money received by that Branch or Interest Group.
- 8.6.2 The financial year of a Branch or Interest Group shall end on 31 March of each year.
- 8.6.3 The annual accounts of a Branch or Interest Group shall be subject to an independent financial review.
- 8.6.4 A Branch or Interest Group shall forward to Council copies of its annual reports, independently reviewed statement of accounts and such other information as Council may from time to time require.

8.7 Power to Enter into Contracts in Society's Name

A Branch or Interest Group shall not have the power to enter into contracts in the name of the Society without the prior consent in writing of Council.

8.8 By-laws

Any Branch or Interest Group shall be entitled to make, amend or rescind, at the Branch or Interest Group annual general meeting, By-laws consistent with the Act or with the Rules and By-Laws of the Society for the regulation of the internal management, activities and proceedings of the Branch or Interest Group and other matters connected with the Branch or Interest Group affairs.

8.9 Branch or Interest Group Disposal of Assets

- 8.9.1 Where a Branch or Interest Group ceases to exist, the assets of the Branch or Interest Group at the date of its ceasing to exist shall be transferred to the New Zealand Society of Genealogists Inc or a kindred non-profit organisation or public library in the local area. Alternatively the assets may be held in trust by the Society for a period of up to three years pending the formation of a new Branch in that area, or the reformation of that Interest Group and at the end of that period, if not required for that purpose, be transferred to the Society. The disposal of the assets as stated above shall be determined between Council and those who were members of the Branch or Interest Group on the date it ceased to exist.
 - 8.9.2 Failing such agreement between the parties, the matter shall be referred to the decision of a sole arbitrator to be agreed upon by the parties or in default of such agreement, to two arbitrators, one to be appointed by Council and one by the Branch or Interest Group members, in accordance with and subject to the provisions of the Arbitration Act 1908 and its Amendments.
-