Constitution of the New Zealand Trainers Association Incorporated

Date 16 September 2016

NEW ZEALAND TRAINERS' ASSOCIATION (INC)

CONSTITUTION

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NEW ZEALAND TRAINER'S ASSOCIATION (INC)

1. **NAME**

1.1 The Society shall be called the New Zealand Trainers' Association Incorporated, hereinafter referred to as the Association.

2. OBJECTS

- 2.1 The objects of the Society are to:
 - (a) provide an Association of racing trainers throughout New Zealand;
 - (b) encourage, promote and advance generally the interests of race horse trainers and to deal with all matters conducive to the advancement of racing in general;
 - (c) secure to the members thereof the rights, privileges and benefits enjoyed by organisations, associations or other bodies under any Acts of Parliament, laws or regulations whether or not concerning racing for the time being in force affecting the Association, its members or other persons licensed or otherwise registered to train horses for races conducted under the control of New Zealand Thoroughbred Racing Incorporated or bodies similarly empowered overseas;
 - (d) secure full and proper representation on or before any boards, committees and commissions constituted under any Acts or Regulations of Parliament;
 - (e) establish liaison between the members of the Association and any other bodies or organisations connected with the industry, including the right to approach Government on any matter conducive to the furtherance of the objects of the Association;
 - (f) encourage and do everything to foster the conduct of horse racing in an ethical manner;
 - (g) assist from its available funds and to give relief to members or to their respective families employees in case of distress or death;
 - (h) purchase, take on lease, or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Association shall deem necessary or expedient for the purpose of attaining the objects of the Association;
 - (i) do any such things as are incidental or conducive to the attainment of the above objects;
 - (j) sign and execute all deeds documents and other instruments of every nature and kind whatsoever for carrying out the purposes of the Association herein set out;
 - (k) invest and deal with the monies or property of the Association in such manner as may from time to time be thought fit;
 - (I) establish branches and branch offices and to provide for the election of Branch Committees to deal with branch matters; and
 - (m) adopt any additional objects from time to time.

3. MEMBERSHIP

3.1 The Association shall consist of an unlimited number of persons who are (employers or usually employers) licensed by New Zealand Thoroughbred Racing Incorporated to train thoroughbred

racehorses, together with such persons, whether employers in such industry or not, as have been elected officers of the Association and admitted as members.

- 3.2 Any person who meets the requirements of membership set out in clause 3.1 above and who is a licensed trainer will automatically become a member of the Association upon providing his/her consent.
- 3.3 Any person who is not a licensed trainer, but who wishes to become a member of the Association, may apply to the Executive Committee in such manner as is prescribed by the Executive Committee from time to time (such application to include a statement that the person consents to becoming a member). The Executive Committee may at its sole discretion accept or reject an application for membership.
- 3.4 All members shall be entitled to the rights, benefits and privileges of membership as set out in this Constitution and as determined by the Executive Committee from time to time, for the duration of their membership period (such membership to cease, expire or terminate in accordance with this Constitution), provided that where a subscription is payable, the member has paid the subscription owed.
- 3.5 A member may resign their membership by advising the National Secretary in writing.
- 3.6 Any member who is convicted of a criminal offence, is disqualified under the Rules of any recognised racing body or does anything that the Executive Committee considers brings the Association or racing in New Zealand into disrepute shall automatically cease to be a member of the Association unless such membership is specifically approved by the Executive Committee.
- 3.7 Where the Association determines, by a majority of votes cast at any National Annual General Meeting, that a subscription fee will be payable by members, each member shall be liable to pay such subscription in advance of the next racing year. Such subscription must be paid to the Association, or any other body or organisation authorised by the Executive Committee to collect subscriptions on behalf of the Association.
- 3.8 Every member of the Association may be elected a Life Member of the Association by the unanimous vote of those delegates present and eligible to vote at any meeting of the Executive Committee and shall thereafter during his lifetime be entitled to membership of the Association without payment of any subscription. The Association may at any meeting of its Executive Committee in its absolute discretion confer honorary life membership on any member or person for services rendered to the Association.
- 3.9 A register of members shall be kept in accordance with the requirements of the Incorporated Societies Act 1908 (as amended and replaced from time to time).
- 3.10 The register of members will be available for inspection by members upon reasonable request in writing to the National Secretary.

4. GRIEVANCES

- 4.1 A member may complain to the Executive Committee in writing if:
 - (a) there has been an unjustified interference with any rights or privileges granted to that member under these Rules; and/or
 - (b) the member has concerns regarding the misconduct or discipline of other members,

(in either case, a grievance).

4.2 A grievance of the kind described in clause 4.1 above, may relate to the conduct of a member, a member of the Executive Committee or the Association.

- 4.3 The process followed by the Executive Committee must at all times adhere to the principles of natural justice. As necessary, the Executive Committee must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Executive Committee will take to remedy the grievance.
- 4.4 To the extent applicable, the Executive Committee will avoid bias in accordance with clause 4.10 and conflicts generally in accordance with clause 22.
- 4.5 The Executive Committee may, in its sole discretion, elect not to consider or continue consideration of any grievance if it is satisfied that:
 - (a) the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any member;
 - (b) the grievance appears to be without foundation or there is no apparent evidence to support it;
 - (c) the complainant or member alleging the grievance has an insignificant interest in the matter; or
 - (d) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Association.
- 4.6 If, in accordance with the investigations conducted by the Executive Committee in respect to a grievance, it becomes apparent that any member has failed to satisfy the criteria of membership in accordance with clauses 3.6 or 3.7, then, subject to clause 4.7, the Executive Committee may suspend or terminate the member's membership. In the case of a termination, the member will be removed from the register of members and will cease to be a member.
- 4.7 Prior to exercising the power of termination under clause 4.6, the Executive Committee must provide the member concerned with the following:
 - (a) an explanation of the alleged grounds on which the Executive Committee is considering terminating the membership of that member;
 - (b) at least five (5) business days' notice of the meeting of the Executive Committee at which the Executive Committee will consider the allegations referred to in (a) above; and
 - (c) an opportunity to attend that meeting and offer a reply to the allegations (in person or in writing),

and the Executive Committee must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under clause 4.6.

- 4.8 In the event of the member referred to in 4.8 above failing to attend or reply to the allegations, the matter may be considered and determined by the Executive Committee in that member's absence.
- 4.9 The Executive Committee must take all reasonable steps to avoid bias affecting any member of the Executive Committee involved in the decision making. If three or more Executive Committee members consider that there are reasonable grounds to believe that a member of the Executive Committee may not be impartial or may not be able to consider the matter without a predetermined view, that member of the Executive Committee may not decide or participate as a decision-maker in respect of the relevant matter.

5. INDEMNITY AND INSURANCE

- 5.1 The members of all properly constituted committees in accordance with these Rules and any secretaries or other officers duly appointed under the same Rules, shall be indemnified by the Association in respect of all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happens from their own respective wilful default.
- 5.2 No member of a properly constituted committee, Secretary or other officer shall be liable for the act or omission of any other member.
- 5.3 Secretary or officer in respect of any loss or expense happening to the Association unless the same happens from his or her own default.
- 5.4 The Executive Committee may determine that the Association shall obtain such insurance as is required to cover the Association's indemnity obligations as set out in these Rules and any such other insurance as the Executive Committee considers is necessary from time to time. Where the Executive Committee determines that the Association will obtain such insurance, those Executive Committee members who voted in favour of obtaining insurance will execute a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Association to incur in the circumstances.

6. **EXECUTIVE COMMITTEE**

- 6.1 The management of the Association's affairs shall be vested in the Executive Committee which shall comprise the following members:
 - (a) the National President elected by a postal vote of financial members;
 - (b) the immediate past National President of the Association;
 - (c) the Vice-presidents elected by the Annual General Meeting;
 - (d) the Presidents of each of the Branches elected at the Branch Annual General Meetings;
 - (e) two other delegates from each of the Branches elected at the Branch Annual General Meetings one of whom may be the Branch Secretary; and
 - (f) one delegate from any sub-Branch elected at the sub-Branch Annual General Meeting.
- 6.2 The Executive Committee shall meet at least twice in every year and at its first such meeting following the election of its members nominate such officers as it may deem necessary, the Executive Committee shall resume office on the eve of the National Annual General Meeting.
- 6.3 Each representative on the Executive may by notice in writing nominate one member as his deputy for the purpose of attending meetings of the Executive and voting thereat. The deputy may exercise all the voting and other powers of the Executive to which his nominator is entitled except when the nominator himself is personally present at any meeting of the Executive.

7. QUORUM

7.1 The National President or a National Vice-president and at least one other delegate from each Branch shall constitute a quorum of the Executive Committee, save that in default any five members of the Executive Committee shall constitute such quorum.

8. SPECIAL COMMITTEES

8.1 The Executive Committee shall have the power to form special committees and in particular an Emergency Committee for any purpose in connection with the Association. Such special committee or committees may include persons who are not members of the Association.

9. ORDER OF BUSINESS

- 9.1 At each meeting of the Executive Committee the order of business shall be as follows:
 - (a) minutes of last Executive Meeting;
 - (b) interim Statement of Accounts;
 - (c) Branch remits; and
 - (d) general business.
- 9.2 All meetings of the Executive Committee shall be at such time and place as may be fixed by the Executive Committee and notice thereof shall be given to members of the Executive Committee and Branch Secretaries by circular at least seven (7) days before the meeting and stating the objects of the meeting.
- 9.3 The Chairman at all meetings of the Executive Committee shall be the National President of the Association. In the absence of the National President, the Executive Committee shall elect one of the Vice-Presidents, or in their absence, one of their number to chair the meeting.

10. SPECIAL MEETINGS

- 10.1 Special meetings of the Executive Committee shall be convened by the National Secretary when directed by the National President, or upon the request of not less than five members of the Executive Committee, stating the object or objects of such meeting.
- 10.2 Not less than seven (7) days' notice indicating the time, place and objects for any such special meeting of the Executive Committee shall be given to members of the Executive Committee in writing.

11. BRANCHES

- 11.1 The Association shall have five Branches, the members of each to be determined by the boundaries of the appropriate racing districts in each area. Initially the members of each Branch will be drawn as follows:
 - (a) Northern Branch: From the Auckland and Waikato districts;
 - (b) Central Districts Branch: From the Hawke's Bay, Wanganui and Wellington districts;
 - (c) Taranaki Branch: From the Taranaki racing district;
 - (d) Canterbury Branch: From the Canterbury and Greymouth districts; and
 - (e) Southern Branch: From the Otago and Southland districts.
- 11.2 The Executive Committee shall be empowered to determine any changes to the above boundaries, as it sees fit.

12. BRANCH COMMITTEES

- 12.1 Each Branch of the Association as referred to above shall hold meetings from time to time but shall hold at least one Annual General Meeting at which all its members may attend. At such Annual General Meeting there shall be elected a Branch President, one or two Branch Vice-presidents and a committee comprising such officers as the members of the Branch deem fit. The Branch Annual General Meeting shall take place each year at least four (4) weeks prior to the National Annual Meeting.
- 12.2 At each such Annual General Meeting of the Branch the order of business shall be as follows:
 - (a) confirmation of Minutes of the last Annual General Meeting;
 - (b) annual Statement of Accounts;
 - (c) Annual Report of Branch President;
 - (d) election of a Branch President;
 - (e) election of one or two Branch Vice-presidents;
 - (f) appointment of Branch Secretary and Branch Treasurer or Branch Secretary/Treasurer;
 - (g) election of Committee; and
 - (h) general business.

13. GENERAL

- 13.1 All meetings of Branches of the Association shall be held at a time and place as may be fixed by the Branch Committee and notice thereof shall be given to members by circular at least seven (7) days before the meeting stating the objects of the meeting.
- 13.2 The Branch Committee shall be charged with the direction, supervision and responsibility for the organisation and operations of the Association in accordance with any directions from the Executive Committee and the Branch Committee may from time to time take all steps and proceedings to do all acts and things it may consider advisable for carrying into effect the objects of the Association. Its executive powers, however, are restricted to affairs within its own area, although this shall not preclude the Branch Committee discussing and passing resolutions on matters of national interest to be referred with any claims or demands by or against the Association to the Executive Committee. It shall be the duty of the Branch Secretary to forward to the National Secretary a copy of the minutes of each Branch Meeting including the Branch Annual General Meeting with their Annual Financial Statement and Report.

14. **QUORUM**

14.1 At general meetings of Branches of the Association five percent or not less than five financial members of that particular Branch shall be deemed to be a quorum. At any meeting of the management committee of a Branch, twenty percent, but not less than 5 financial members, of those elected to such committees shall be deemed to be a quorum.

15. ANNUAL GENERAL MEETING

15.1 The Association shall hold once in each year a National Annual General Meeting which shall be comprised of the current National President, the Presidents of each of the five Branches and up to two other delegates from each of the five Branches and one delegate from any sub-Branch. Branches are to ensure as far as possible the delegation to the National Annual General Meeting includes those delegates elected by the Branch to the National Executive Committee for the

ensuring year. The National Annual General Meeting shall be held during August or September each year at a time and place determined by the Executive Committee and advertised in writing to all members at least twenty (20) days prior to the date of such meeting and stating the objects of the meeting. Any financial member of the Association is entitled to attend the National Annual General Meeting.

- 15.2 The order of business at such National Annual General Meeting shall be as follows:
 - (a) confirmation of Minutes from the last Annual General Meeting;
 - (b) annual Statement of Accounts;
 - (c) Annual Report of National President;
 - (d) election of National President;
 - (e) election of two National Vice-presidents;
 - (f) appointment of National Secretary and National Treasurer or National Secretary/Treasurer;
 - (g) appointment of Auditor (if applicable);
 - (h) remits and Notices of Motion;
 - (i) determination of any annual subscription;
 - to receive and consider a notice of any disclosures made in accordance with clause 22 since the previous Annual general meeting including a brief summary of the types of matters to which the disclosures relate;
 - (k) business without notice can only be determined as a resolution to the National Executive or a resolution to the next Annual General Meeting or Special General Meeting.

16. MATTERS ON NOTICE

16.1 Any Branch desiring to have a specific motion recorded on the agenda for the National Annual General Meeting of the Association for the resolution of those members present at such meeting, shall deliver such motion in writing to the National Secretary at least fourteen (14) days before the date set down for such meeting. The motion shall have been passed at a Branch Annual General Meeting or Branch Committee Meeting. The Executive Committee or a previous National Annual General Meeting shall also be able to place remits and motions on the Agenda of the National Annual General Meeting.

17. **QUORUM**

17.1 At the Annual General Meeting of the Association, 5% of financial members or not less than ten financial members shall be deemed to constitute a quorum.

18. **VOTING**

- 18.1 All licensed trainers who are currently financial members of the Association shall be entitled to vote at the National Annual General Meeting and any General Meetings of the Branch in the area they reside.
- 18.2 At all general meetings of Branches and at the National Annual General Meeting, each member so entitled shall have one vote. The Chairman presiding at any such meeting shall have a deliberative vote and in the event of an equality of votes, a casting vote also. Voting shall be on

the voices, provided however, that before the next business is proceeded with, not less than ten percent of those present either personally or by proxy (where proxies are allowed) may demand a show of hands or a secret poll.

18.3 At meetings of any Branch Committee, Executive Committee, Special or Emergency Committee, voting shall be on the voices, provided however that any committee member entitled to vote may demand a show of hands before the next business is proceeded with and voting on the motion shall be accordingly. Each member of such committee shall have one vote and the Chairman both a deliberative vote and in the event of an equality of votes, an additional casting vote.

19. **REQUESTS FOR ACTION**

19.1 Complaints or requests for action shall be lodged in writing with the Secretary of a Branch before the same are dealt with by a Branch Committee, or appointed authority, or shall be lodged with the National Secretary before being dealt with by the Executive Committee.

20. NATIONAL PRESIDENT

- 20.1 The National President shall be elected at any National Annual General Meeting, for a term to be decided from time to time by the Executive Committee.
- 20.2 The President of the Association or any of its Branches shall be a licensed trainer. The election of other persons to office as members of any committee, sub-committee, special or other committee, or as delegates to the Executive Committee shall be at the discretion of any Branch, save that appointment to the Executive Committee shall be by the majority vote of members at an Annual General Meeting of such branch.
- 20.3 No person may hold concurrently the offices of National President and President of any Branch.
- 20.4 In the event that for any reason the National President may be unable to fulfil the office for the full term of his or her election, the Executive Committee may elect or appoint one of its own number to serve as National President for the remainder of such term.

21. CONFLICTS OF INTEREST

- 21.1 No member of any committee (including, for the purposes of this clause, any member of the Executive Committee, Branch Committee, sub-committee, special or other committee) may vote on a resolution of that committee or sign any document relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that committee member has an interest, including (without limitation) if the committee member:
 - (a) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction;
 - (b) is a committee member, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction;
 - (c) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (d) is otherwise directly or indirectly materially interested in the transaction.
- 21.2 A person who is prevented from voting on a matter as a result of being interested under 22.1 above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the committee are prevented from voting on a matter, a Special General Meeting of the Branch or Association must be called (as appropriate) to consider and determine the matter.

- 21.3 Any "interest" must be disclosed as soon as practicable after the committee member becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the committee member may not participate in any decision on that matter, and may be excluded by the rest of the committee from any discussion on it.
- 21.4 The Executive Committee must maintain an "interests register" recording the particulars of each committee member's "interest". This "interests register" shall be open for inspection by members upon reasonable notice to the National Secretary. A summary of the "interests register" must be presented to each National Annual General Meeting.

22. PAYMENTS

22.1 Costs, charges and expenses preliminary and incidental to the promotion, formation and continuance of the Association shall be paid by the Association.

23. SUBSCRIPTIONS

23.1 Income from the subscription (if any) shall be used to fund the activities of the Association and the Branches, allocation being made as determined by the Executive Committee.

24. FUNDS

- 24.1 The Executive Committee may from time to time, out of the available cash capital of the Association, set aside such sum or sums as it may deem fit as a reserve fund and it may invest the sum or sums set aside on such investments as may be authorised by statute for the investment of trust funds in New Zealand and or upon such other investments as are decided upon. It may from time to time deal with and vary such investments and dispose of all or part thereof for the benefit of the Association and it shall have power to employ the assets constituting the reserve fund in the business of the Association without being bound to keep the same separate from other assets.
- 24.2 No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
 - (a) professional services to the organisation rendered in the course of business, charged at no greater than current market rates; or
 - (b) interest on money lent at no great than current market rates.

25. BORROWING

25.1 The Executive Committee may from time to time borrow in such manner and upon such security as they deem fit, such sums of money as may be required for the purposes of the Association. In the event of a Branch of the Association wishing to borrow money or monies, such Branch shall apply to the Executive Committee for approval to borrow such sum or sums of money.

26. COMMON SEAL

- 26.1 The common seal of the Association shall be kept in the custody of the National Secretary or such member of the Association as the Executive Committee may direct.
- 26.2 The common seal shall be affixed to such documents as shall be ordered by the Executive Committee in the presence of any two of its members, or alternatively any one such member and the National Secretary.

27. NATIONAL SECRETARY AND TREASURER

- 27.1 The duties of the National Secretary of the Association shall be as follows:
 - to attend all meetings of the Executive Committee and all General Meetings of the Association and shall keep a Minute Book and enter thereon a record of proceedings at such meetings;
 - unless otherwise determined by the Executive Committee maintain a suitable place of business to be nominated as the registered office of the Association;
 - (c) perform such other duties as are expressly or impliedly delegated to the National Secretary by the Executive Committee;
 - (d) attend to all correspondence on behalf of the Association; and
 - (e) act as the contact officer for the Association and will perform the duties and responsibilities of that role as set out in the Incorporated Societies Act as amended or replaced from time to time (as applicable).
- 27.2 The duties of the National Treasurer shall be as follows, provided that the Executive Committee may vary such duties from time to time:
 - (a) receive all monies belonging to the Association and lodge them to a bank account in the name of the Association; and
 - (b) keep true records of the Association's financial affairs and prepare Annual Statement of Accounts for submission to the National Annual General Meeting of the Association. Such statement of accounts shall be in the form usually adopted by organisations under the Incorporated Societies Act 1908 (as amended or replaced from time to time).

28. REMUNERATION

28.1 The Executive Committee shall determine the manner and extent of any remuneration, salary or honorarium due to the National Secretary, the National Treasurer or any other officer of the Association and retain the right to alter or withdraw the same at its absolute discretion.

29. BRANCH SECRETARIES AND TREASURERS

- 29.1 The duties of the Branch Secretary shall be as follows:
 - (a) to attend all meetings of the Branch Committee and shall keep a Minute Book and enter thereon a record of proceedings at such meetings;
 - unless otherwise determined by the Branch Committee maintain a suitable place of business to be nominated as the registered office of the Branch;
 - (c) perform such other duties as are expressly or impliedly delegated to him by the Branch Committee; and
 - (d) attend to all correspondence of behalf of the Branch.
- 29.2 The duties of the Branch Treasurer shall be as follows, provided that the Branch Committee may vary such duties from time to time:
 - (a) receive all monies belonging to the Branch and lodge them to a bank account in the name of the Branch; and

(b) keep true records of the Branch's financial affairs and prepare an Annual Statement of Accounts for submission to the Annual General Meeting of the Branch. Such statement of accounts shall be in the form usually adopted by organisations under the Incorporated Societies Act 1908 and its amendments.

30. AUDITOR

30.1 The Executive Committee may from time to time appoint an Auditor (honorary or otherwise) for the purposes of auditing the Association. If an Auditor is required, the Auditor shall be appointed at the National Annual General Meeting of the Association. The Auditor shall be a member of the New Zealand Society of Accountants. Should the Auditor die or relinquish such appointment during any year in which it is appointed as Auditor for, the Executive Committee shall appoint an alternative Auditor to hold office until the next National Annual General Meeting of the Association or for any such time as the Executive Committee sees fit.

31. WINDING UP

- 31.1 The Association may be wound up in accordance with the Incorporated Societies Act 1908 (as amended or replaced from time to time) and if so wound up a meeting of the Executive Committee shall be called for the purpose of disposing of the property of the Association which may be devoted and directed by such meeting to such charitable, educational, sporting or other purposes in New Zealand or for the purposes of any other body, Association or Society in the country having objects not opposed to those of the Association.
- 31.2 The net assets of the Association upon winding up shall not be available for distribution among members.

32. THE RULES

- 32.1 These Rules shall not be altered, added to or rescinded except at a National Annual General Meeting of the Association or a Special General Meeting of the Association convened in accordance with these said Rules with proper notice of the proposed alterations having been given or at a meeting which is an adjournment of any such meeting.
- 32.2 Notice of a proposed alteration shall be circulated by the National Secretary to Branches at least twenty-eight (28) days prior to the National Annual General Meeting or the Special General Meeting. A proposal to change these Rules shall come only from a meeting of the Executive Committee or an Annual or Special General Meeting of the Association or an Annual General Meeting or Special General Meeting of a Branch. The change shall only be effective if two-thirds of those present and eligible to vote assent to the change.
- 32.3 In the event of any question arising as to the construction of any of the foregoing Rules, or as to any matter not provided for by these Rules, the Executive Committee shall have the power to decide the same and its decisions shall be final.
- 32.4 The Executive Committee shall have the power to make by-laws for the benefit of the Association and to make such alterations in the said by-laws as it may from time to time deem advisable, provided that no by-laws made hereunder shall be at variance with these Rules.
- 32.5 Upon application, every member of the Association shall be entitled to a copy of these Rules, together with any amendments.
- 32.6 No addition to or alteration or rescission of the rule shall be approved if it affects the pecuniary profit clause or the winding-up clause or otherwise contravenes the Incorporated Societies Act 1908 (as amended or replaced from time to time).