



# **New Zealand Veterinary Association**

## **CONSTITUTION**

June 2009

## Rules of the New Zealand Veterinary Association Incorporated

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## Name

1. The name of the Society is "New Zealand Veterinary Association Incorporated" (hereinafter referred to as "the Association").

## Objects

2.
  - a. Leadership
    - i. To provide leadership and direction to the veterinary profession in New Zealand to ensure it retains and expands its relevance to society, the economy and the environment.
    - ii. To sustain and promote the ethic of social responsibility by:
      - Having a publicly stated position on issues on which the profession has expertise.
      - Encouraging and supporting veterinarians to be involved in their communities.
    - iii. To promote all aspects of animal welfare by:
      - Providing a rational and scientifically sound voice on animal welfare.
      - Providing veterinary representation on animal welfare to relevant organisations.
      - Liaising with other socially responsible groups involved with animal welfare.
    - iv. To represent the interests of the profession by:
      - Ensuring the expertise and adequate resources to promote the profession's interests at the political level.
      - Developing effective networks.
      - Creating and maintaining public awareness of the diverse roles played by veterinarians in New Zealand.
      - Promoting veterinarians and their expertise to the public.
    - v. To lead the profession in a manner that ensures that the needs of the industries it serves continue to be met by:
      - Early identification of trends that affect the profession's future.
      - Assisting veterinarians to adapt to meet future requirements.
      - Encouraging a proactive culture in the profession.
    - vi. To facilitate communication and cohesion within the profession by:
      - Providing effective systems to keep veterinarians informed of relevant developments.
      - Encouraging social contact among veterinarians.
      -

- b. Education
  - i. To work with educational bodies:
    - To ensure the selection of appropriate individuals for training to become successful veterinarians.
    - To ensure the future needs of the profession and of society are met.
    - To encourage the provision of structured and unstructured relevant scientific continuing education.
  - ii. To facilitate education of veterinarians in non-technical areas relevant to professional activity including business management, communication and life skills.
- c. Standards setting
  - i. To advance the professional status of veterinarians in New Zealand.
  - ii. To encourage and assist in the development of the highest appropriate standards of veterinary service for the benefit of society.
- d. Members' welfare
  - i. To support the personal and professional welfare of NZVA members.

## **Powers**

3. The Association shall have power to do all such acts and things as are incidental to the exercise of carrying out of the objects of the Association or are expedient for the due conduct of the affairs of the Association and the realisation of its objects, and in particular shall have power:
  - a. To enter into, do and perform all contracts, acts, matters and things in any way connected to the objects of the Association.
  - b. To hire and employ, whether casually or under contracts of service, such administrative, training, secretarial or other staff as may be required to properly promote and carry out the objects of the Association.
  - c. To borrow or raise money for the process of the Association in such amounts and on such terms as the Board may think fit, and to secure the repayment of any moneys so borrowed by bonds, mortgage, debentures, charges and other securities charged upon any or all of the real or personal property of the Association.
  - d. To lend and advance money or to give credit, to guarantee and give guarantees for the payment of money or the performance of contracts or obligations on the part of the Association or its members.
  - e. To invest any moneys of the Association in such deposit, stocks, shares, debentures, mortgages, real property or other forms of investment as the Board may approve, and to vary and transpose any such investments from time to time as the Board sees fit.
  - f. To pay any officer of the Association.
  - g. To make available professional advice and assistance and information which promotes unity and understanding and encourages communication and liaison within the profession and to make available facilities for arbitration of disputes.

## Membership

### 4. Categories of Membership

There shall be the following categories of members: Foundation Members, Ordinary Members, Retired Members, Student Members, Honorary Life Members, Associate Members, Non-Registered Members. With the exception of Honorary Life Members all members shall pay an annual subscription.

#### a. Foundation Members

- i. Foundation Members shall be those members who were present at the inaugural meeting of the Association held in January 1923.
- ii. Foundation Members shall be entitled to vote at all meetings of the Association and to be officers of the Association.

#### b. Ordinary Members

- i. Any person who is registered as a veterinary surgeon pursuant to the Veterinarians Act 2005 or any Act in amendment or substitution hereof shall be eligible for election as an Ordinary Member of the Association.
- ii. An applicant for election as an Ordinary Member of the Association shall be nominated by two members of the Association including Honorary, Life and/or Financial, Ordinary or Retired, each of whom shall submit a signed nomination form to the Board affirming that in their opinion the applicant is a fit and proper person to be an Ordinary Member of the Association. The nomination form shall specify the full name, residential address and professional qualifications of the applicant.
- iii. The applicant shall sign an undertaking to abide by the Rules of the Association before his/her nomination can be considered by the Board.
- iv. The Board shall consider each application for Ordinary Membership and an applicant shall be elected as an Ordinary Member of the Association if the Board votes unanimously to accept the applicant. An applicant shall not be elected as an Ordinary Member of the Association if the Board votes unanimously to decline the application. If the Board is not able to reach a unanimous decision whether to accept or decline an application for Ordinary Membership the application shall be submitted to a secret ballot by all members of the Association who are entitled to vote, in which case the applicant shall be deemed to be elected as an Ordinary Member unless at least 10% of the votes cast are against the applicant's election as an Ordinary Member of the Association.
- v. All persons who under the Rules of the Association in force prior to the adoption of these Rules were Ordinary Members of the Association shall continue as Ordinary Members of the Association provided they continue to pay the annual subscriptions.
- vi. A Student Member who becomes qualified to be elected as an Ordinary Member shall, on being registered as a veterinary surgeon and on payment of the appropriate subscription, become an Ordinary Member of the Association.
- vii. Ordinary Members shall be entitled to vote at all meetings of the Association and to be officers of the Association.

#### c. Retired Members

- i. Any person who is or has been registered as a veterinary surgeon and who has retired from active practice as a veterinary surgeon or employment as a veterinary surgeon shall be entitled to apply to the Board to become a Retired Member of the Association. The Board may, in its discretion, accept or decline such an application.

- ii. Retired Members shall be entitled to vote at all meetings of the Association and to be officers of the Association.
  - iii. Subject to paragraph (b) of this Rule, the Board may from time to time define the general and specific rights and privileges of Retired Members.
- d. Student Members
- i. Any person who is studying veterinary science at a veterinary faculty or institution approved by the Board may apply to Board to be made a Student Member of the Association. The Board may, at its discretion, accept or decline the application.
  - ii. Student Members shall not be entitled to vote at meetings of the Association or to be elected officers of the Association. Student Members are to have the right to attend meetings of the Association provided always that the Chairperson of the meeting may require Student Members to leave any meeting for the duration of any item or items of business whereupon all Student Members present shall leave the meeting until those items of business have been dealt with. Student Members shall with the consent of the Chairperson of the meeting have the right to speak at any meeting of the Association.
- e. Honorary Life Members
- The Association may, on the recommendation of Board, at any Annual General Meeting or a Special General Meeting, elect any person as an Honorary Life Member of the Association. Honorary Life Members shall be entitled to vote at all meetings of the Association and to be officers of the Association but will not be liable to pay a subscription.
- f. Associate Members
- The Board shall have the power to grant to any person or organisation the status of Associate Member of the Association. Such a person or organisation shall remain as Associate Member of the Association at the discretion of the Board. Associate Members or their representatives shall not be entitled to vote at meetings of the Association nor shall they be entitled to be officers of the Association.
- g. Non Registered Members
- Any person who has a veterinary degree but who is not currently registered in New Zealand pursuant to the Veterinarians Act 2005 or any Act in amendment or substitution thereof may apply to the Board to be a non-registered member. Such members shall be entitled to attend meetings of the Association but are not entitled to vote or to be elected officers of the Association.
5. Termination of Membership
- Any member may at any time resign from membership by notice in writing addressed to the Chief Executive Officer of the Association.
6. Expulsion
- The Board may in its discretion cancel membership of any member who has been or is in breach of these Rules or of any rules or ethical requirements for the veterinary profession or whose conduct is incompatible with membership of the Association or whose fees or subscriptions are more than six months in arrears. The Board shall advise such person by registered letter that his/her membership has been cancelled and the reasons why it has been cancelled and that person shall have twenty-eight days from the date upon which such advice is given to give notice in writing to the Board of an intention to appeal against cancellation of his/her membership at the next Annual General Meeting of the Association. Pending the hearing of the appeal the person concerned shall be suspended from exercising all rights and privileges of membership notwithstanding having lodged notice of appeal against the cancellation of his/her membership other than rights to present to the Annual General

Meeting of the Association relevant and reasonable matters which he/she may wish to bring to the attention of the Annual General Meeting in the consideration of the appeal.

7. Re-election

No person who, having been a member of the Association, and who has ceased to be a member in accordance with these Rules shall be re-elected as a member of the Association until that person has paid all arrears in subscriptions (if any) due from him/her to the Association at the date when that person ceased to be a member; provided always that the Board may in its discretion waive the requirement that all arrears in subscriptions be paid in full before such person is eligible for re-election as a member of the Association.

## **Subscriptions**

8. The annual subscriptions payable by Foundation Members, Ordinary Members, Retired Members, Associate Members, Non-Registered Members and Student Members shall be determined from time to time as required at the Annual General Meeting of the Association. Subscriptions shall be payable annually in advance and shall be due on the 1st day of January in each year for that calendar year. No member whose subscription for the year is unpaid shall be eligible to stand for election, nominate members or officers or to vote.
9. The Board may in its discretion waive the payment of any member of his/her fee or subscription.
10. The Chief Executive Officer of the Association shall maintain an up to date list of members of the Association at all times.

## **Officers**

11. The officers of the Association shall comprise nine elected and up to two appointed members. The appointed member(s) shall only be the President and/or the Immediate Past President who shall be appointed to the Board only if not re-elected as (a) sitting member(s).

## **President**

12. The officers of the Association shall constitute the Board of the Association. The Board shall elect one of its members to be President of the Association and one of its members to be Vice President of the Association and at the conclusion of his or her term of office the President shall assume the office of Immediate Past President. These elections shall take place in each year at the penultimate Board meeting before the Annual General Meeting and shall be by secret ballot. The result of the elections shall be announced at the Annual General Meeting. The persons so elected as the President and the Vice President shall commence duties as the President and the Vice President of the Association from the close of the Annual General Meeting at which the result of the elections has been announced and shall continue until the close of the next Annual General Meeting.
13. If the persons elected by Board to be the Vice President for the term following the next Annual General Meeting is not elected to Board for that period then he/she shall not be eligible to take Office as the Vice President and the Board shall at the first Board meeting following the Annual General Meeting elect a Board Member to be the Vice President of the Association and the person so elected shall hold Office until the close of the next Annual General Meeting.
14. Any person shall be eligible for re-election by Board as President provided however that no person shall serve more than three consecutive terms as President. After serving for three consecutive terms as President no person shall be eligible to be re-elected as President until after the Board has elected to the position of President some other person. Any person shall be eligible for re-election by Board as Vice-President.

15. The President shall chair the Board at all meetings at which the President is present. In the event of the President being absent from a Board meeting the Vice President shall chair the meeting and if both the President and Vice President are absent the officers present at that meeting shall elect one of their number to chair that meeting in place of the President.

### **Election of officers**

16. Officers of the Association shall be elected by postal ballot, and shall hold office for a term of three years whereupon they shall retire. In every case a retiring member of Board shall (provided he/she is otherwise qualified) be eligible for re-election. The postal ballot shall be conducted in each year prior to the Annual General Meeting and the result of the postal ballot shall be announced at the Annual General Meeting which follows the ballot.
17. Three officers shall be elected each year.
18. Each member exercising his/her vote for the election of officers shall vote for the actual number of vacancies to be filled or any lesser number he/she wishes. Any vote for a greater number shall be invalid.
19. Each member of the Association, who, pursuant to these Rules is entitled to vote at meetings of the Association, shall be entitled to vote in the postal ballot for the election of officers and all valid votes shall count equally.

### **Vacancies**

20. If any office in the Association shall become vacant during any year by death, resignation or otherwise, such office may be filled by a vote of the Board, and any other person so elected to fill such office shall remain in such office for the unexpired term of the person in respect of whom the vacancy has occurred.
21. Nominations for the position of officers of the Association must be lodged with the Chief Executive Officer not less than sixty days prior to the date of the Annual General Meeting, such nominations to be duly signed by the proposer and seconder and to carry a declaration by the nominee that he/she is prepared to stand for election as an officer of the Association.

### **Eligibility for election as officer**

22. All Foundation Members, Ordinary Members and Retired Members who are financial or any Honorary Life Member(s) shall be eligible to be elected as an officer of the Association.

### **Board meetings**

23. The Board shall meet at least four times annually at such times and places as may be decided by the Board. Special meetings of the Board shall be called by direction of the President or upon the written request of any three members of Board.
24. Not less than ten days' notice of each meeting of Board shall be given to its members, except when an urgent meeting is called pursuant to these Rules, such notice shall be given as is reasonably practicable in the circumstances. A telephone conference may constitute a special meeting of Board.
25. At any meeting of the Board five members shall form a quorum and the chairperson shall have a casting vote.

26. Any member of the Board who is unable to be present at any meeting of the Board may appoint in writing any other member of the Board to be his/her representative and to vote for him/her at such Board meeting.

### **Powers and duties of the board**

27. The Board shall manage the affairs and the business of the Association and shall have full power and authority to exercise the powers for which the Association is established and to do things incidental or conducive to the attainment of the objects of the Association except where the powers of actions of the Association are specifically limited in these Rules to decisions to be made by the Association at Annual General or Special General Meetings.
28. In carrying out the powers and authorities and in managing the business and activities of the Association the Board shall employ a Chief Executive Officer who shall be employed by the Board upon such terms and conditions as the Board shall think fit, and who shall be paid such remuneration as the Board shall from time to time determine. In addition to the employment of a Chief Executive Officer Board shall employ such other assistants and staff as may be required from time to time for the work of the Association.
29. In addition to the employment of such full time or part time employees as is hereinbefore provided, the Board may:
- a. From time to time make rules or regulations for conducting the business and carrying out of the objects of the Association and the management and uses of its premises and facilities and the performance of its statutory functions as set out in any Act of Parliament.
  - b. Constitute such advisory or other committees as it may consider desirable or necessary for any purpose to further the work of the Association.
  - c. Delegate any of its powers to any person or persons whether members of Board or not.
  - d. Pay or otherwise financially remunerate any officer of the Association.

### **Report of meetings**

30. The Board may issue such publications at such times and in such manner as the Board may decide. A report of the proceedings of Annual General Meetings and Special General Meetings shall be sent to each member of the Association. Except as may be authorised by the Board no member shall publish a report of the proceedings (or any part thereof) of any Annual General Meeting or Special General Meeting, or of any Board meeting, whether by divulging the same to any person who is not a member of the Association, or by communicating the same to the press or to any person, firm or company which issues or publishes any periodical or other publication, or by publishing or causing or allowing the same to be published by means of radio or television, or in any manner whatsoever.

### **General meetings**

31. Annual General Meetings

An Annual General Meeting of the Association shall be held once each year at such time and place as may be determined by Board. At least thirty days' written notice of the holding of the Annual General Meeting of the Association shall be given to members of the Association. Such notice shall specify the place and date and time of commencement of the Annual General Meeting and the nature of business and the agenda of business to be transacted thereat.

## 32. Business

The following business shall be dealt with at the Annual General Meeting:

- a. To receive, consider and discuss the President's report and any other report and business that shall have been arranged by Board.
- b. To receive and consider the statement of accounts and balance sheet of the Association.
- c. To appoint an auditor.
- d. To fix the subscriptions payable by the different categories of members.
- e. To announce the result of the postal ballot for the election of officers.
- f. To consider any business relating to the affairs of the Association.
- g. To receive and consider such other business as may have been properly brought to the attention of the meeting on notice.

## 33. Special General Meetings

Special General Meetings of the Association may be convened by the Board and shall be convened upon the written request of not less than fifty members of the Association who are entitled to vote at such Special General Meetings. At least thirty days' notice of a Special General Meeting and of the business for which it has been convened shall be given in the same manner as is provided for the giving of notice of the Annual General Meeting in these Rules, provided however that where the Board considers it expedient so to do, a Special General Meeting may be convened upon giving less than thirty days' notice.

## 34. Procedure at Annual General Meetings and Special General Meetings

- a. Thirty members of the Association who are eligible to vote at Annual General Meetings or Special General Meetings of the Association shall constitute a quorum. If a quorum cannot be constituted within fifteen (15) minutes from the time the meeting was called the members present can postpone the meeting to a date as soon as practicable after the date originally fixed.
- b. The President shall chair the Annual General Meeting or Special General Meeting. In the absence of the President the members present shall appoint one of their number to preside.
- c. Each member of the Association entitled to vote at Annual General Meetings of the Association shall have one vote, but in the case of an equality of votes the chair shall have a casting as well as a deliberative vote.
- d. Voting shall, in the first instance, be by show of hands, but any two members may demand that any question shall be determined by ballot instead of show of hands and thereupon such question shall be determined by ballot.
- e. A member who is unable to be present at any Annual General Meeting or Special General Meeting may appoint, in writing, any other member who is entitled to vote at such meetings to be his/her representative and to vote for him/her at that meeting. The aforesaid appointment in writing shall be in the following form only:

## New Zealand Veterinary Association Incorporated

### Proxy Form

I hereby authorise .....  
to represent me and to vote for me on the following items of business set out in the order paper for the Annual General Meeting/Special General Meeting of the Association to be held on the ..... day of.....(month / year) and at any adjournment of such meeting.

(Here set out items of business to be voted upon.)

This authority includes authority to represent me and to vote for me on any amendments or procedural motions moved in respect of any of the aforesaid items of business.

.....

Signature of Member

.....

Date

## Financial

### 35. Financial Year

- a. The financial year of the Association and its branches shall end on the 31 December in each year.
- b. The following Rules 36, 37 and 38 shall not apply to the receipts and payments and funds of the branches of the Association which are referred to in Rule 43. These exceptions are dependent on the Branch Executive, as referred to in Rule 43(h) undertaking in writing to abide by rules 43(i) to 43(o).

### 36. Funds

All moneys received by or on behalf of the Association shall, unless the Board otherwise directs, be forthwith paid to the credit of the Association's bank account with its banker and all payments made on behalf of or by the Association (except petty cash payments) shall be made by cheque drawn on that account, or by electronic means, and signed or authorised by such persons as the Board shall from time to time determine.

### 37. Records

The Chief Executive Officer shall be responsible for keeping true and full accounts of all moneys received and expended by or on behalf of the Association and of its assets and liabilities in proper books which shall be kept at the Association's registered office or such other place as the Board approves.

**38. Financial Statements**

- a. The Board shall be responsible to ensure that at the completion of each financial year a statement of the Association's financial affairs is prepared detailing receipts and expenditure and a balance sheet showing assets and liabilities.
- b. Board shall arrange for these financial statements to be audited by the Association's auditor and for the audited statements to be presented to the Annual General Meeting of the Association.
- c. The auditor shall be appointed by the Association at its Annual General Meeting.

**39. Use of Funds**

The income and property of the Association shall be applied solely towards promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise howsoever to the members of the Association or any of them, and except as payment made in good faith or remuneration to any employee or officer or as a prize given by the Association to any member, no member shall in any way receive any pecuniary gain from the property or activities of the Association.

**Chief Executive Officer**

40. The Association shall have a Chief Executive Officer who shall be an employee of the Association and who shall perform statutory functions of the Secretary of the Board and be present or represented at every meeting of the Association and Board of the Association to perform the functions of Secretary thereat. The Chief Executive Officer shall in addition perform such functions and carry out such duties as the Board shall from time to time determine. The Chief Executive Officer shall be employed on such terms and conditions as the Board may from time to time determine and his/her functions shall include attending or arranging for an attendance at every Annual General Meeting or Special General Meeting of the Association and every Board meeting, to read the minutes, orders and entries of preceding meetings, to take the minutes, to superintend respective minutes and to conduct all correspondence and to act in accordance with directions from time to time given by Board.

**Common seal**

41.
  - a. The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer and shall only be used by the authority of and under the direction of a resolution of the Board.
  - b. Every instrument to which the Common Seal is affixed shall be signed by at least two members of the Board.

**Connection with the Association**

42. No member shall for the purposes of trade, business, or manufacture, or for personal gain, affix letters to his/her name designed or intended to indicate that he/she is a member of the Association.

**Branches**

43.
  - a. Four or more members may, with the approval of the Board, form a branch for the purposes of closer co-operation in professional matters. Such branch may continue to exist so long as it has the approval of the Board of the Association.

- b. To be eligible to be a member of such a branch a person must be a member of the Association with the exception of Associate Member as in 43(c).
- c. Associate Members shall be any person with an affinity for the particular specialty of the branch. Such Associates may be members of branches by invitation only and subject to the approval of Board NZVA. Associate Members shall comprise of no more than 30% of the membership of any particular branch.
- d. Branches may subject to the approval of Board of the Association, at any Annual General Meeting or a Special General Meeting of the Branch, elect any person as an Honorary Life Member of the Branch. Honorary Life Members of a Branch shall be entitled to vote at all meetings of the Branch, but will not be liable to pay a subscription.
- e. Branches shall be distinguished either by the name of the district or by the special interest branch of the profession they represent, and the parent body.
- f. Every branch shall forward a report of its transactions and its business to the Board after each branch meeting and more frequently if a report is requested by the Board.
- g. No branch shall publish or communicate to any person or persons who are not members of the Association, information upon any matter which may purport to represent the policy or view of the Association, without the consent of the Board.
- h. Every branch shall appoint a Branch Executive comprised of at least two branch members, who shall also be members of the Association.
- i. All moneys received by or on behalf of the branch shall be paid to the credit of a bank account in the branch's name and all payments made on behalf of the branch except petty cash payments shall be made by cheque drawn on that account and signed by such persons as the Branch Executive shall from time to time determine.
- j. The Branch Executive shall be responsible for keeping true and full accounts of all money received and expended by or on behalf of the branch and of its assets and liabilities in proper accounting records.
- k. The Branch Executive shall be responsible to ensure that at the completion of each financial year a statement of the branch's financial affairs is prepared detailing receipts and expenditure and a balance sheet showing assets and liabilities.
- l. Except where a Branch's income is less than \$5,000 for a financial year and assets held by the Branch are less than \$10,000 each Branch Executive shall arrange for the branch financial statements to be audited by a Chartered Accountant or a competent person approved by the branch and for the audited statements to be presented to a meeting of the branch members.
- m. Except where a Branch's income is less than \$5,000 for a financial year and assets held are less than \$10,000 each Branch Executive shall ensure that by the 28 February in each year a copy of the audited financial statement of the Branch is sent to the Chief Executive Officer of the Association. Where a Branch's income is less than \$5,000 for a financial year and assets held are less than \$10,000 either audited or unaudited financial statements shall be sent to the Chief Executive Officer of the Association by the 28th of February in each year.
- n. The Chief Executive Officer of the Association shall prepare a summary of the branch financial statements for presentation to all members of the Association.

- o. The income and property of the branch shall be applied solely towards the promotion of its objects of the Association as a whole and no part thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to any of the members of the branch except as payment made in good faith for remuneration to any employee or officer or as a prize given by the branch to any member and no member shall in any way receive any pecuniary gain from the property or activities of the branch.
- p. A branch may be wound up by a majority decision of its members or where a branch is effectively defunct by a resolution of the Board. The assets and funds of a branch which is wound up shall be paid to the Association or, if the Board agrees, to another branch of the Association.

### **Alteration of rules**

- 44. No rule of the Association shall be amended or deleted and no new rule shall be added except at an Annual General Meeting or Special General Meeting at which the motion proposing the amendment, deletion or addition is carried by a majority of not less than two thirds of the members present at the meeting qualified to vote thereon, written notice of motion of such amendment, deletion or addition having been given to the Chief Executive Officer at least sixty days before the meeting at which the proposed amendment, deletion or addition is to be submitted. The Chief Executive Officer shall include such notice of motion in the business appearing on the agenda paper calling such meeting. No alteration shall be made to the rules of the Association which in any way affects the tax exempt status of the Association.

### **Revocation of former rules**

- 45. These Rules are in substitution for the Rules of the Association in force immediately prior to the adoption of these Rules and on the date of the adoption of these Rules, all Rules of the Association formerly in force shall be and the same are hereby accordingly revoked.

### **Winding up**

- 46.
  - a. The Association shall not be wound up except by resolution of a bare majority of voting members at a special meeting called to consider the proposal for winding up and confirmed by a further resolution passed by a like majority at a special meeting called for that purpose and being held not less than thirty (30) or more than sixty (60) days later.
  - b. In the event of the winding up of the Association its property shall, subject to the payments of its debts and liabilities and the costs and expenses of winding up, be held by such person or persons as shall be appointed for that purpose by resolution of the second special meeting referred to in the preceding paragraph (a) of this Rule upon trust for the formation of an incorporated body having similar objects to those of the Association, but should no such body be incorporated within twelve months after the date of the second special meeting then the property of the Association shall be held upon trust for such other purpose as shall be approved at a meeting of those persons who comprised the Board of the Association at the date of the second special meeting hereinbefore referred to, such meeting to be called for the specific reason of determining that purpose.
  - c. In the event of the winding up of the Association no funds or property whatsoever shall be paid to or distributed among the members of the Association.