

RULES OF
Te Hunga Roia Maori O Aotearoa Incorporated
(New Zealand Maori Law Society Incorporated)

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**THE INCORPORATED SOCIETIES ACT 1908 RULES of
TE HUNGA ROIA MAORI O AOTEAROA INCORPORATED**

1 NAME

The name of the Society is the **TE HUNGA ROIA MAORI O AOTEAROA INCORPORATED** (New Zealand Maori Law Society Incorporated)

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions: In these Rules, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908.

"Annual General Meeting" means the annual general meeting of the Society, convened and conducted in accordance with these Rules.

"Auditor" means the person appointed in accordance with clause 16 of these Rules.

"Executive" means the executive officers for the time being elected to manage the affairs of the Society pursuant to these Rules.

"Co-Presidents/Tumuaki" means the Co-presidents/Tumuaki of the Society, appointed in accordance with these Rules.

"Officers" means:

- (a) Two Co-Presidents/Tumuaki;
- (b) Secretary.
- (c) Treasurer; and
- (d) Administration Officer.

"Honorary Member" means any person who is made an Honorary member of the Society in accordance with these Rules.

"Member" means any person who is a member of the Society in accordance with these Rules.

"Registered Office" means the Registered Office of the Society for the time being, as determined in accordance with these Rules.

"Registrar" means the person holding the office from time to time of Registrar of Incorporated Societies in terms of the Act.

"Representatives" means:

- (a) Academic Representative;
- (b) Student Representatives;

- (c) Regional Representatives.

"Rules" means these rules as originally framed or as from time to time altered by resolution of the Society in terms of clause 22.

"Secretary" means the secretary of the Society, appointed in accordance with these Rules.

"Society" means THRMOA Incorporated.

"Treasurer" means the treasurer of the Society, appointed in accordance with these Rules.

"working day" means a day on which registered banks are open for customary retail banking business in New Zealand, but does not include Saturday or Sunday.

2.2 **Interpretation:** Unless the context otherwise requires, in these Rules:

- (a) headings are inserted for convenience only and shall be ignored in construing any matter;
- (b) words denoting the singular number only shall include the plural and vice versa and words denoting any gender shall include all genders;
- (c) words denoting individuals shall include corporations and vice versa;
- (d) references to any legislation or to any provision of any legislation shall be deemed to be references to that legislation or provisions as from time to time amended, re-enacted or substituted and, unless otherwise stated, to New Zealand legislation and further, unless the context otherwise requires, shall also include any statutory instruments or regulations issued under any such legislation or provision;
- (e) references to a **"party"**, **"person"** or **"entity"** includes a natural person, individual, firm, company, corporation, association, or other entity, whether incorporated or not and whether or not having a separate legal personality, and includes their respective successors, assigns, executors and administrators;
- (f) **"written"** and **"in writing"** includes all means of reproducing words in a tangible and permanently visible form;

3 **OBJECTS**

3.1 The objects of the Society are:

- (a) To promote fellowship and mutual support amongst its members;
- (b) To identify and respond to the legal needs of Te Ao Maori;
- (c) To support and encourage whanau, hapu, iwi and rohe initiatives;
- (d) To promote and conduct research on any issue of relevance to its members and Te Ao Maori;

- (e) To promote the representation or appointment of its members on or to bodies, Executives, committees, commissions, judicial fora, tribunals, organisations and the like;
- (f) To monitor legislation and promote law reform for Te Ao Maori;
- (g) To promote the education of its members in terms of tikanga Maori and Te Ture Pakeha;
- (h) To communicate and/or affiliate with other organisations in New Zealand and around the world who promote similar aspirations;
- (i) To promote awareness of the roles of the members both generally and specifically;
- (j) To pursue these objects in a manner that is consistent with Te Tiriti O Waitangi; and
- (k) To act in a manner that is consistent with tikanga Maori.

3.2 **Pecuniary gain not an Object:** The Society does not have, as an object, the pecuniary gain of Members and no Member shall be entitled to receive any dividend out of any subscriptions, fees, donations or other income or funds of the Society in accordance with these Rules (provided that any Member may enter into any agreement or arrangement with the Society for the sale or supply of any services or any property for such consideration as may be reasonable and as that person would be entitled to receive if not a Member).

4 MEMBERSHIP

4.1 **Applicants:** Any person who is of Maori descent and who has a Law Degree or other legal qualification or who is studying for a Law Degree or other legal qualification or is a lecturer of law-related units of learning at any tertiary institution is eligible to apply for membership of the Society.

4.2 **Honorary Membership:** Applications for honorary membership, by any person who does not meet the criteria as outlined in clause 4.1, shall be made to or received by the Executive for approval.

4.3 **Form of application:** All applications for membership shall be made to the Executive in writing as prescribed by the Executive from time to time.

4.4 **Acceptance/Refusal of applications:** The Executive shall have an absolute discretion whether or not to accept or refuse an application for membership of the Society.

5 SUBSCRIPTIONS, FEES AND FINANCIAL YEAR

5.1 **Membership:** Members shall pay an annual subscription for their membership of the Society, such subscription to be an amount fixed by the Executive from time to time, inclusive of different rates of membership.

5.2 **Payment of Subscriptions:** Annual subscriptions shall be payable within 20 working days of the date from time to time determined by the Executive for payment and the Executive shall have an absolute right to suspend all the rights and privileges enjoyed

by any Member who fails to pay any annual subscription or additional fees within such period.

5.3 **Renewal of Membership:** Unless the Executive shall determine otherwise, all annual subscriptions shall be payable on the first working day of each financial year of the Society by all Members (being persons who continue to qualify for membership) other than those who, at least one month prior to the expiry of the previous financial year, have given notice to the Society of their intention to terminate their membership.

5.4 **Financial Year:** The financial year of the Society shall commence on 1 April of one year and end on 31 March of the following year.

6 CANCELLATION OF MEMBERSHIP

6.1 **All Members:** Any Member may, by Executive resolution, have its membership of the Society cancelled if in the opinion of the Executive, that Member has broken any of its undertakings to the Society or any of the Rules or by-laws of the Society or shall be guilty of discreditable conduct or conduct prejudicial to the interests of the Society.

6.2 **Effect of Cancellation:** Unless the Executive shall determine otherwise, the cancellation of any Member's membership of the Society, shall not entitle the Member concerned to a refund of any subscription or additional fees paid to the Society, nor shall such cancellation relieve that Member from liability to pay any subscription or additional fees which have fallen payable at that time.

7 ADMINISTRATION AND SECRETARY

7.1 **Administration:** The administration of the Society shall be vested in the Society in general meeting, and shall be delegated to the Executive, as provided in these Rules.

7.2 **Signing Documents:** All documents and written announcements requiring execution or signing on behalf of the Society must be signed by the Co-Presidents/Tumuaki or the Secretary.

7.3 **Confidentiality:** Neither the Co-Presidents/Tumuaki nor any Member shall, at any time (including after ceasing to be a Member) disclose any of the following information, other than in the manner set out in clause 7.4:

- (a) any details of the proceedings of the Society in general meeting, the Executive and/or any committee or subcommittee of the Executive;
- (b) any information disclosed by one Member to another, in connection with the affairs or proceedings of the Society, on a confidential basis;
- (c) the terms of reference, results or any details as to the preparation of any reports or research undertaken by or on behalf of the Society;
- (d) any details as to the accounts, agenda for meetings, minutes or any other written material relating to the affairs or proceedings of the Society;
- (e) any intellectual property which may be or which becomes at any time the property of the Society,

except to the extent that such disclosure:

- (i) is authorised by resolution of the Executive; or
- (ii) is already in the public domain other than as a result of a break of this clause; or
- (iii) is required by law.

7.4 **Disclosure:** Any of the confidential information referred to in clause 7.3 of these Rules, if released either in whole or in part, shall be released:

- (a) to the persons, at the times, upon the terms, and in the form determined from time to time by the Executive in its absolute discretion;
- (b) by the Co-Presidents/Tumuaki, or the Secretary or such Executive Officer as the Executive may authorise for such purpose, on behalf of the Executive.

7.5 **Duties of Secretary:** The duties of the Secretary shall include:

- (a) convening Annual General Meetings and other general meetings of the Society when required to do so in accordance with these Rules and likewise convening meetings of the Executive and of all committees and subcommittees (if any) of the Executive;
- (b) giving all such notices as the Society in general meeting or the Executive may instruct or which the Society may be required to give to Members in the manner provided in these Rules;
- (c) keeping minutes of all meetings of the Society and of the Executive and all committees and subcommittees (if any) of the Executive and entering the same in the minute book kept for that purpose;
- (d) performing or supervising the performance of the clerical work for, and the maintenance of proper records of, the Society;
- (e) maintaining a membership register for the Society;
- (f) reporting to the Executive any Member who shall fail to pay fees, subscriptions or other moneys properly payable by that Member within the prescribed period;
- (g) giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act; and
- (h) issuing and receiving correspondence on behalf of the Society.

7.6 **Duties of Treasurer:** The duties of the Treasurer shall include:

- (a) receiving all fees, subscriptions, levies and other moneys paid to the Society and issuing receipts;
- (b) opening and operating a current bank account in the name of the Society;
- (c) making such deposits and investments in the name of the Society as the Executive may determine from time to time;

- (d) paying all accounts and making all advances passed for payment by the Executive;
- (e) keeping all financial records of the Society and ensuring their safekeeping together with any security documents; and
- (f) preparing and submitting to the Auditor an annual statement of accounts and balance sheet.

8 EXECUTIVE MEMBERSHIP

8.1 **Officers and Representatives:** The Executive will consist of the two Co-Presidents/Tumuaki, Secretary, Treasurer and Administration Officer (*Officers*) and the Academic Representative, Student Representatives and Regional Representatives (*Representatives*).

8.2 **Cessation of Executive membership:** Officers and Representatives cease to be Executive members when:

- (a) they resign by giving written notice to the Executive;
- (b) they are removed by majority vote of the Members at an Annual General Meeting;
- (c) they die or become otherwise incapacitated and unable to fulfil their duties; or
- (d) their Term expires.

8.3 **Vacancies on Executive:** In the event of any vacancy on the Executive, the Executive may by resolution fill this vacancy.

9 OFFICERS

9.1 **Election of Officers:** Officers will be elected at the Annual General Meeting by a vote of all eligible members, in person or by proxy. Nominations for Officers will be called for, and accepted at, the Annual General Meeting.

9.2 **Term of Officers:** Officers will hold office for a term of two years, unless they cease to be an Executive member under clause 8.2.

10 REPRESENTATIVES

10.1 **Election of Representatives:** Representatives will be appointed by:

- (a) a process of transparent, fair and inclusive election by the constituency they represent. The process, voting entitlements and proposed dates must be approved by the Executive at least 14 days before the next Annual General Meeting; or
- (b) vote of all members eligible to vote at the Annual General meeting, in person or by proxy. Nominations for any Representatives not appointed under clause 10.1(a) will be called for and accepted at the Annual General Meeting.

10.2 **Term of Representatives:** Representatives will hold office for a term of one year, unless they cease to be an Executive member under clause 8.2.

10.3

11 POWERS OF THE EXECUTIVE

The affairs of the Society shall be managed by the Executive, which may exercise all powers of the Society and do on its behalf all such acts as it may deem necessary or expedient as are not by these Rules required to be exercised or done by the Society in general meeting, and may exercise such authority powers and discretions as may by these Rules be vested in the Executive, but subject always to any limits which may from time to time be imposed by the Society in general meeting on the exercise by the Executive of any such powers.

11.1 **Reimbursement for expenses only:** Executive officers shall not be entitled to any remuneration for their services as such, but executive officers shall be entitled to reimbursement for reasonable expenditure by way of travelling and accommodation expenses and other out-of-pocket expenses incurred in connection with the business of the Society.

12 PROCEEDINGS OF THE EXECUTIVE

12.1 **General:** The Executive may meet together for the despatch of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit. Meetings of the Executive may be conducted by way of teleconference or via any other form of telecommunication. Five (5) Executive members shall form a quorum for a Executive meeting. No business of the Executive shall be conducted at any time when less than a quorum is present. The Executive may meet at any time and the Secretary shall, upon the request of the Co-Presidents/Tumuaki or any four (4) Executive Officers, convene a meeting of the Executive.

12.2 **Voting by Chairperson:** The Chairperson shall not be entitled to vote at any Executive meeting or general meeting of the Society, except in the case of a tie in votes, in which case the Chairperson may exercise a casting vote.

12.3 **Co-Presidents/Tumuaki to chair Executive meetings:** Either of the Co-Presidents/Tumuaki shall chair all meetings of the Executive at which he or she is present. If both Co-Presidents/Tumuaki are unable to act, then those Officers who are present shall choose one of their number to chair such Executive meeting.

12.4 **Validity of Executive's actions:** All acts properly done by any meeting of the Executive or by any person acting as an Officer, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Officer or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Officer.

12.5 **Committees and Subcommittees:** The Executive may appoint and dissolve committees and subcommittees of the Executive to examine the matters relating to any of the objects of the Society and report on those matters to the Executive. Persons appointed to such committees and/or subcommittees need not be Members of the

Executive nor Members of the Society. The Executive shall regulate the proceedings of all such committees and subcommittees at its complete discretion.

- 12.6 **Executive minutes and records:** The Executive shall cause proper minutes to be kept of all appointments of committees and subcommittees made by it and of the proceedings of all meetings of the Society and of the Executive. All business transacted at each such meeting and the minutes of such meeting signed by the Co-Presidents/Tumuaki shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

13 GENERAL MEETINGS

- 13.1 **Annual General Meeting:** The Society shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling such meeting. Not more than fifteen (15) months shall elapse between the date of one Annual General Meeting and that of the next. Each year's Annual General Meeting shall be held at such time and place as the Executive shall determine.
- 13.2 **Quorum:** Quorum is thirty (30) Members eligible to vote at an Annual General Meeting, present in person or by proxy. No business shall be transacted at any Annual General Meeting unless a quorum is present within thirty (30) minutes of the start time of the Annual General Meeting, as advised by the Executive.
- 13.3 **Special General Meetings:** A general meeting other than an Annual General Meeting shall be convened by the Secretary whenever required by the Co-Presidents/Tumuaki or the Executive or by written requisition signed by not less than 25% in number of current Members.
- 13.4 **Powers of the Society in a Special General Meeting:** The Society in special general meetings may, by resolution of not less than 75% of the Members present and voting at such meeting, exercise all powers, authorities and discretions of the Society notwithstanding any such power, authority or discretion may have been vested in the Executive by or pursuant to these Rules.
- 13.5 **Quorum:** No business shall be transacted at any special general meeting of the Society unless a quorum is present when the meeting proceeds to business. A quorum shall be not less than thirty (30) Members eligible to vote at special general meetings, present in person or by proxy.
- 13.6 **Notice of Special General Meeting:** Subject to clause 12.10, a notice of general meeting of the Society shall be sent to every Member in the manner provided in clause 14.1 of these Rules not less than 10 working days before the date of such meeting. Such notice shall specify the date, time and venue of such meeting. In the case of a general meeting other than an Annual General Meeting such notice shall specify all business and all notices of motion to be considered at such meeting and no business or notice of motion which is not specified shall be discussed or transacted at such meeting. Notwithstanding any contrary provision, the requirements of this clause relating to notice and limiting the business to be transacted at any meeting may be modified in any particular case with the consent in writing of all Members entitled to attend a meeting of the Society (provided that the modification of such requirements for any given meeting shall not be so construed or deemed to affect such requirements in any respect of any other meeting of the Society).

- 13.7 **Failure to give notice:** The accidental omission to give notice to or the non-receipt of any notice by any Member or any other person entitled to such notice shall not invalidate the proceedings of any special general meeting to which such notice relates.
- 13.8 **Chairperson of Special General Meetings:** Either of the Co-Presidents/Tumuaki shall be entitled to chair any special general meeting of the Society at which he or she is present, if the Co-Presidents/Tumuaki shall not be present or being present shall be unwilling to take the chair then those Executive Officers who are present may choose one of their number to chair such meeting or if for any reason no Co-President/Tumuaki is selected by such Executive Officers then those Members entitled to vote at that meeting may elect any person entitled to be present as Co-President/Tumuaki of that meeting (provided that the person chairing the first special general meeting shall, until the Co-President/Tumuaki is elected pursuant to clause 11.2(b), be the Co-Presidents/Tumuaki of the steering committee responsible for incorporation of the Society).
- 13.9 **Voting at Meetings:** At any general meeting:
- (a) a poll may be directed by the Co-Presidents/Tumuaki or other Executive officers or demanded by any Member present at the meeting and entitled to vote;
 - (b) a poll may be demanded either before the declaration of the result of a vote by a show of hands or immediately thereafter before the meeting moves to the next business or it adjourns;
 - (c) the Co-Presidents/Tumuaki or such other Executive Officer shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a poll, or by some other means;
 - (d) in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Co-Presidents/Tumuaki that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Society's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.
- 13.10 **Adjournments:** If within 30 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Executive shall determine. If at such adjourned meeting a quorum is not present within 30 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.
- 13.11 **Adjourned meetings:** The Co-Presidents/Tumuaki or other Executive Officers may adjourn any general meeting, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Members shall not be entitled to receive any notice(s) in respect of adjourned meetings, except when a general meeting has been adjourned for 10 working days or more in which case, notice of the adjourned meeting shall be given in the same manner as for the original meeting.

14 VOTES OF MEMBERS

- 14.1 **One vote per Member:** Each Member present at a general meeting of the Society shall be entitled to one vote, which may be exercised either in person or by proxy.
- 14.2 **No vote if subscriptions/fees unpaid:** Unless all annual subscriptions and additional fees presently payable by any Member to the Society have been paid in full, such Member shall not be entitled to vote at any general meeting of the Society, whether in his or her own right or as a proxy for another person.
- 14.3 **Form of Proxy:** The instrument appointing a proxy shall be in writing and signed by the appointer and, in all other respects, shall be in such other form as the Executive may determine from time to time. A proxy must be:
- (a) the Co-President/Tumuaki; or
 - (b) a Member of the Society where that proxy is entitled to vote in his or her own right at the relevant general meeting.
- 14.4 **Delivery of instrument appointing proxy:** The instrument appointing a proxy shall be delivered to the Registered Office before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument is authorised to vote, failing which the instrument appointing a proxy shall not be treated as valid.

15 NOTICES

- 15.1 **Form:** All notices and other communications required under these Rules shall be in writing and shall be delivered by hand or by properly addressed prepaid fastpost or airmail postage, sent by facsimile transmission or electronically mailed and, in the case of notices to or communications with:
- (a) any Member, shall be addressed to that Member at its address as set out in the attached application for incorporation of the Society (for first Members) or in that Member's application for membership, or at such other address as the Member may from time to time notify the Secretary in writing;
 - (b) the Society, the Co-Presidents/Tumuaki, the Secretary or the Executive, shall be addressed to the intended recipient, c/- Te Hunga Roia Maori O Aotearoa at the Registered Office.
- 15.2 **Time of delivery:** Any notice or communication given in terms of clause 14.1 shall be deemed to have been delivered:
- (a) in the case of delivery by prepaid fastpost or airmail postage, if:
 - (i) posted within New Zealand to a destination within New Zealand, 2 working days after posting;
 - (ii) posted within New Zealand to a destination outside New Zealand, 5 working days after posting;
 - (iii) posted outside New Zealand to a destination within New Zealand, 5 working days after posting; and

- (b) in the case of transmission by facsimile or electronic mail, on receipt by the sender of a transmission report showing full transmission free of error to the intended recipient.

16 ACCOUNTS

16.1 Accounts to be kept The Executive shall cause proper accounts to be kept with respect to:

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipts and expenditure take place;
- (b) any sales and purchase of goods by the Society; and
- (c) the assets and liabilities of the Society.

16.2 Treasurer to keep accounts: The Society's accounts shall be kept by the Treasurer (or such other person as may from time to time be designated by the Executive) who shall produce them to the Executive or any Executive Officer, on demand.

16.3 Accounts at Executive and General Meetings: The Treasurer shall from time to time cause to be prepared and to be laid before the Executive and/or the Society in general meeting such income and expenditure accounts, balance sheets and reports as are from time to time required by the Executive, and shall in any event cause to be prepared and laid before the Society in general meeting an annual income and expenditure account, balance sheet and report

16.4 Copies to Members: A copy of all balance sheets, accounts and reports which are to be laid before the Society in general meeting, together with a copy of the Auditor's report (if any), shall be sent to every Member not less than 10 working days before the date of the relevant general meeting.

17 AUDITOR

An auditor, who shall be a member of the New Zealand Society of Accountants, shall be appointed and shall hold office until he or she resigns or is replaced at an Annual General Meeting of the Society. The Auditor shall audit all accounts, balance sheets, and financial reports of the Society prior to each year's Annual General Meeting.

18 REGISTERED OFFICE

The Registered Office shall be at such place as the Executive shall from time to time determine.

19 COMMON SEAL

The Executive shall obtain a common seal for the use of the Society and shall provide for its safe custody. The common seal shall not be used except by resolution of the Executive, or with the authority of the Co-Presidents/Tumuaki exercised in accordance with Executive policy. Every instrument to which the common seal is affixed shall be signed by the Co-Presidents/Tumuaki and one Member of the Executive, or by the Co-Presidents/Tumuaki and the Secretary.

20 CHEQUES, BILLS ETC.

All cheques, bills of exchange and promissory notes shall be signed, drawn, made accepted or endorsed (as the case may be) for and on behalf of the Society by the Co-Presidents/Tumuaki, the Treasurer or by some other Executive Officer authorised by the Executive, or in such other manner as the Executive determines from time to time.

21 INDEMNITY

No action in law or otherwise shall lie in favour of any Member against any other Member or the Executive, any Officer, or the Secretary in respect of any matter or thing done or omitted to be done pursuant to these Rules, notwithstanding any irregularity or informality in the observance of these Rules (except in respect of any loss or expense arising from the wilful default of the person against whom such action is taken).

22 LIABILITY OF MEMBERS

No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.

23 ALTERATION OF RULES

These Rules shall not be amended, added to or rescinded except by resolution of not less than 75% in number of the Society's Members present and entitled to vote at an Annual General Meeting or a special general meeting convened for that purpose and unless written notice of the proposed amendment, addition or rescission shall have been given to all Members in accordance with these Rules. No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar.

24 WINDING UP

The Society may be wound up in accordance with section 24 of the Act. If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Society, any property and/or assets, such property and/or assets shall be disposed of in the manner directed by a resolution to wind up the Society and, failing any such direction, shall be vested in one or more organisations in New Zealand with similar purposes in such manner, upon such terms, and in such proportions as the Executive may decide.