



Constitution of Balloon Aviation Association of New Zealand Incorporated

1.0 THE ASSOCIATION

1.1 Name

1.1.1 The name of the Association is the Balloon Aviation Association of New Zealand Incorporated (BAANZ).

1.1.2 The Association was formally incorporated on 06 August 1990.

1.1.3 The Society Number under the Incorporated Societies Act 2022 is 475277.

1.2 Registered Office

1.2.1 The registered office of the BAANZ shall be at such a place as the Association determines. Notice of any change of location of the office shall be sent to the Registrar of Incorporated Societies.

1.2.2 The contact person details will be lodged under the Incorporated Societies website, 'Officers'

1.3 The Purposes and Objectives of the Association are

1.3.1 To encourage and promote hot air ballooning in New Zealand by the association of all interested parties.

1.3.2 To attain and further the general objects of the Association it shall be lawful for the Association:

- (i) To collect and supply information and to advise on all or any pertaining to aviation.
- (ii) To represent generally the views of persons, associations, organisations and societies connected with hot air ballooning; to consider, originate and promote

reform of the law relating to aerostatics generally; and for the said purpose to petition Parliament or its agent or take such other proceedings as may be deemed expedient.

(iii) To promote, undertake and exercise supervision of competitions, aviation events, sporting events and trials in connection with hot air ballooning in New Zealand.

(iv) To promote and hold, either alone or jointly with any other association, club or company or person, aviation events, aviation meetings, competitions, matches, exhibitions and trials; and to accept offers, give or contribute towards prizes, medals and awards; and to promote, organise or support fund raising events of all legal kinds.

(v) To endorse or ensure persons connected with hot air ballooning and all things relating thereto as may be required; and to make reports and recommendations to clubs, authorities or persons concerning the same both national and international.

(vi) To establish, promote or assist in establishing or promoting and to subscribe to, amalgamate with or become a member of any corporate body association or club whose objects are similar to the objects of the Association, and the establishment or promotion of which may be beneficial to the Association and in furtherance of the objects of the Association.

(vii) To raise money by subscription and to grant any rights or privileges to subscribers.

(viii) To accept any gift of property, whether subject to any special trust conditions encumbrances or not, for any one or more of the objects of the Association.

(ix) To enter into any contract or arrangement with any Government or local authority or any club, corporate body or person which may be conducive to the furtherance of the objects of the Association.

(x) To invest, deal with the moneys of the Association upon such security or without security and in such manner as may from time to time be determined by the Association.

(xi) To appoint, remove or suspend any secretaries, treasurers, officers, clerks or servants and to direct and control them.

(xii) To do all or any of the things hereby authorised alone or in conjunction with another or others.

(xiii) To do all such other things as are considered by the Association to be incidental or conducive to the attainment of the above objects.

(xiv) To monitor and manage all hot air balloon pilot exams and qualifications, to issue all licences and/or Certificates, keep accurate records of issuing's, and represent all licences and/or Certificate holders in regard to CAA and the Act of Parliament.

(xv) To monitor, manage and issue BAANZ Balloon Pilot Certificates and keep an accurate register of issuing's where required.

(xvi) To hold Part 149 certification to enable the above if required.

(xvii) To hold a Part 141 certification if required.

(xviii) To monitor, manage and direct Ballooning in New Zealand via the BAANZ Operations Manual and Training Manual (and their latest versions).

2.0 MANAGEMENT OF BAANZ

2.1 BAANZ Committee

2.1.1 The Committee will have ultimate responsibility for the governance and management of the organisation, including control of any BAANZ property.

2.1.2 The Committee requirement under the Incorporated Societies Act 2022 shall be the elected Committee.

2.2 Role of BAANZ Committee

2.2.1 The BAANZ Committee is empowered on behalf of BAANZ to do, execute and carry out all matters which BAANZ is authorised to do.

2.3 Committee - Conflict of Interest and Procedures

2.3.1 Committee members are required to disclose to the Committee, the nature of any actual or potential conflicts of interest between their role as a committee member and any other personal, business or relevant roles held.

2.3.2 The agenda for Committee meetings will have a standing item for declarations of conflicts of interest.

2.3.3 Committee members will declare any actual or potential conflicts of interest at the commencement of the Committee meeting or at the time the issue arises during Committee deliberations.

2.3.4 Declarations of actual or potential conflicts of interest will be recorded in the minutes of the meeting and the declaration of interest form will be signed off and recorded into the Conflict-of-Interest Register.

2.4 Committee Dispute Procedures

2.4.1 A Committee member may feel free to lodge a grievance, to have that grievance dealt with promptly, fairly and without fear of retribution by the organisation and to have the grievance resolved in accordance with the Incorporated Societies Act 2022.

2.5 Dispute Resolution

2.5.1 Unless the dispute involves the President, the following procedures will apply:

(i) The Committee member will raise the dispute with the President who, with one other selected Committee member, will try to informally resolve the matter.

(ii) If the matter is not resolved, a Dispute Committee will be convened to hear the dispute.

(iii) If the mediation is unsuccessful, the Disputes Committee will make a final decision.

(iv) If the member remains aggrieved and has not already utilised avenues available through an external agency, they may choose to do so.

2.5.2 If the dispute involves the President, the same procedures apply except that the role outlined for the President above will be taken by the Vice President.

2.5.3 A Disputes Committee will be appointed by the Committee as appropriate.

2.6 Committee Decisions by Email Correspondence

2.6.1 The BAANZ Committee may take decisions by correspondence instead of by meeting face to face (including via video conferencing) on matters submitted to each member by the Secretary; provided that if there is less than a majority agreement on written submissions to the Committee the matter concerned will be deemed undecided and deferred for decision at a future meeting of the Committee.

2.7 Committee Bylaws and Policies

2.7.1 Subject to the Constitution, the Committee shall have power from time to time to make, alter and rescind bylaws and policies for conducting the business, meetings and carrying out the objects of BAANZ and for conducting the business of Committee. All such bylaws and policies shall be binding on members of BAANZ.

2.8 BAANZ Committee Appointed Sub-Committees

2.8.1 The Committee may appoint sub-committees and may delegate to them such powers as it may think fit to suit the circumstances. Such sub-committees may include persons who are not members of BAANZ or who are not members of the Committee.

2.8.2 Each sub-committee shall appoint its own Chair by whatever means deemed appropriate at the time.

2.8.3 Sub-committees will report to the Committee on an agreed basis.

2.8.4 BAANZ may appoint additional members to or fill vacancies on any sub-committee.

2.8.5 The President and Vice President shall be entitled to attend all sub-committee meetings. The President and Vice President will notify the sub-committee Chairman at least 24 hours prior to the meeting of their planned attendance.

2.9 Appointment of Committee Members

2.9.1 The Association shall have a President, Vice-President, Secretary, Treasurer and a minimum of three General Members on the committee.

2.9.2 The make-up of the Committee shall be an odd number, should the Secretary and Treasurer become a single position then an extra Committee position may be provided.

2.9.3 Such officers shall be elected annually, at the Annual General Meeting of the Association but shall not enter upon their office until the end of the Annual General Meeting following their election but shall be eligible for re-election.

2.10 Election of Officers

2.10.1 A vote shall be held separately for each position beginning with President, Vice-President, Secretary, Treasurer and Committee in that order.

2.10.2 Any such vacancy of an executive member may be filled by the President until the next Annual General Meeting.

2.10.3 At the Annual General Meeting, each year the financial statements shall be reviewed.

2.10.4 The annual financial statements shall not be passed unless duly reviewed. This position of Reviewer must be undertaken by a competent person.

2.10.5 Voting:

- (i) Four (4) members of the Executive Officers present personally shall form a quorum.
- (ii) Each member of the Executive shall be entitled to one vote at Executive meetings.
- (iii) The President may exercise a casting vote if required.

2.10.6 Procedure:

- (i) The Executive shall have the power to regulate its own procedure.
- (ii) The Executive may co-opt additional persons as members of the Executive for such period as it may think fit but not beyond the next ensuing Annual General Meeting of the Association.
- (iii) At all meetings of the Executive the President or in his/her absence, the Vice-President present shall be the Chairperson.
- (iv) If neither the President nor Vice-President shall be present, the longest serving member of the Executive shall be Chairperson.

2.10.7 Committee members will fulfil their job descriptions as per 2.11 – 2.15

2.10.8 For the election of President, Vice President, Secretary and Treasurer, shall call for nominations from members twenty-eight (28) days in advance of the Annual General Meeting.

2.10.9 Nominations shall be received in writing using the approved form until seven (7) days prior to the Annual General Meeting, or nominations from the floor as required.

2.10.10 The President and Vice President shall be elected at the Annual General Meeting, if necessary, by secret ballot.

2.10.11 Casual Vacancies in the office of President or Vice President shall be filled by appointment by the Committee without undue delay and, if expedient, at the first meeting of the Committee after such vacancy has occurred. The Committee member so appointed shall hold office only for the remainder of the period of the office of the member he/she replaces.

2.10.12 Removal from Office of President, Vice President, Secretary or Treasurer. The BAANZ Executive may at any Special General Meeting, by a majority of seventy-five (75) per cent of the members voting, may remove the President, Vice President, Secretary or Treasurer before the expiration of his/her period of office.

2.11 President

2.11.1 The President is elected by the members at the General Meeting and is responsible to those members for the following tasks;

- (i) As President of the Association, ensure all General Meetings are run according to the Rules and accepted meeting procedure.
- (ii) Hold regular Committee meetings to enable the affairs of the Association to be run effectively and efficiently.
- (iii) To be an ex-officio member of any subcommittee as the full committee may from time to time establish.
- (iv) To be able to communicate with media on any matter related to the Association as required.

- (v) To assist the Committee in formulating policy for the running of the Association, including the addition to, repeal of, or change to the current rules.
- (vi) To act as Liaison person between the Check Pilot and the Committee.
- (vii) At all times the President will remain an enthusiastic supporter of the Association and do reasonable things to further its interests.

2.12 Vice-President

2.12.1 The Vice President is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;

- (i) To be familiar with and assist the President to carry out his/her tasks and deputise for him/her as required.
- (ii) To advise and assist the Committee in formulating safe and efficient operational practices and help implement agreed policy.
- (iii) To liaise with other Ballooning Organisations, both nationally and internationally as required, and ensure relevant information gained is disseminated to members.
- (iv) As Social director, arrange suitable functions for members to attend, and ensure regular Balloon-orientated events are planned and held.
- (v) To attend Committee meetings and carry out such other tasks as the Committee may require from time to time.

2.13 Secretary

2.13.1 The Secretary is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;

- (i) Keeping (or delegating responsibility thereof) accurate minutes of all General meetings of the Association, and each Committee meeting.
- (ii) Receiving, writing and sending correspondence and providing a record of this for each Committee meeting.
- (iii) Maintaining a register of members, in accordance with Section 2.2 of the Incorporated Societies Act, 2022.
- (iv) An updated list of members with their membership status, name, is to be made available as required.
- (v) Check correspondence regularly, actioning as required, and passing on bills to the Treasurer to action.
- (vi) Retaining custody of the Common Seal for application to official papers as required by the Committee.
- (vii) Arranging storage of the Associations Archives.
- (viii) Giving Application forms to potential new members, acknowledging receipt of the same, once confirmed, advise the new member within fourteen (14) days.
- (ix) Holding non-financial assets, and ensuring all members have access of the current rules.
- (x) Arranging sympathy cards, congratulatory cards, and/or gifts as may be required by the Committee.

- (xi) A petty cash float may be held by the Secretary and accounted for annually, or more often as required by the Committee.
- (xii) For the distribution of a suitable newsletter to members on a regular basis.
- (xiii) To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.

2.14 Treasurer

2.14.1 The Treasurer is elected by the members at the Annual General Meeting and is responsible to those members for the following tasks;

- (i) For keeping full and accurate records of the Association's financial affairs and providing reports both to the committee and the Registrar of Incorporated Societies as required.
- (ii) For receiving subscriptions from members, for keeping an up-to-date list of Members' subscription status, for receiving all other monies, billing members and receiving payments, and for banking all funds promptly.
- (iii) For paying all the Association's accounts from the Association's Bank Accounts and preparing a record of income and expenditure for each Committee meeting.
- (iv) For preparing a statement of the Club's income and expenditure for the preceding financial year. These are to be reviewed for presentation to the membership at the Annual General Meeting, along with a list of assets and liabilities as at the end of the financial year, in accordance with the Incorporated Societies Act, 2022.
- (v) In Liaison with the committee, preparing an annual budget for the forthcoming year to be presented at the Annual General Meeting, along with a recommendation for the Annual subscription rate for all categories of membership. This is to be completed in time for the committee's final scheduled meeting prior to the Annual General meeting.
- (vi) To recommend to the Annual General Meeting the name of a reviewer for the coming year.
- (vii) To assist the Committee in fund-raising activities.
- (viii) To make recommendations to the Committee on accountancy practices, and investment decisions, and at all times to strive for cost efficiencies within the Association.
- (ix) To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.

2.15 Committee Member

2.15.1 Committee members are elected by the members at the Annual General Meeting and are responsible to those members for their respective tasks;

2.15.2 To be familiar with and assist all Committee members' tasks.

2.15.3 An indication of some of the jobs that are likely to require effort on the part of committee members are as follows;

- (i) Publicity

- (ii) Newsletter Production
- (iii) Crowd control at public functions
- (iv) Roster Liaison for event flying
- (v) Scoring at Fiestas
- (vi) Club Inventory Control

2.15.4 To attend Committee meetings and carry out such other tasks as may be required by the committee from time to time.

2.16 Committee Meetings

2.16.1 Facilitation of Committee Meetings: Committee meetings may be convened face to face, via video conferencing, via telephone conferencing or by any other means as the Committee may decide.

2.16.2 Meeting Procedures:

- (i) The Committee should meet every month plus the Annual General Meeting.
- (ii) All meetings of the Committee shall be called by the Secretary or in his/her absence, or in special circumstances by someone deputised to do so by the President or Vice President. The Secretary shall call a meeting of the Committee whenever requested to do so by the President or on written requisition of at least one-third of the Committee.
- (iii) The President shall chair Committee meetings and in his/her absence, the Vice President will assume the role. If neither are present Committee members will elect a Committee member to assume the role.
- (iv) Decisions of the Committee meeting shall be by majority vote and binding upon BAANZ.
- (v) The Chair at the time will have a casting vote.
- (vi) Only Committee members present or holding a proxy may vote at a Committee meeting.
- (vii) The Chair or his/her nominee shall adjourn the meeting if deemed necessary.
- (viii) If within a ten (10) minutes after the time appointed for a meeting a quorum is not present, if convened upon requisition of members, the meeting shall be dissolved. In any other case it shall stand adjourned to a day, time and location determined by the Chair and if at such adjourned meeting a quorum is not present, the meeting shall be dissolved without any further adjournments.
- (ix) The Chair may with the consent of the Committee, adjourn, the meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2.17 Breaches of Committee Code of Conduct

2.17.1 Where a Committee member breaches the Code of Conduct, and the breach is considered serious in that it involves allegations of unlawful or otherwise dishonest behaviour or activities, the member shall be required to stand down from the Committee or while the matter is investigated by the police or any other appropriate statutory

authority. If the allegations are proven, the Committee members membership will be terminated at the next Committee meeting.

2.17.2 Where the Committee members' breach does not involve allegations of unlawful or otherwise dishonest behaviour or activities, a meeting will be held between the BAANZ President and one other Committee member and the member who has committed the breach to discuss the circumstances surrounding the alleged breach. Where the President is the alleged person, a meeting will be held between the Vice President and one other Committee member.

2.17.3 The outcomes of the meeting will be reported to the next Committee meeting by the President or Vice President. The Committee member who has allegedly committed the breach will be permitted to make a personal explanation at the Committee meeting should they so choose. If it is confirmed that a breach has occurred, the Committee will determine action to take through a majority vote in support of the proposed action.

2.17.4 Actions available to the Committee will be through the President or Vice President to:

- (i) Issue the member with a notice reminding them of the Code of Conduct and that further breaches will result in termination of the Committee appointment.
- (ii) Any committee member suspended will not be eligible for re-election to the committee for a period exceeding a year or at the committee's discretion.
- (iii) Request the Committee member's resignation.

3.0 MEMBERSHIP

3.1 Classes of Members

3.1.1 Full Membership: Is open to any natural person who supports the objects of the Association and is entitled to one vote. This membership is renewable annually.

3.1.2 Associate Membership: Is open to any person who supports the objects of the Association who does not wish to become a full member. This membership has no voting right.

3.1.3 Life Membership: Is open to any member for their natural lifetime, who supports the objects of the Association and is approved through a majority vote of the committee. This membership is entitled to one vote.

3.1.4 Corporate Membership: Is open to any person, club, organisation, corporate body or Association. This classification has no voting right.

3.1.5 Honorary Membership: Is open to any person, club organisation, corporate body or association and shall be elected to such membership by the Association in General Meeting, in recognition of their outstanding service to the Association or contribution to hot air ballooning generally. This classification does not carry voting rights.

3.2 Application for Membership

3.2.1 Applications for all classes of membership (other than honorary membership) shall be in writing on the prescribed form signed by the applicant and two existing full members of the Association (proposer and seconder) and shall be lodged with the Secretary with the application fee (if any) from time to time prescribed by the Executive.

3.2.2 Membership applications will be received and accepted at the next meeting of the Executive or at the next Annual General Meeting, whichever comes first.

3.2.3 If an application is accepted, the applicant shall be advised as soon as practicable by the Secretary and the applicant shall thereupon immediately pay any prescribed entry fee and the appropriate subscription and thereupon be enrolled as a member.

3.3 Membership Criteria

3.3.1 When considering the merits of such applications, the Committee may accept or decline an application for membership at its sole discretion.

3.3.2 The Committee must advise the applicant of its decision.

3.4 Registration of Members

3.4.1 A Register of members shall be kept by the Secretary and shall contain such details as may be subscribed from time to time by the Executive. The Register shall be kept up to date at all times and members shall communicate to the Secretary any change of such member's name or address as soon as practicable.

3.5 Cessation of Membership

3.5.1 Resignation. Any member may resign from the Association by giving written notice to the Secretary. No subscriptions will be refunded upon resignation.

3.5.2 Expulsion. Any member that shall fail to observe the Rules of the Association or whose conduct in an respect is in the opinion of the Executive, prejudicial to the Association may be forthwith expelled from membership of the Association by resolution to that effect passed by a majority of not less than seventy five percent (75%) of the committee and voting either at a General Meeting of the Association of which not less than twenty-eight (28) days previous notice has been given and which notice specifies that intent to propose such resolution or on a postal ballot of which the same notice and specified intent has been given.

3.5.3 Subscription in Arrears. Any member whose subscription is in arrears and the same remains unpaid for one (1) calendar month after written notice to that member from the Secretary for payment of such arrear has been given, may be expelled from membership by resolution of the Executive.

4.0 FINANCIAL MANAGEMENT, MONITORING, REPORTING

4.1 General and Financial Year

4.1.1 The BAANZ Executive will maintain financial management and online accounting systems that are transparent, accountable and will allow for budgeting and reporting on an accrual basis. The systems adopted will meet applicable New Zealand accounting standards.

4.1.2 The BAANZ Executive will utilise the internet options provided by the nominated bank, which in turn will allow for the payment of accounts online.

4.1.3 The BAANZ financial year will be from 1st April to 31st March each year.

4.2 Joining Fees, Subscriptions and Levies

4.2.1 The annual subscription of the Association shall be payable in advance and becomes due on the 1st day of May each year or on the first day following the AGM.

4.2.2 The memberships' annual subscription shall be the amount as may be fixed from time to time by the Association at the Annual General Meeting.

4.2.3 Where membership commences part way through the financial year of the Association, that member may be required to pay a full year's subscription.

4.3 Bank Accounts and Arrangements

4.3.1 The BAANZ Executive will maintain New Zealand based bank accounts.

4.4 Banking Signatories, Expenditure Authorities and Arrangements

4.4.1 BAANZ will have a minimum of two and a maximum of four signatories.

4.4.2 Signatories to the bank accounts will be the Treasurer and up to three (3) other Committee members.

4.4.3 Signatories will be reviewed on an annual basis and as necessary, updated. All changes of signatories will be approved by the Committee.

4.5 Inspection of Accounts and Financial

4.5.2 At the Annual General Meeting, each year, the financial statements shall be reviewed. The annual financial statements shall not be passed unless duly reviewed.

5.0 COMMITTEE POLICY AND PROCEDURES MANUAL

5.1 Manuals. BAANZ will have in place an Operations Manual and a Training Manual.

5.1.1 The Manual will provide BAANZ members with clearly defined operational methods and standards.

5.1.2 Other documents include, however are not limited to, the BAANZ Memorandums, BAANZ Online Etiquette, and BAANZ Code of Conduct.

6.0 CONDUCT OF BAANZ MEETINGS

6.1 BAANZ Meetings

6.1.1 A BAANZ meeting is either an Annual General Meeting, a Special General Meeting or a Committee Meeting.

6.1.2 Procedure

(i) The business at any meeting of the Association shall be dealt with and any resolutions shall be passed by the votes of the full members present.

(ii) All notices of motion to be introduced at meetings must be submitted to the President or Secretary seven days prior to the meeting.

(iii) The President of the Association or in his/her absence, Vice-President shall be Chairperson of the meetings, but when no such officer is present, the full members present shall appoint a Chairperson from their number.

(iv) Proxy votes: Accepted by email from members' own email address in common use with the President and Secretary, or in the members' own signed handwriting, or another electronic format that identifies the member via the Secretary.

- (v) For those members not physically present at a meeting, participation will be able to occur via previously agreed online media or phone conference.
- (vi) The Committee may decide, in its absolute discretion, whether or not BAANZ will vote on the motion.
- (vii) Motions at Meetings: Motions from the Floor. The Committee may decide during meetings to put forward motions for BAANZ to vote on.

6.2 The Annual General Meeting

6.2.1 The Association shall meet annually in Annual General Meeting at such place and at such time as shall be decided by the Committee and such meeting shall be summoned by the Secretary who shall give twenty-eight (28) days clear notice in writing to each member specifying the place, date, and hour of such meeting.

6.2.2 A quorum for an Annual General Meeting of the Association shall be not less than thirty three percent (33%) of the full membership, including proxy votes.

6.2.3 The Chairperson shall submit to the AGM the Presidents' Annual report on the affairs of the Association for the preceding year and the Treasurer shall submit financial statements for the preceding year to the financial members present at the AGM. A copy of the report and financial statement may be sent to every full member at least 10 days before the AGM.

6.2.4 The following business shall be transacted at the Annual General Meeting:

- (i) Recording of those who are present.
- (ii) Recording of apologies.
- (iii) Declaration of Conflicts of Interest.
- (iv) Receipt of President's Annual Report for the previous financial year and with the associated financial statements.
- (v) Confirmation of Subscriptions for the new financial year.
- (vi) Election of Officers and Committee as appropriate.
- (vii) Notice/s of Motion if applicable.
- (viii) General business of which notice may not have been given, as the meeting may unanimously decide to consider.

6.3 Special General Meetings

6.3.1 The Association shall meet at such other times and places as shall be decided by the Chairperson or by the Executive, or if required by written notice from at least four (4) full members and the special business to be transacted there at shall be specified in the notice convening such meeting.

6.3.2 A quorum for a Special General Meeting of the Association shall be not less than thirty three percent (33%) of the full membership, including proxy votes. Twenty-eight (28) clear days' notice in writing shall be given to each member specifying the place, date and hour of such meeting. At any meeting so convened, no other business shall be introduced and dealt with.

6.4 Committee Meetings

6.4.1 Committee meetings shall be held every month unless the Committee decides otherwise.

6.4.2 A Quorum for Committee meetings of the Association shall be a minimum of four (4) committee members of the membership including at least one executive member.

6.4.3 The Committee meeting agenda is to be circulated to all Committee members.

6.4.4 Committee members who are not able to attend should provide apologies to the Secretary prior to the commencement of the meeting.

6.4.5 Guests and member observers may attend all or part of any Committee meeting at the discretion of the President.

6.4.6 The following will be a standard order of proceedings included on the agenda:

- (i) Recording of Committee members who are present.
- (ii) Recording of apologies.
- (iii) Declaration of Conflicts of Interest.
- (iv) Approval of minutes to of previous meeting.
- (v) Matters arising from the minutes of the previous meeting.
- (vi) President's report.
- (vii) Financial Report.
- (viii) Updates on Strategic Objectives
- (ix) General Business.

6.4.7 The Secretary will provide executive support for Committee meetings.

7.0 CORRESPONDENCE WITH MEMBERS

7.1 Postal and Electronic

7.1.1 All communications to members shall be sent to the email address recorded in the Register of Members unless the Secretary is otherwise directed in writing by the member and any notice sent by post or email to such address shall be deemed to have been duly delivered. In providing service by post or email, it shall be sufficient to satisfy the Committee that the letter containing the communication was properly addressed and placed as appropriate in a post box.

8.0 INDEMNITY TO BAANZ

8.1 Indemnity

8.1.1 The members of the Executive shall always be held indemnified by the Association from and against all claims, acts, proceedings, and damages made suffered, or sustained by such member as a result of Bonafide carrying out the requirements of the Executive or the Association.

9.0 CONSTITUTION

9.1 Interpretation

9.1.1 The constitution shall be construed with reference to the “Incorporated Societies Act 2022 “and its amendments and any regulation made there under and the terms used shall be taken as having the same respective meaning as they have when used in that Act.

9.1.2 Should any doubt arise concerning the interpretation of any by-law for the time being in force, the decision of the Committee shall be conclusive and binding on all members of BAANZ, provided that such decision shall be by way of resolution and recorded in the minutes.

9.2 Amendment to Constitution

9.2.1 The constitution may be altered, amended, added to or rescinded at an Annual General Meeting or Special General Meeting of BAANZ convened for that purpose and notice of the intention to move such alteration, amendment, addition or rescission shall be given in the notice convening such Special General Meeting. A simple majority of those present full members entitled to vote shall be necessary to alter, amend, add to or rescind these rules.

9.2.2 No addition or alteration of the Winding up provisions (11.1), Surplus Funds clause (11.2.1), Winding up clause (11.2.2), Payments to members (11.2.3), or Personal benefit clause (11.2.4) shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

9.2.3 Any proposed motion to amend or replace these rules shall be signed by no fewer than thirty three percent (33%) of eligible members and given in writing to the Secretary at least twenty-eight (28) days before the Annual General Meeting or Special General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposed change.

9.2.4 At least twenty-eight (28) days before the Annual General Meeting or Special General Meeting, at which the rule change is to be considered, the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal and any recommendations the Committee might have.

9.2.5 When the rule change is approved by an Annual General Meeting or Special General Meeting no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

10.0 WINDING UP

10.1 Winding -Up Provisions

10.1.1 BAANZ may, provided that all the liabilities of the Association have been duly discharged, be wound up voluntarily subject to the following provisions:

- (i) Such winding up shall be effected only upon the resolution of BAANZ made and passed by a majority of the members present in person at a Special General Meeting of The Association convened for that purpose and notice of such resolution shall be sent to the Registrar of Incorporated Societies.
- (ii) Notice of the intention to hold such a meeting and to move for such a winding up shall be given to every member not less than twenty-eight (28) days before the date of such intended meeting.

(iii) The said resolution if carried shall not take effect until it has been confirmed by the majority of the members at a subsequent Special General Meeting of which at least twenty-eight (28) day's notice shall have been given held at an interval of not less than twenty-eight (28) days from the date of the meeting at which such resolution was first passed.

10.1.2 Winding-Up. If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objectives similar to the objectives of the first organisation, or to some other charitable organisation or purpose, within New Zealand (IRD letter 3 Aug 2015)

10.1.3 Surplus Funds. Any surplus monies available upon a winding up after the realisation of the assets and payment of all costs of winding up, creditors shall be paid to such organisation, incorporated or unincorporated, as the members of BAANZ shall by resolution passed at the meeting described in paragraph 11.1 above here of determines.

10.1.4 Payments to Members. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of the member or associate person of an income, benefit, or advantage whatsoever. Any such payment made shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document. (IRD letter 3 August 2015).

10.1.5 Personal Benefit. Notwithstanding anything expressed or implied in these rules, the activities of the organisation shall not be carried on for the personal pecuniary profit or benefit of a member or individual or associated person. (IRD).