



**The New Zealand Company of  
Master Mariners Incorporated**  
(Incorporated AD 1933)

**RULE BOOK**

**2013**

Revised August 2013, with amendments 2014, 2015, 2018, 2020

## RECORD OF AMENDMENTS

### **At the Company's AGM on 13th August 2014 rule 8.2 was amended to read:**

- 8.2 The Annual Levy shall be payable for the period from 1 April to 31 March in the following year, based on Branch numbers, including Associates of the Branch, as at 1 July each year and shall be paid to the General Secretary/Treasurer by 1 August. Levies not paid within 3 months of the date shall be deemed to be in arrears.

### **At the Company's AGM on 12th August 2015 the following rules were revised/inserted to read:**

- 2 "Levy" means – the annual payment made by the Branch to the Company for every Member (except Students) and Associate of the Branch, the sum of which as fixed by the Executive Council.

- 4.1 There shall be six (6) classes of Membership:

- 4.1.6 Student Membership – any student of nautical studies – prior to obtaining a certificate of "Watch Keeper Deck" – can apply for this membership. This member shall have no voting rights, but will be accepted for Associate Membership once certificated, and then the same voting rights as for Ordinary Members will apply.

- 8.2 The Annual Levy shall be payable for the period from 1 April to 31 March in the following year, based on Branch numbers, including Associates of the Branch, but NOT including Students, as at 1 July each year and shall be paid to the General Secretary/Treasurer by 1 August. Levies not paid within 3 months of the date shall be deemed to be in arrears.

### **At the Company's AGM on 8th August 2018 rule 4.1.5 was amended to read:**

- 4.1.5 Associate Membership – the holder of a certificate of competency as Watch Keeper Deck or First Mate (Foreign Going) may apply for Associate Membership of the Company. Associate Members shall have the same voting rights as Ordinary Members.

### **At the Company's AGM on 5<sup>th</sup> August 2020, rule 16 was amended (in part) to read:**

16. ... Company General 10 Members ...

**Note:** Technical corrections have also been made to bring the legal name of the Company as shown in these Rules into line with the name registered with NZ Companies Office

# RULES OF NEW ZEALAND COMPANY OF MASTER MARINERS INCORPORATED

1. The name of the Company shall be **NEW ZEALAND COMPANY OF MASTER MARINERS INCORPORATED**

## INTERPRETATION

2. The decision of the Executive Council on the interpretation of the rules or on any matter or thing not contained therein but pertaining to the Company, its property or interest, shall be conclusive and binding on all Members. In the interpretation of these rules the following terms shall have the meanings hereinafter assigned to them unless a contrary intention appears:

**“Company”** means - New Zealand Company of Master Mariners Incorporated.

**“Executive Council”** means - the Council for the time being constituted under rule 20 of these rules.

**“Year”** means - the financial year of the Company which shall extend from 1 April in any year until 31 March in the following year.

**“Resolution”** means - a resolution passed by a majority of Members entitled to vote at a general or committee meeting.

**“Member”** means - except where otherwise required by the context, a Member within the classes provided in rule 4 of these rules, but excludes Associates of the Branch.

**“Subscription”** means – the annual payment made by Members to their Branch as fixed at the Branch Annual General Meeting, which shall include the Company levy.

**“Levy”** means – the annual payment made by the Branch to the Company for every Member (except Students) and Associate of the Branch, the sum of which as fixed by the Executive Council.<sup>1</sup>

Words importing singular number shall include plural, and vice versa, masculine shall include feminine.

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<sup>1</sup> Amended at AGM 12 August 2015

## OBJECTS

3. The objects of the Company shall be:
  - 3.1 To form a body of Master Mariners in New Zealand for the promotion of professional, technical and social activities and to further the interests of Master Mariners.
  - 3.2 To promote the professionalism of all holders of Master Mariner qualifications.
  - 3.3 To afford advice and assistance to Master Mariners visiting New Zealand.
  - 3.4 To foster and maintain full and fraternal co-operation between Members and the Merchant Navy.
  - 3.5 To hold experienced Master Mariners available to act as members of, or appear before Royal Commissions, Courts of Enquiry, committees or boards of all descriptions, and to encourage Master Mariners to act as advisers and consultants on all matters affecting the Merchant Navy, and generally to give expression to the reasoned view and considered opinions of practical seamen on any matters concerning the Merchant Navy or in any way concerning the sea.
  - 3.6 To ensure that the Government of the day recognises the input that is available from the Company, and to assert its expertise in matters concerning any changes to maritime law and to operational standards. In this regard all directions and communications shall be issued only through the office of the Master.
  - 3.7 To encourage the formation of Branches of the Company in ports within New Zealand.
  - 3.8 To acquire premises either on lease, purchase or otherwise, to be used as business or social centres for the use of Members of the Company, and to properly furnish and equip such premises with amenities for the use of Members.
  - 3.9 To arrange or vary the terms of reciprocity of affiliation with other similar companies or societies provided that any affiliation shall only be approved by special resolution.
  - 3.10 To bring out such journals or other publications for the benefit of Members of the Company as may from time to time be determined.

- 3.11 Generally to engage itself in such other activities which may further and benefit the interests of Members of the Company and the Merchant Navy and to do all such other acts, matters or things as are incidental or conducive to the attainment of the above objects. Any statements or releases made in the name of the Company shall be sealed and issued under the Master's hand, and shall be restricted to topics which are of a professional or technical nature. This does not apply to essentially local administration or social matters, which releases may be issued by the Branch Warden with a copy to the Master.
- 3.12 To promote and maintain in all respects efficient and friendly co-operation between the Merchant Navy and Royal New Zealand Navy.

## **MEMBERSHIPS**

4. All persons who have been or who may from time to time hereafter be elected Members in accordance with the rules of the Company shall comprise the Members of the Company.
- 4.1 There shall be six (6)<sup>2</sup> classes of Membership:
- 4.1.1 Ordinary Membership – the holder of a certificate of competency as Master Mariner (Foreign Going) or an equivalent grade recognised by the Executive Council, issued by a properly constituted authority, or a RNZN Seaman Officer who has held seagoing command of a major NZ warship.
  - 4.1.2 Country Membership – any person who qualifies as in 4.1.1 above, but does not reside in a port at which a Branch of the Company has been established, may join any other Branch as a Country Member at a reduced subscription. Country members shall be entitled to all the rights of Ordinary Members.
  - 4.1.3 Honorary Membership – any Branch, subject to the prior formal approval of the Executive Council, may invite any person closely connected with the Company or with the seafaring community or who has provided or is providing a service either to the Company as a whole or to the Branch, to become an Honorary Member.
  - 4.1.4 Life Membership – this accolade may be conferred on any Ordinary or Country Member of the Company by Members of the Company in

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<sup>2</sup> Amended at AGM 12 August 2015

general meeting in recognition of outstanding services rendered to the Company, provided that the proposal is made with the precedent approval of the Executive Council. The number of Life Members of the Company shall from time to time be in the discretion of the Executive Council. Life Members shall be entitled to all the rights of Ordinary Members.

4.1.5 Associate Membership – the holder of a certificate of competency as Watch Keeper Deck or First Mate (Foreign Going) may apply for Associate Membership of the Company. Associate Members shall have the same voting rights as Ordinary Members.<sup>3</sup>

4.1.6 Student Membership – any student of nautical studies – prior to obtaining a certificate of “Watch Keeper Deck” – can apply for this membership. This member shall have no voting rights, but will be accepted for Associate Membership once certificated, and then the same voting rights as for Ordinary Members will apply.<sup>4</sup>

4.2 Associate of the Branch – any Branch may invite any person with an honourable record and associated with the Branch or with matters maritime and who wishes to associate him or herself with the activities of the Branch, to become an Associate of the Branch.

4.3 Honorary Members and Associates of the Branch shall have no voting rights at any meeting of the Company. An Associate of the Branch shall not be considered to be a Member of the Company.

## **ELECTION OF MEMBERS**

5. Every application for Ordinary, Country, Associate Member or Associate of the Branch may be made to or by any Branch of the Company and shall be considered and actioned by the Branch Committee.

5.1 Every application for Ordinary ~~and~~, Country and Associate Membership shall be made on the prescribed form, which must be signed by the applicant, the proposer and the seconder and must be accompanied by a photocopy of the applicant’s Master’s, Mate’s or Second Mate’s Certificate or in the case of a Naval Officer, a Certificate of Record of Command Experience.

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<sup>3</sup> Amended at AGM 8 August 2018

<sup>4</sup> Inserted at AGM 12 August 2015

- 5.2 Every proposal for Honorary Membership shall be made to the Executive Council and must be accompanied by a full statement of the nominee's qualifications and a copy of the special resolution from the minutes of the Branch meeting at which the nomination was approved.
  - 5.3 Every application for Associate of the Branch shall be accompanied by a written application from the candidate setting out his or her reasons for seeking to be an Associate of the Branch, which must be signed by both the proposer and seconder.
  - 5.4 Applications for all grades of Company and Branch Membership must be unanimously approved by the Branch Committee.
  - 5.5 Neither Honorary Members nor Associates of the Branch shall be eligible to propose or second new Members.
  - 5.6 Notification of every new Membership shall be duly transmitted to the Executive Council through the General Secretary.
  - 5.7 Recommendations for Life Membership shall be made by the Branch Committee to the Executive Council, and must be accompanied by a copy of the special resolution from the minutes of the Branch meeting at which the nomination was approved.
- 6 The General Secretary shall send to each newly elected Ordinary, Country and Associate Member via the Branch Committee a written notice of his or her election and he or she shall immediately become a Member of the Company and be liable to payment of his or her first annual subscription. Notification of election to Associate of the Branch shall be given by the Honorary Branch Secretary.
  - 7 The election of any Member or Associate of the Branch may at the discretion of the Branch Committee be null and void if he or she shall not have paid his or her first annual subscription within three months from the date of notification of his or her election. In such case the Branch Committee shall so advise the Executive Council.

## **LEVIES**

- 8 The annual levy payable to the Company for the calendar year next following that in which the AGM is held shall be such sum as shall be fixed by resolution at any meeting of the Executive Committee, and shall be paid by each branch to the Company for every financial Branch Member.

- 8.1 In the event of the Executive Committee not fixing the annual levies for any reason such annual levies shall remain at the rates applicable for the previous year.
- 8.2 The Annual Levy shall be payable for the period from 1 April to 31 March in the following year, based on Branch numbers, including Associates of the Branch, but NOT including Students, as at 1 July each year and shall be paid to the General Secretary/Treasurer by 1 August. Levies not paid within 3 months of the date shall be deemed to be in arrears.<sup>5</sup>

## **SUBSCRIPTIONS**

- 9 The annual subscription payable to each Branch by each category of Member or Associate of the Branch for the financial year next following the Annual General Meeting of each Branch shall be such sum as shall be fixed by resolution at the Annual General Meeting of each Branch, as per rule 31.2.2 and shall be payable to each Branch Treasurer by 1 July in each year.
  - 9.1 No Member shall be entitled to attend or to vote at any meeting of the Company unless his or her subscription is paid to due date, viz: 1 July in any year.
  - 9.2 Where any Member or Associate of the Branch is one year in arrears with any subscription or other moneys owing to the Company, the Branch Committee may in its discretion take such action as it deems advisable against such Member or Associate of the Branch for the recovery of the dues owing.

## **MODES BY WHICH PERSONS MAY CEASE TO BE MEMBERS OF THE COMPANY AND/OR EXECUTIVE COUNCIL**

- 10.1 A Member shall cease to be a Member of the Company on his or her death.
- 10.2 Any Member may resign his or her Membership by giving to the Branch Committee notice in writing to that effect before the end of the financial year on 31 March each year, but such notice shall not be accepted by the Branch Committee until all arrears of subscription or other moneys owing to the Company are paid.

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<sup>5</sup> Amended at AGM 13 August 2014 and further amended at AGM 12 August 2015



- 10.3 Any Member of the Executive Council may resign from the Council by giving the Branch Committee and the Master notice in writing to that effect before the date of the annual general meeting of the branch.
- 10.4 Any Member whose subscription is 12 months in arrears shall at the discretion of the Branch Committee cease to be a Member of the Company, but the Branch Committee shall have the power at its discretion to reinstate such Member on payment of all arrears.
- 10.5 The Executive Council may by unanimous vote at a secret ballot expel or suspend from Membership any Member wilfully disobeying any of these rules or guilty of any conduct rendering him or her unfit in its opinion to be a Member of the Company, provided that before expelling him or her the Executive Council shall call upon him or her for an explanation of his or her conduct and shall hear what he or she may wish to urge to his or her defence.
11. Every person ceasing to be a Member of the Company, whether by resignation, expulsion or neglecting to pay the annual subscription or other moneys due, shall forfeit, ipso facto, all right to or claim upon the Company, which he or she would otherwise have by reason of his or her Membership. No rights or claims upon the Company will attach to the estate of a deceased Member.

## **ALTERATION TO RULES**

12. All or any of these rules may be added to, altered or rescinded by special resolution at an Annual General Meeting of the Company, provided that 60 days' notice be given to Members in the manner prescribed by these rules for notices of Annual General Meetings of the Company. A notice of motion to any proposals for addition to, alteration or rescission to any of these rules must be given to the General Secretary, signed by both mover and seconder of the motion, by the last day in May for consideration at the Annual General Meeting to be held during the following August. Nothing in these rules shall prohibit the amendment of any proposal which has been specified in the notice. No addition to or alteration of the Pecuniary Profit Clause or the Winding Up Clause shall be approved without the approval of the Inland Revenue Department.

## **NOTICE OF MEETINGS**

13. Notice of meetings of the Executive Council shall be given by circular to the Members thereof and notice of general meetings of the Company shall be given to each Branch of the Company by circular addressed to the Branch secretary. At least 30 days' notice shall be given specifying the place, date and hour of the meeting, and if a General Meeting, then the purpose for which such General

Meeting is to be held, provided that in case of a meeting of the Executive Council deemed to be a special urgency, shorter notice may be given by any convenient method.

## **ANNUAL GENERAL MEETINGS**

14. The Annual General meetings of the Company shall be held during the month of August in each year unless another date be approved by Branch Committees, for the purpose of:

14.1 Consideration and adoption of the annual report and statement of account.

14.2 Consideration of and dealing with proposals for any new rule or alteration of any existing rules of which due notice of motion has been given.

14.3 Transaction of any other general business of the Company.

14.4 The Annual General meeting of the Company shall be held at Wellington or such other place as may be determined by the Executive Council at the venue decided by the Master.

14.5 The financial year of the Company and of each Branch thereof shall end on the 31 March in each year.

14.6 Each Warden or his or her nominee (not more than one on each occasion) shall be entitled to be reimbursed from the funds of the Company his or her reasonable expenses of and incidental to attending any general meeting of the Company or any meeting of the Executive Council.

14.7 The following shall be the rules for representation and voting at the Annual General meeting or at any general meeting of the Company.

14.7.1 Each Member financial at the date of such meeting shall be entitled to attend and vote in person at any Annual or other General Meeting.

14.7.2 Each Branch shall appoint its Warden (or failing him or her, its deputy Warden or some other Member of the Branch) to attend the Annual General Meeting or any General Meeting.

Such delegate shall be entitled to record the vote of each financial Member of that Branch, who is not present in person or has appointed another Member attending the meeting as his or her proxy as per rule 14.7.3.

14.7.3 Where any proposal to come before the Annual General meeting or any General Meeting has been submitted to Branches for their prior consideration, any Branch may advise its delegate as to how he or she should vote at such meetings and that delegate becomes obliged to vote according to such advice.

14.8 One copy of the minutes of any such meeting shall be sent to each Branch Secretary who shall be required to circulate a copy to each Branch Member.

## **SPECIAL GENERAL MEETINGS**

15. The Executive Council may at any time, and shall, on receipt by the General Secretary of a requisition by not fewer than ten Members of the Company entitled to vote, call a special general meeting of the Company in the manner prescribed by these rules for any specific purpose or purposes which meeting shall be held not more than one calendar month after the date of the receipt by the General Secretary of the requisition which shall set out in the form of resolutions the business proposed to be transacted at such meeting.

## **QUORUMS**

16. The following are the minimum numbers required to form a quorum at the various meetings:

Executive Council            4 Members

Company General            10<sup>6</sup> Members

Branch  
5 Members where membership is 25 or less  
8 Members where membership is between 25 or 50  
10 Members where the membership is more than 50

Branch Committee            A minimum of 4 of the elected committee members

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<sup>6</sup> Amended from 15-10 at Annual General Meeting 5 August 2020

## **METHOD OF VOTING**

17. All questions, resolutions and motions submitted to any general meeting of the Company shall be decided by a simple majority of members present (unless a special resolution has been called for), to be determined on voices, but if any Member present so requests the Master shall, at his or her sole discretion as to the method, call for a show of hands or for a secret ballot.

## **SPECIAL RESOLUTIONS**

18. If ten Members at a meeting, or by written notice of motion, declare a matter to be of specific concern it becomes a matter of special resolution. Voting then will be carried out on the basis of one vote for each financial Member who may either be present at the meeting or who has sent his or her vote by proxy or who is represented by the Branch Warden as per rules 14.7.2 and 14.7.3. If two thirds of the Members qualified to vote are in favour of the special resolution the motion shall be carried. If less than two thirds of the Members qualified to vote are in favour of the special resolution, the motion shall be deemed to have been lost.

## **VOTING BY PROXY**

19. A Member entitled to vote at any Annual, General or Special General meeting of the Company may appoint in writing a proxy who shall be any Member entitled to vote who has not already appointed another Member as his or her proxy and who attends the meeting personally. A Member may hold a proxy for more than one other Member. All proxies shall be in the hands of the General Secretary prior to the commencement of the meeting. In default of appointment of a proxy the Warden or other Branch delegate to the Annual, General or Special General meeting shall be deemed to hold a general proxy for all Branch Members not in attendance (rules 14.7.2 and 14.7.3).

## **OFFICERS**

- 20.1 The officers of the Company shall comprise:

The Master of the Company  
The Branch Wardens (or their deputies)  
The General Secretary ) These two duties may be combined  
The General Treasurer )

These officers shall constitute the Executive Council of the Company.

- 20.1.1 The Company may, from time to time, invite a prominent person to become Patron of the Company.
- 20.1.2 The Master and/or the General Secretary/Treasurer, shall not, whilst in office, be eligible for any office of their Branch.
- 20.2 The Master of the Company shall be elected by the Executive Council from a list of the candidates submitted by Branch committees.
- 20.2.1 Each Branch shall, at its Annual General Meeting, nominate a candidate for election to Master. Each Branch committee shall forward the name of its candidate together with a curriculum.
- 20.2.2 Where a Branch Warden has been elected to the position of Master for the full period of one year, as provided by rule 20.2, in observance of rule 20.1.2 the Branch shall elect another Warden under the provisions of rule 31.1.2.
- 20.2.3 The Master shall preside at all meetings of the Executive Council at which he or she is present. He or she shall perform all duties which by custom are considered to pertain to his or her office. In particular, the Master shall approve and sign every official communication to the Government of the day, or to the press, which is issued in the name of the Company.
- 20.2.4 The Master shall have the deliberative vote at meetings of the Executive Council and shall, in the event of an equality of voting, have a casting vote.
- 20.2.5 The Branch Wardens shall be elected as per rule 31.
- 20.2.6 The General Secretary/Treasurer shall be appointed as per rule 23.
- 20.3 Vacancies occurring in the Executive Council through any cause, shall be filled in the following manner:
- 20.3.1 The office of the Master shall be filled by one of the Branch Wardens as elected from among its number by the Executive Committee. Such appointment may be of an acting nature in the temporary absence of the Master, or until the end of the unexpired term if the Master is unable, for any reason, to complete his or her term in office.
- 20.3.2 Where a Branch Warden has been elected to the position of Master for the balance of the unexpired term, the Branch shall elect another

Warden under the provisions of rule 31.1.2. Where a Branch Warden has been elected to the position of Master during the temporary absence of the incumbent, the Branch Deputy Warden shall become the representative of that Branch on the Executive Council for the period during which that Branch Warden is serving as Master.

20.3.3 The office of General Secretary/Treasurer shall be filled by an appointment made by the Executive Council.

## **AUDITOR**

21. The Executive Council may, when deemed necessary, appoint an Auditor.

## **MANAGEMENT OF COMPANY**

22. An Executive Council meeting shall be convened by the General Secretary at any time upon the request of the Master or upon the written request of three Members of the Executive Council.

In any event the Executive Council shall meet during the month of August in each year, prior to the Annual General Meeting.

22.1 The Executive Council as constituted by rule 20.1 hereof shall have the entire management and control of the funds, affairs, concerns and business of the Company and shall have power to do all things (subject to such limitations and restrictions as may be prescribed in these rules) as are necessary to carry out the objects of the Company.

22.2 The Executive Council may from time to time appoint and set up sub-committees, whether Members of the Company or not, whenever activities deemed expedient for the management and control of the various activities in which the Company or its Members may be engaged for the purpose of more effectually carrying out the objects of the Company. The Executive Council may delegate to any sub-committee such powers as it may from time to time determine and deem expedient. Each sub-committee shall be responsible to the Executive Council of the Company and shall keep minutes of its meetings and, if and when required, shall furnish a report of its activities to the Executive Council.

22.3 At quarterly intervals the General Secretary/Treasurer shall, after conferring with the Master, promulgate a report covering the following:

22.3.1 The current financial statement of the Company.

22.3.2 A précis of the day to day running of the Company.

22.3.3 A précis of any significant correspondence.

22.3.4 Any other matters of special significance.

This report shall be sent to the Master with copies to all Branch Wardens.

22.4 The General Secretary shall, when directed by the Master, conduct a postal ballot or group telephone meeting of all Executive Council Members on any matter deemed to be beyond the scope of the sub-committee set up under rule 22.2 and which therefore properly falls within the jurisdiction of the full Executive Council. The Executive Council shall respond within seven days of receipt of the ballot paper which may be sent by facsimile, after conferring with their respective Branch Committees if they feel necessary to do so.

## **GENERAL SECRETARY AND TREASURER**

23. The Executive Council shall appoint a Member or Members of the Company to the office or offices of General Secretary and General Treasurer, and may from time to time cancel or revoke any such appointment and may make such fresh appointment as the Executive Council may think fit, and may prescribe from time to time the duties of any such General Secretary or General Treasurer and fix his, her or their remuneration if any. All such appointments and remuneration shall be reviewed annually. The offices of General Secretary and General Treasurer may at the option of the Executive Council be vested in one and the same person.

23.1 The General Secretary shall conduct the correspondence and shall have custody of the common seal, title deeds, securities and other documents belonging to the Company. He or she shall in person or by deputy attend and keep full and correct minutes and shall produce such minutes at all meetings. He or she shall read, attend to and file all communications and other papers in particular shall receive all nominations for Membership of the Company, Officers of the Company and Members of the Executive Council. He or she shall also forward to the Registrar of Incorporated Societies such notices and returns, (including the Annual Financial statement) as the Registrar shall from time to time require.

23.2 The General Treasurer shall be paid and collect and account for all levies, funds, donations and other moneys, and his or her receipt shall be

sufficient discharge. All moneys received by him or her shall be forthwith banked in the name of the Company in such bank or banks as may be approved by the Executive Council from time to time. Subject to the Master's approval he or she shall pay any properly incurred account to the amount of \$1,000.00 in any single instance without further reference to the Executive Council. He or she may invest and deal with Company funds in such manner as the Master shall direct and from time to time shall realise or dispose of such investment in accordance with such directions from the Executive Council as are in place at the time.

He or she shall prepare the Annual Accounts of the Company for presentation by the Executive Council to the Annual General Meeting. Such accounts may be audited at the discretion of the Executive Council.

## **COMMON SEAL**

24. The Company shall have a common seal which shall be kept in custody of the General Secretary and shall only be used in pursuance of a resolution of the Executive Council of the Company, and every instrument to which the seal is affixed shall be signed by the Master and one Executive Councillor and shall be countersigned by the General Secretary.

## **BANK ACCOUNT**

25. The Company may have a current account at such bank as the Executive Council may from time to time determine. Such account to be operated on by the Master and/or the General Secretary/Treasurer or such other Members of the Executive Council as may be appointed. Any endorsements may be made by any of the said Officers.

## **CONTROL AND INVESTMENT OF FUNDS**

26. The Executive Council shall have the general control of the funds of the Company which shall be paid into the Company's bank account and any part of such funds not immediately required may be invested by the Master and General Secretary on fixed deposit in such recognised trading bank as they shall together determine, or any other investment authorised by a resolution of any General Meeting of the Company.

## **BORROWING POWER**

27. The Company shall in addition to the other powers vested in it have a power to borrow or raise money from time to time by the issue of debentures, bonds,



mortgages or any other security founded or based on all or any of the property and/or rights of the Company or without any such security and upon such terms as to priority and otherwise as the Society shall think fit but the powers of borrowing or raising money shall not be exercised except pursuant to a resolution of the Company passed in General Meeting.

28. The Executive Council shall indemnify any person who has entered into or accepted any liability on behalf of the Company on the instructions of the Executive Council or in observance of such instructions as are in place from time to time.

## **WINDING UP**

29. The Company at a general meeting of its Members may pass a resolution requiring the Company to be wound up, subject to Section 24 of the Incorporated Societies Act 1908. In the event of the winding up the Company, after all the liabilities of the Company have been fully discharged, any property remaining shall not be paid to or distributed amongst the Members of the Company, but shall be given or transferred to some other organisation or body having objects similar to the objects of the Company or for some charitable purpose within New Zealand. The resolution to wind up must be confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

## **THE PECUNIARY PROFIT CLAUSE**

30. No Member or person associated with a Member of the Company shall derive any income, benefit or advantage from the Company where they can materially influence the payment of the income, benefit or advantage.

Except where that income, benefit or advantage is derived from:

30.1 Professional services to the Company rendered in the course of business, charged at no greater rate than current market rates; or

30.2 Interest on money lent at no greater rate than current market rates.

## **BRANCHES**

### **31.1 ESTABLISHMENT AND CONTROL OF BRANCHES**

31.1.1A local Branch of the Company may, with the approval of the Executive Council be established at a New Zealand port where there are not less than fifteen (15) Ordinary Members of the Company;

31.1.2At a General Meeting of such Branch, a Branch Committee shall be elected from the Members of such Branch, and such Meeting may in its discretion elect the following Officers:

- a Warden
- a Deputy Warden
- an Honorary Secretary and
- an Honorary Treasurer;

31.1.3The number of a Branch Committee shall be decided by the Branch numbers;

31.1.4Branch Officers shall hold office for two years or until their successors are appointed and shall be eligible for re-election;

31.1.5Failing appointments under sub-section 31.1.2 hereof, the Members shall elect the Officers mentioned in sub-section 31.1.2 of this rule at the first meeting of a Branch Committee;

31.1.6Vacancies occurring on a Branch Committee shall be filled by that body. A Member appointed to fill the vacancy shall hold office until the following Annual General Meeting of that Branch;

31.1.7A Member of a Branch Committee shall vacate his or her seat in any of the following circumstances:

- 31.1.7.1 On resignation from the Company
- 31.1.7.2 On absenting himself or herself without the permission of the Branch Committee from three consecutive Meetings of the Committee
- 31.1.7.3 On being out of financial standing
- 31.1.7.4 On expulsion from Membership of the Company
- 31.1.7.5 At the request of Members following a Special Resolution carried as required by these rules at a Special General Meeting of the Branch;

- 31.1.8A Branch committee shall meet as and when required but at least once every three months. Special Meetings may be called by the Warden whenever he deems it desirable;
- 31.1.9A copy of all proceedings of a Branch Committee shall be supplied to the Executive Council through the General Secretary;
- 31.1.10 In the absence of the Warden and Deputy Warden any meeting shall elect its own chairperson;
- 31.1.11 A Branch Committee shall, subject to the provisions of this constitution and to the over-riding jurisdiction of the Executive Council, be vested with the following powers:
- 31.1.11.1 To recruit and admit new Members to the Company
  - 31.1.11.2 To accept resignations of Members from the Company
  - 31.1.11.3 To engage and dismiss employees of the Branch and to fix their remuneration and define their duties
  - 31.1.11.4 Subject to the approval of the Executive Council, to acquire at its own expense premises either on lease, by purchase or otherwise to be used as business or social centres and/or for the activities of the Company and to furnish and equip such premises
  - 31.1.11.5 To appoint such Committee and Sub-Committees as it may deem desirable
  - 31.1.11.6 To open a banking account in the name of the Branch and to appoint Members to operate such account on behalf of the Branch
  - 31.1.11.7 To grant such honoraria from Branch funds as may be decided at the Annual General Meeting of the Branch
  - 31.1.11.8 Generally to do such other things as in the opinions of the Branch Committees are in the interests of the Branch, subject to provisions of rules 3.6 and 3.11;
- 31.1.12 The Honorary Secretary/Treasurer of each Branch shall have similar duties with respect to the Branch as the General Secretary/Treasurer has to the Company under rules 23.1, 23.2 and 23.3. He or she shall also perform such other duties as the Branch Committee directs;
- 31.1.13 Honorary Members or Associates of the Branch may be appointed to the position of the Branch Secretary and/or Treasurer, but in this event such officer, although permitted to join in discussions shall have no voting powers. Honorary Members or Associates of the Branch shall not be

eligible, save to the extent permitted by this rule, to become Members of a Branch Committee.

## 31.2 MANAGEMENT OF BRANCH FUNDS

31.2.1 The assets and funds controlled by each Branch shall be the common property of the Company;

31.2.2 Each Branch shall remit to the Company all members' levies made under rule 8. A Branch may impose Branch subscriptions to cover its working expenses, the general activities of the Branch and payment of the Company levy as provided by rule 9. Each Branch shall notify the Executive Council annually of moneys or funds standing to its credit;

31.2.3 Donations to any Branch shall remain the common property of the Company. However donations shall be retained on the Branch books of account. In the event of the Branch winding up, the donations shall be remitted to the Executive Council through the General Treasurer;

31.2.4 No expenditure other than petty cash shall be made by any Branch without the sanction of the Branch Committee.

## 31.3 AUDIT OF ACCOUNTS

31.3.1 All Branch Committees may, when deemed necessary, arrange for their annual statement of income and expenditure and balance sheet to be audited by an independent person;

31.3.2 The Executive Council may at any time appoint special auditors to examine any books or accounts pertaining to any funds or account of the Company or of any Branch thereof.

## 31.4 BRANCH ANNUAL GENERAL MEETINGS

31.4.1 Each Branch shall hold its Annual General Meeting not later than the month of June in each year;

31.4.2 The Branch Committee for the ensuing year shall be elected at such a meeting;

31.4.3 Notice of such meeting shall be given at least 30 days before the meeting and items for inclusion in the agenda shall be in the hands of the Branch Secretary at least 21 days before the meeting;

31.4.4 A copy of the Annual Report and Minutes of the Branch Annual Meeting, together with the Annual Statement of Income and Expenditure sheet in the approved format shall be sent to the Executive Council within 14 days after the meeting.

## 31.5 SPECIAL MEETINGS OF BRANCHES

31.5.1 A Special General Meeting of any Branch may be called upon receipt of a requisition signed by not less than five (5) Members, and no business other than that for which the meeting has been specially called shall be concluded.

## 31.6 VOTING

31.6.1 The Warden shall have a deliberative vote and shall have a casting vote at Committee or General Meetings of the Branch.

## 31.7 WINDING UP

31.7.1 In the event that the Members of a Branch wish to dissolve the Branch, the Branch Committee shall convene a Special General Meeting of Members at which a motion to dissolve the Branch shall be put as a Special Resolution to be determined as per provisions of rule 18. If the motion to dissolve the Branch is carried, the Branch Committee shall forthwith convey that decision to the Executive Council in writing and shall require the Honorary Branch Treasurer to provide the General Secretary with audited statements of account as at the date the Branch is to be wound up.

Any balance of funds in the Branch account, including donations, any unsold items of stock and any other assets held by the Branch in the name of the Company shall be returned to the Company.