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**RULES OF THE NEW ZEALAND GAME  
DEVELOPERS ASSOCIATION  
INCORPORATED**

# **RULES OF THE NEW ZEALAND GAME DEVELOPERS ASSOCIATION INCORPORATED**

## **THE SOCIETY**

### **1. Name**

- 1.1. The Society's name is The New Zealand Game Developers Association Incorporated (the "**Society**").
- 1.2. The Society is formed by a resolution dated 6 July 2011.

### **2. Registered Office**

- 2.1. The Registered Office of the Society is Update to C/- InGame Limited, 9 High St, Auckland Central.

### **3. Rules**

- 3.1. The provisions contained in this document set out the rules of the Society (the "**Rules**"), subject to any alteration to the Rules made in accordance with clause 33.

### **4. Purposes of the Society**

- 4.1. The purposes of the Society are to:
  - (a) support, nurture and develop the game development industry in New Zealand by:
    - (i) building quality development and business capability and capacity within New Zealand;
    - (ii) building networks for New Zealand game developers both nationally and internationally;
    - (iii) retaining talented individuals and games companies within New Zealand; and
    - (iv) attracting investment, publisher and distributor interest.
  - (b) further public knowledge and understanding of the game development industry in New Zealand by:

- (i) actively promoting and engaging in public relations to raise the profile of the Society within the media and the wider industry and with government agencies;
  - (ii) maintaining a public face in the form of a central online presence and public events; and
  - (iii) recognising and suitably acknowledging achievements in the field of game development.
- (c) promote game development as a career and support game development education by:
- (i) collaborating with the relevant educational institutes; and
  - (ii) supporting and nurturing hobbyists and students via our online community and events.
- (d) do anything necessary or helpful to the above purposes.

4.2. Pecuniary gain is not a purpose of the Society.

## **DEFINITIONS**

### **5. Definitions**

5.1. In these Rules:

- (a) “Electronic Communication” means a communication by electronic means, including by email;
- (b) “Funds or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society;
- (c) “Majority Vote” means a vote made by more than half of the Members who are present at any meeting of Members and who are entitled to vote and voting at that meeting upon a resolution put to that meeting; and
- (d) “Payment” means any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender.

## MANAGEMENT OF THE SOCIETY

### 6. Managing Committee

- 6.1. The Society shall have a managing committee (the “**Committee**”).
- 6.2. Only Full Members and Associate Members (as further defined in clauses 17 and 18) (together, the “**Members**”) of the Society may serve on the Committee (“**Committee Members**”).
- 6.3. There shall be a minimum of three Committee Members at all times, and no more than nine Committee Members in total. A majority of Committee Members in New Zealand at the time of any meeting of the Committee (“**Committee Meeting**”) shall constitute a quorum at any such Committee Meeting.
- 6.4. If at any point Committee Membership drops below three Members, the Committee must call a Special General meeting pursuant to clause 29.3 for the purpose of electing such new Committee Members as are required to ensure there are at least three Committee Members. However until the Committee once again has at least three Committee Members, the fact that there are less than three Committee Members will not invalidate any action of the Committee.
- 6.5. The initial term of Committee Membership is one (1) year (the “**Term**”).

### 7. Appointment of Committee Members

- 7.1. At the Annual General Meeting (as further described in clause 29), the following will be decided by a Majority Vote of the Society’s Members:
  - (a) who shall have the titles of Chairperson and Secretary (together, the “**Key Roles**”);
  - (b) whether any Committee Member may have more than one title; and
  - (c) any alteration of the Term for any Committee Member.
- 7.2. Initially, the Key Roles will be filled respectively by:

Chairperson – **Stephen Knightly**

Secretary - **Jonathan Rogers**

## **8. Cessation of Committee Membership**

8.1. Members will cease to be Committee Members if they:

- (a) resign by giving written notice to the Committee, such notice being effective on delivery;
- (b) die;
- (c) are removed by Majority Vote at an Association Meeting (as further defined in clause 29.1);
- (d) complete their Term and are not reappointed;
- (e) become physically or mentally incapacitated to the extent that in the opinion of all the other Committee Members, expressed in a resolution, they are unable to perform the duties of a Committee Member in the manner and to the standard required;
- (f) become bankrupt, or go into liquidation, voluntary administration or receivership;
- (g) are convicted of a serious criminal offence (as determined by the Committee), or otherwise convicted of an offence under sections 377 – 380 of the Crimes Act 1961; or
- (h) are in the opinion of the majority of the other Committee Members, expressed in a resolution, for any other reason unfit to carry out the duties of a Committee Member.

8.2. If a person ceases to be a Committee Member, that person must give the Committee all documents and property pertaining to the Society that are in their possession within seven days of their ceasing to be a Committee Member.

8.3. If any Members wish to arrange for the election of a replacement for any Member who has ceased to be a Committee Member pursuant to clause 8.1, they may do so by requesting the calling a Special General Meeting for this purpose in accordance with clause 29.3.

8.4. If a Key Role becomes vacant between Association Meetings, the Committee shall by Majority Vote appoint another Committee Member to fill that vacancy until the next Association Meeting.

- 8.5. If any Committee Member is absent from three consecutive Committee Meetings without leave of absence from the Chairperson, the Committee may remove such Committee Member from their position. Such removal shall be effected through a resolution signed by all the remaining Committee Members following the adjournment of the third consecutive Committee Meeting such Committee Member has been absent from. Such a resolution may be passed by all the remaining Committee Members using Electronic Communication on the same basis as that contemplated for passing general resolutions of the Committee in accordance with clause 31.8.

## **9. Nomination of Committee Members**

- 9.1. Nominations for Members of the Committee shall be called for at least twenty-eight (28) days before an Annual General Meeting or as applicable a Special General Meeting called pursuant to clauses 6.4 or 8.3. Nominations shall close fourteen (14) days before an Annual General Meeting or Special General Meeting.
- 9.2. The Committee may specify from time to time any specific prescribed form that the written nominations must take and any additional information to be included in such written nominations.
- 9.3. At least ten (10) days before the Annual General Meeting or applicable Special General Meeting, the Secretary shall:
- (a) post on the online community site at [nzgda.com](http://nzgda.com) all nominations and any additional information about those nominees if it has been given, provided that the Secretary must not post information exceeding 350 words per nominee ; and/or
  - (b) Electronically Communicate via the NZGDA e-mailing list all nominations and any additional information about those nominees if it has been given, provided that the Secretary must not provide Members information exceeding 350 words per nominee,
- or alternatively, provide to the Members in such other manner as the Secretary acting reasonably deems appropriate (but in any event at least ten (10) days before the Annual General Meeting or applicable Special General Meeting) notice of the nominations and any additional information about those nominees if it has been given, provided that the Secretary must not provide Members information exceeding 350 words per nominee.
- 9.4. All retiring Committee Members shall be eligible for re-election.

## **10. Role of the Committee**

10.1. Subject to any provision to the contrary contained in these Rules, the role of the Committee is to:

- (a) develop and execute a strategic plan that fulfils the purposes of the Society (**“Strategic Plan”**);
- (b) manage, and control the Society;
- (c) do all they can to carry out the purposes of the Society, and use the Funds and Other Assets to do so;
- (d) initiate and define the means by which outstanding achievements in the field of game development can be recognised and suitably acknowledged;
- (e) make, repeal and amend all such by-laws and regulations (which must not be inconsistent with the Rules) as it thinks are necessary for the well-being of the Committee or the Society, or for the furtherance of the Society’s objectives;
- (f) to appoint from its own Members or such other persons as it may think fit, any sub-committees for special purposes, and to delegate such powers and duties as the Committee shall determine;
- (g) manage the Society’s bank accounts;
- (h) ensure that all Members comply with the Rules;
- (i) decide the procedure for the grant and termination of membership of the Society;
- (j) decide the times and dates for Association Meetings and Committee Meetings, and set the agenda for Association Meetings and Committee Meetings;
- (k) decide the procedure for dealing with complaints in respect of any Members;
- (l) (subject to clause 24) set membership fees, including subscriptions and levies; and
- (m) deal with any matter not provided for in these Rules, and generally manage the affairs of the Society in accordance with the Society’s objectives.

10.2. The Committee has all of the powers of the Society, unless the Committee’s power is limited by either these Rules, or by a majority decision of the Society.

10.3. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **11. Roles of Committee Members**

11.1. The Chairperson's role is to:

- (a) ensure that the Rules are followed;
- (b) convene Association Meetings and Committee Meetings;
- (c) chair Association Meetings and Committee Meetings, and determine who may speak and when;
- (d) oversee the operation of the Society;
- (e) give a report on the operation of the Society at each Annual General Meeting; and
- (f) manage any employees or contractors.

11.2. The Secretary's role is to:

- (a) record the minutes of Association Meetings and Committee Meetings;
- (b) keep a Register of Members;
- (c) hold the Society's records, documents, and books;
- (d) receive and reply to correspondence as required by the Committee; and
- (e) retain the common seal of the Society, if the Society has a common seal.
- (f) collect and receive all Payments made to the Society. These Payments must be banked within seven days after the Secretary receives them;
- (g) keep a true and accurate record of these Payments in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (h) give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, or



more frequently if decided by either the Committee or by a majority of the Society in an Association Meeting; and

(i) forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting; and

(j) advise the Registrar of Incorporated Societies of any alteration to the Rules.

11.3. All Committee Members shall:

(a) contribute to the development of the Strategic Plan;

(b) attend Committee Meetings whenever possible and be familiar with the issues facing the Society and the obligations upon it; and

(c) observe the confidentiality of non-public information acquired by them as Committee Members and not disclose such information to any person without the authority of the Committee; and

(d) organise and run official Society activities.

## **DISCLOSURE OF INTERESTS**

### **12. Disclosure of Interests**

12.1. A Committee Member will be interested in a transaction to which the Society is a party if the Committee Member:

(a) is a party to, or will derive a material financial benefit from that transaction;

(b) has material financial interest in another party to the transaction;

(c) is a director, officer or trustee of another party to, or person who will or may derive a material financial benefit from the transaction, not being a party that is wholly owned by the Society;

(d) is the parent, child, spouse or friend of another party to, or person who will or may derive a material financial benefit from the transaction; or

(e) is otherwise directly or indirectly interested in the transaction; or

(f) has a perceived interest in the transaction.

12.2. As soon as a Committee Member becomes aware of the fact that they are interested in a transaction or proposed transaction with the Society, they must disclose to the Committee as soon as reasonably possible but at least no later than the next Committee Meeting:

(a) if the monetary value of the Committee Member's interest is able to be quantified, the nature and monetary value of that interest; or

(b) if the monetary value of the Committee Member's interest cannot be quantified, the nature and extent of that interest.

12.3. A disclosure of interest by a Committee Member must be recorded in the minutes of the applicable Committee Meeting.

### **13. Dealing with "Interested" Committee Members**

13.1. Subject to clause 12, each Committee Member may act as a Committee Member and still contract or otherwise deal with the Society in his or her personal capacity or in any other capacity as if they had not been appointed as a Committee Member.

13.2. Any Committee Member is to be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Committee Member or by any firm or entity of which that Committee Member is a member, employee or associate in connection with the affairs of the Society, where such services are rendered solely in such capacity and not as a Committee Member.

## **LIABILITY OF COMMITTEE MEMBERS**

### **14. Liability of Committee Members**

14.1. A Committee Member shall be liable only for any loss attributable to their dishonesty or to their wilful commission or omission of an act which they knew to be a breach of their obligations pursuant to these Rules.

### **15. Indemnity**

15.1. Any Committee Member of the Society shall be indemnified out of the Funds and Other Assets of the Society against any liability which they incur in successfully defending any civil or criminal proceedings issued because of their actions in relation to the Society provided at all times they have acted in compliance with the Rules.

### **16. Committee Members' Liability Insurance**

- 16.1. The Committee, in respect of one or more of the Committee Members, may take out liability insurance for such cover and on such terms as the Committee thinks fit and the reasonable cost of the associated premiums are to be treated as a legitimate expense of the Society, and may be paid directly from the Funds and Other Assets of the Society.

## **ASSOCIATION MEMBERSHIP**

### **17. Types of Members**

- 17.1. The Society shall have the following types of Members:

- (a) Full Members; and
- (b) Associate Members.

- 17.2. Any of the following may apply to join the Society as a Member:

- (a) an individual;
- (b) a sole trader;
- (c) a limited liability company; or
- (d) any other corporate body.

### **18. Admission of Members**

- 18.1. To apply to become a Full Member the applicant (the “**Applicant**”) must be directly and actively involved in the business of developing videogames. In addition, the Applicant must:

- (a) submit a digital application form to the Committee provided that the Committee may specify from time to time any specific prescribed form that such written applications must take and any additional information to be included in such applications ; and
- (b) supply any other information to the Committee as the Committee may subsequently request.

- 18.2. To apply to become an Associate Member, the applicant (the “**Associate Applicant**”) must display a genuine commitment to supporting and furthering the objectives of the Society. In addition, the Associate Applicant must:

(a) submit a digital application form to the Committee provided that the Committee may specify from time to time any specific prescribed form that such digital applications must take and any additional information to be included in such applications; and

(b) supply any other information to the Committee as the Committee may subsequently request.

18.3. The Committee shall have complete discretion in deciding whether to grant membership as either a Full Member or an Associate Member in any case. The Committee shall within a reasonable time advise the Applicant or Associate Applicant of its decision, and that decision shall be final.

18.4. Each Studio Member must specify one individual ("**Nominated Representative**") to act as their representative in relation to dealings with Society and as required to vote on their behalf at Association Meetings and (as applicable) Committee Meetings.

## **19. The Register of Members**

19.1. The Secretary shall keep a register of Members (the "**Register**"), which shall contain the names and email addresses of all Members as well as their Nominated Representatives, and the dates at which they became Members.

19.2. Each Member shall provide such other details for the Register as the Committee may require at any time.

## **20. Cessation of Membership**

20.1. Any Member may resign by giving written notice to the Committee, such notice to be effective on delivery.

20.2. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society (including, but not limited to, harassment and unethical behaviour), a Member may have his or her membership terminated in the following way:

(a) The Committee may give written notice to the Member ("**Notice of Breach**"), which must include notification of the following:

(i) the way in which the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

- (ii) either:
  - (A) what the Member must do in order to remedy the situation; or
  - (B) that the Member must write to the Committee within seven (7) days of the Committee sending the Notice of Breach giving reasons why the Committee should not terminate the Member's membership (the "**Member's Explanation**");
- (iii) that if the Committee is not satisfied with either the Member's actions pursuant to clause 20.2(a)(ii)(A) or the Member's Explanation, the Committee may in its absolute discretion terminate the Member's membership pursuant to clause 20.2(b); and
- (iv) that if the Committee terminates the Member's membership, the Member may appeal to the Society pursuant to clause 20.2(b).

(b) fourteen (14) days after the Member has been sent the Notice of Breach, or fourteen (14) days after the Committee has received the Member's Explanation (whichever is the earlier), the Committee may in its absolute discretion by Majority Vote terminate the Member's membership by sending the Member written notice ("**Termination Notice**"), which will take immediate effect. The Termination Notice must notify the Member that they may appeal to the Society at the next Association Meeting by giving written notice to the Secretary ("**Member's Notice**") within fourteen (14) days of the Member being sent the Termination Notice.

(c) when the Member is heard at an Association Meeting, the Society may question both the Member and the Committee Members; and

(d) the Society shall then by Majority Vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

## **21. Re-admission of Former Members**

21.1. Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by either the Committee or the Society, the Applicant shall not (subject to clause 20.2(d)) be readmitted without the approval of the Committee by a Majority Vote.

## **22. Obligations of Members**

22.1. All Members shall comply with the Rules at all times.

## **FUNDS AND OTHER ASSETS OF THE SOCIETY**

### **23. Use of Funds and Other Assets**

23.1. The Society may only use the Funds and Other Assets if:

- (a) it is in the furtherance of one of the Society's purposes;
- (b) it is not for the sole personal or individual benefit of any Member; and
- (c) that use has been approved by either the Committee or by a Majority Vote of the Society.

23.2. To use the Funds and Other Assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, the Funds or Other Assets.

### **24. Joining Fees and Subscriptions**

24.1. The Society may decide by Majority Vote at an Association Meeting:

- (a) what a Member shall pay for ongoing membership ("**Subscription**");
- (b) how often this must be paid; and
- (c) the date or time period which is to be set for Payment of Subscriptions.

24.2. If any Member does not pay the Subscription by the date set by the Society, the Committee must notify that Member that they have failed to pay the Subscription (the "**Subscription Notice**"). Following the receipt of the Subscription Notice, that Member shall have a period of seven (7) days from the date the Subscription Notice is sent to pay the Subscription. After the seven (7) day period, the Member shall (without being released from the obligation of Payment) be suspended from the Society until all arrears are paid in full, and shall have no membership rights and no entitlement to participate in any activity of the Society.

### **25. Additional Powers**

25.1. The Society may:

- (a) employ people for the purpose of the furtherance of any aims and objectives of the Society;

- (b) exercise as applicable any power a trustee might exercise (as set out in the Trustee Act 1956);
- (c) invest in any investment that a trustee might invest in; and
- (d) take out a loan and provide security for that loan

## **26. Financial Year**

26.1. The Society's financial year begins on 1 April of every year and ends on 31 March of the following year.

## **27. Payments**

27.1. All Payments must be authorised by two Committee Members.

## **28. Appointing an Auditor**

28.1. The Society may by Majority Vote appoint an Auditor to audit the accounts of the Society (the "**Auditor**"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall by Majority Vote appoint another Auditor as a replacement.

## **CONDUCT OF MEETINGS**

### **29. Association Meetings**

29.1. An 'Association Meeting' will take the form of either:

- (a) an Annual General Meeting; or
- (b) a Special General Meeting.

29.2. An Annual General Meeting shall be held once every year between 1 April and 1 October. The Committee shall determine when and where the Society shall meet within those dates.

29.3. Special General Meetings may be called by the Committee from time to time as needed. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members and in such case the Special

General Meeting must be called for a date within thirty (30) days of the Secretary receiving such request.

29.4. The Secretary shall give all Members and their Nominated Representatives at least ten (10) days written notice of any Association Meeting, and must include the following information in that notice ("**Notice of Meeting**"):

(a) the business to be conducted at any Association Meeting;

(b) a copy of the Annual Report and Statement of Accounts, if the Meeting is an Annual General Meeting; and

(c) notice of any proposed motions, any information the Members may have provided in support of those motions ("**Member's Information**"), any information the Committee may have provided in support of those motions ("**Committee's Information**") and the Committee's recommendations on those motions.

29.5. If the Secretary has sent the Notice of Meeting to all Members and their Nominated Representatives in good faith, the Association Meeting and its business will not be invalidated simply because one or more Members and/or their Nominated Representatives did not receive the Notice of Meeting.

29.6. Only the Nominated Representatives may attend and vote at Association Meetings.

29.7. No Association Meeting may be held unless at least five Nominated Representatives attend.

29.8. The Committee at their discretion may arrange any other functions, gatherings or occasions where more than one individual from each Member may attend. The Committee may also determine the terms of such person(s) attendance.

29.9. All Association Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Association Meeting. If the Secretary is also absent, the remaining members of the Committee shall elect by Majority Vote of the remaining Committee Members another Committee Member to chair that meeting.

29.10. At any Association Meeting each Nominated Representatives has one vote but provided that any Committee Member chairing an Association Meeting has a casting vote.

29.11. On any given motion at an Association Meeting, the Chairperson shall in good faith determine whether to vote by:

(a) voices;



- (b) show of hands; or
- (c) secret ballot.

However, if any Nominated Representative demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

29.12. The business of an Annual General Meeting shall be:

- (a) any minutes of the previous Meeting(s);
- (b) the Chairperson's report on the business of the Society;
- (c) the Secretary's report on the finances of the Society, and the Statement of Accounts;
- (d) election of Committee Members;
- (e) motions to be considered;
- (f) general business; and
- (g) approval of plans for the balance of the current and next calendar years.

### **30. Motions at Association Meetings**

30.1. Any Member may request that a motion be voted on ("**Member's Motion**") at a particular Association Meeting, by giving written notice to the Secretary at least fourteen (14) days before that meeting. The Member may also provide Member's Information in support of the motion. If the Member's Motion is signed by less than a quarter of all Members, the Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- (a) it must be voted on at the Association Meeting chosen by the Member; and
- (b) the Secretary must send the Member's Information to all Members and their Nominated Representatives at least ten (10) days before the Association Meeting chosen by the Member. If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

30.2. The Committee may also decide to put forward such motions as it deems appropriate for the Society to vote on (“Committee Motions”) at any specific Association Meeting. At least ten (10) days before such Association Meeting the Secretary must send all Members and their Nominated Representatives the Committee’s Information and the Committee’s recommendations on the Committee Motions.

### **31. Committee Meetings**

31.1. Committee Meetings shall be held on at least a two-monthly basis unless decided otherwise by the Committee by Majority Vote. The Secretary shall give all Committee Members and their Nominated Representatives at least seven (7) days written notice (“**Notice of Committee Meeting**”) of the date, time and location of any proposed Committee Meeting along with a proposed agenda for any such meeting and any useful information readily available relating to the business to be discussed at such Committee Meeting.

31.2. If the Secretary has sent the Notice of Committee Meeting to all Committee Members and their Nominated Representatives in good faith, the Committee Meeting and its business will not be invalidated simply because one or more Committee Members and/or their Nominated Representatives did not receive the Notice of Committee Meeting.

31.3. The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the remaining members of the Committee shall elect by Majority Vote of the remaining Committee Members another Committee Member to chair that meeting.

31.4. Members of the Society shall not be entitled to notification of Committee Meetings but may be entitled to attend on invitation of the Committee, participate in the business on such terms as are specified by the Committee, but not be entitled to vote thereon.

31.5. Decisions of the Committee at a Committee Meeting shall be by Majority Vote of those Committee Members present.

31.6. The Chairperson or Acting Chairperson at a Committee Meeting has a casting vote.

31.7. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

31.8. A written resolution signed by all the Committee Members shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Committee. Such a resolution may comprise several duplicated documents, each signed by one or more of the Committee Members. A copy of a written resolution which has

been signed and is sent by electronic mail message will satisfy the requirements of this clause.

31.9. A Committee Meeting may be held by any voice communication.

31.10. Subject to these Rules, the Committee may regulate its own practices.

## **SIGNING OF DOCUMENTS**

### **32. Signing of Documents**

32.1. The Society shall have a common seal. A document shall be executed on behalf of the Society if:

(a) the common seal is attached to the document; and

(b) the document is witnessed by any one of the Chairperson or Secretary and countersigned by one other Committee Member.

## **ALTERING THE RULES**

### **33. Altering the Rules**

33.1. The Society may alter or replace these Rules at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

33.2. Any proposed motion to amend or replace these Rules must be signed by at least half Members and given in writing to the Secretary at least fourteen (14) days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

33.3. When an alteration to the Rules is approved at an Association Meeting in accordance with clause 33.1, the Committee shall file notice of any such alteration with the Registrar of Incorporated Societies in the required form. No alteration to the Rules shall take effect until this has been completed and such alteration accepted by the Registrar of Incorporated Societies.

## **WINDING UP**

### **34. Winding up**

34.1. If the Society is wound up:

- (a) the Society's debts, costs and liabilities shall be paid;
- (b) surplus Funds and Other Assets of the Society may be disposed of:
  - (i) by resolution; or
  - (ii) according to the provisions in the Incorporated Societies Act 1908; but
    - (A) no distribution may be made to any Member; and
    - (B) the surplus Funds and Other Assets shall be disposed of in such manner as the Society at a Special General Meeting shall decide, provided that such surplus will not, whether by way of money, property or otherwise howsoever be paid to or distributed amongst the Members or other owners of the Society.

## **ELECTRONIC COMMUNICATIONS**

### **35. Electronic Communications**

35.1. Electronic Communication may be used as a form of communication for any matters relating to the Society provided:

- (a) the integrity of information is maintained and the information remains complete and unaltered, other than the addition of any endorsement, or any immaterial change, that arises in the normal course of communication, storage or display;
- (b) the information is readily accessible so as to be usable for subsequent reference; and
- (c) any legal requirements that information be in writing or recorded in writing are governed by the Electronic Transactions Act 2002.