



CONSTITUTION OF THE DISTANCE EDUCATION ASSOCIATION OF NEW ZEALAND INCORPORATED

1. NAME

The name of the Association shall be "The Distance Education Association of New Zealand Incorporated" hereinafter referred to as "the Association".

2. OBJECTIVE

The objective of the Association shall be to foster high standards in the practice of distance education in New Zealand.

3. FUNCTIONS

In pursuit of the Association's objective, the functions of the Association shall be:-

- 3.1. Ensuring that the spirit of partnership embodied in the Treaty of Waitangi, Te Tiriti O Waitangi, the Distance Education Association of New Zealand seeks to honour the articles of that Treaty.
- 3.2. Undertaking any activities which from time to time are seen by the Association to be in the interests of distance education in New Zealand.
- 3.3. Advising and making representations on any matters relevant to distance education in New Zealand.
- 3.4. Establishing liaison with the international distance education community.
- 3.5. Promoting discussion about research and development in distance education, disseminating the results of relevant research and identifying areas in which research and development is particularly needed.
- 3.6. Organising regular conferences for the discussion of distance education.
- 3.7. Organising special interest seminars and workshops on distance education.
- 3.8. Publishing a newsletter at regular intervals and such other publications as the Association shall determine from time to time.

4. POWERS

- 4.1. To subscribe to, become a member of and co-operate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association. Provided that the Association shall not subscribe to or support with its funds any club, association or organisation that does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by rule 22(F).
- 4.2. To buy sell or deal in all kinds of articles, commodities and provisions for members of the Association, or persons on the Association's premises.
- 4.3. To purchase, take on lease or in exchange, hire and otherwise acquire land, buildings, easements, or property, real or personal, and any rights or privileges that may be necessary for the purposes of or associated with the objects of the Association. Provided that where the Association takes any property subject to any trusts, the Association shall only deal with that property in such a way as is allowed by law regarding such trusts.
- 4.4. To enter into arrangements with any government or authority that are incidental or conducive to the attaining the objects and exercise of the powers of the Association. In addition, to obtain from any government or authority any rights, privileges or concessions that the Association believes desirable to obtain and to carry out those rights, privileges and concessions.
- 4.5. To appoint, employ, remove, suspend any employees or other persons as may be necessary for the purposes of the Association.
- 4.6. To remunerate any person or body corporate for services rendered or to be rendered.
- 4.7. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences that may directly or indirectly advance the Associations interests; and to contribute to subsidise or otherwise assist in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of the Association's property and buildings.
- 4.8. To invest and deal with money of the Association not immediately required in such a way as the Association from time to time approves.
- 4.9. To take, acquire or hold any shares, debentures or securities of any company or body corporate.
- 4.10. To lend and advance money or give credit to any person or body corporate, to guarantee or give indemnity for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person and body corporate in the advancement of the association's objects.

- 4.11. To borrow or raise money, either alone or jointly with any other person or legal entity in such a manner as the Association approves. To secure any money or advances borrowed either jointly or with others by way of charge, mortgage, lien or other security on the whole or part of the Association's property and assets and purchase, pay off or redeem such securities.
- 4.12. To draw, accept, endorse, execute or issue promissory notes, bills or lading and other negotiable or transferable instruments.
- 4.13. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any of the Association's property or rights to further the Associations objects.
- 4.14. To take or hold mortgages, liens, charges, to secure the payment of purchase price or any unpaid balance of the purchase price, for any part of the Association's property sold by the Association, from purchasers and others.
- 4.15. To take any gift or property, whether subject a special trust or not, for any one or more of the objects of the Association, but always subject to the proviso in sub-rule three (3).
- 4.16. To undertake written appeals, public meetings or other activity as the Association deems necessary or expedient, to procure contributions to the Association's funds by way of donations, annual subscriptions or otherwise.
- 4.17. To print and publish newspapers, periodicals, books, articles and leaflets that the Association approves to assist in reaching its objects.
- 4.18. In furtherance of the Association's objects, to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association.
- 4.19. To purchase or acquire or undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- 4.20. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Associations with which the Association is authorised to amalgamate.
- 4.21. To make donations for patriotic, charitable or community purposes.
- 4.22. To do all other things as are incidental or conducive to the attainment of the objects or the exercise of the powers of the Association.
- 4.23. To take power over the assets and liabilities of the unincorporated Association known as the Distance Education Association of New Zealand.

5. MEMBERSHIP

5.1. CLASSES

The membership of the Association shall consist of any of the following classes of members:-

- (i) Registered Members
- (ii) Ex-Officio Members
- (iii) Life Members
- (iv) Institutional Members
- (v) Student members

5.2. ELIGIBILITY

Any person expressing an interest in or an involvement with distance education and who is over the age of 18 years shall be eligible for membership. Student members who are less 18 years old shall not be eligible to hold elected positions.

5.3. REGISTER OF MEMBERS

A Register of Members of the Association shall be kept at the Registered Office of the Association.

It shall contain:

- the member's name and address;
- the date on which the person becomes a member;
- the date on which the person ceased to be a member;
- telephone number; (optional)
- occupation; (optional) and
- interests, talents/skills that may be valuable to the Association. (optional)

5.4. Membership of the Association is annual and shall be renewable each year except in the case of Life Members, and Ex-officio Members.

5.5. The secretary shall make the register available at any meeting of the Association for the purpose of confirmation of membership and recording of new members.

5.6. All applications for registered membership of the Association shall be made in writing, formally submitted by the applicant and shall be in such a form as the Association from time to time prescribes." (amended 1 March 2005)

6. MEMBERSHIP FEES

- 6.1. The membership fees shall be as the Association will from time to time determine at any general meeting
- 6.2. The membership fees for registered membership shall be payable at such a time as the Association sees fit.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

7.1. RESIGNATION

A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

7.2. TERMINATION OF ORDINARY MEMBERSHIP

If a member:

- (i) is convicted of an indictable offence, or
- (ii) fails to comply with any of the provisions of the rules, or
- (iii) conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, or
- (iv) has membership in arrears for more than 12 months, the Association shall consider whether the membership shall be terminated.

7.3. The member concerned shall be given a full and fair opportunity of presenting a case and if the Association resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

7.4. Membership will be terminated in the following way:

- the member will be given notice by the Secretary that the Executive of the Association is considering termination of the membership. At this time the membership will be suspended until the determination of any appeal;
- the Executive will constitute a Special General Meeting of the Association to discuss the proposed termination;
- if the members of the Association vote to terminate the membership, the member will have a right of appeal against the decision;

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 8.1. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving notice thereof, lodge with the Secretary written notice of appeal against the decision of the Association.
- 8.2. Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within one month of the date of receipt of such notice, a special general meeting to determine the appeal. At any such meeting the applicant and members who rejected the application shall be given the opportunity to present fully a case to the Association. The appeal shall be determined by the vote of the members present at such meeting.
- 8.3. Where a person whose application is rejected does not appeal against the decision of the Association within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

9. VOTING

- 9.1. The Association shall exercise a power or authority or perform a duty by a majority vote of the members present and voting in respect of that exercise of performance at a duly constituted meeting.
- 9.2. Only members whose names appear on the register shall be entitled to vote at any meeting of the Association.

10. OFFICERS OF THE ASSOCIATION

- 10.1. The officers of the Association's executive committee will be the president, vice-president, secretary and treasurer.
- 10.2. The officers shall be elected at each annual general meeting;
- 10.3. The officers shall hold office in an honorary capacity;
- 10.4. The office of treasurer shall not be held by either the president or secretary.
- 10.5. Retiring officers may be eligible for re-election up to a maximum of (4) four consecutive years in any position on the executive and, if desirable, eligibility for re-election may be extended as the Association sees fit;
- 10.6. The secretary of the Association shall, after each annual general meeting, notify the Consumer Affairs Division of the Ministry of Commerce of the names of the Officers.
- 10.7. No paid employees of the Association or its sub-committees shall be eligible to hold a position on the Executive Committee of its or the Association's sub-committees;
- 10.8. No honoraria shall be granted to any officer of the Association.

- 10.9. The President or a nominee approved by the Executive will represent the Association on any committees or advisory councils as from time to time the Association may direct.

11. ELECTION

- 11.1. The election of officers and filling of other positions of the Association shall take place in the following manner:-
- 11.2. Any two members of the Association shall nominate any other member who agrees to be nominated to serve as an officer or other member of the Executive Committee;
- 11.3. The nomination, which must be in writing and signed by the member and the proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting is to take place;
- 11.4. A list of the candidates' names in alphabetical order shall be placed in a conspicuous place in the office or usual place of meeting of the Association and the names shall be circulated to the community in a newsletter or publication for at least seven (7) days immediately preceding the annual general meeting;
- 11.5. If there is more than one nomination, balloting lists shall be prepared containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;
- 11.6. Should at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
- 11.7. The election will be conducted by secret ballot and scrutineers appointed if necessary.

12. VACANCIES.

- 12.1. Any vacancy occurring amongst the officers of the Association shall be filled at the next meeting of the Association and that person may hold office until the next Annual General Meeting.
- 12.2. Any office bearer may resign from office by giving notice in writing to the secretary, and such resignation shall only take effect at the time such notice is received by the secretary unless some later date is specified.
- 12.3. Automatic Removal from Office- The position of any office bearer absent from three consecutive general meetings without leave of absence or apology shall automatically become vacant.
- 12.4. Removal From Office- Officers may be removed from office at a special general meeting called for that purpose. At any such meeting the officer shall be given the opportunity to present a case fully, whether orally or in writing. Voting on this issue shall be by secret ballot and by simple majority.

- 12.5. The Association shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Executive Committee until the next annual general meeting.
- 12.6. The continuing members of the Executive Committee may act until such time as a vacancy is filled notwithstanding any casual vacancy in the Executive Committee.

13. FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 13.1. Except as provided by these rules and subject to resolutions of the members of the Association carried at any general meeting, the Executive Committee :-
- Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - Shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent, subject to the Incorporated Societies Act 1908.
- 13.2. The Executive Committee may administrate on behalf of the Association provided that their decisions are subject to ratification at the next general meeting of the Association;
- 13.3. The Executive committee shall attend to urgent and emergent matters and decide appropriate action, subject to ratification at the next meeting.

14. MEETING OF THE EXECUTIVE COMMITTEE

- 14.1. The Executive Committee should meet at least once every calendar month or as from time to time determined by the Association during the year to exercise its functions.
- 14.2. A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing and approved by not less than one third of the members of the Executive Committee. The notice shall clearly state the reasons why such special meeting is being convened and the nature of business to be transacted thereat.
- 14.3. At every meeting of the Executive Committee a simple majority of members elected and/or appointed to the Executive Committee shall constitute a quorum.
- 14.4. The President of an Association or the person presiding shall have a deliberative vote and in the event of an equality of votes, a casting vote.
- 14.5. A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Association in which that person is interested, or any matter arising thereat, and if the person does vote, the vote shall not be counted.
- 14.6. Not less than three clear days notice shall be given by the Secretary to all members of the Executive Committee of any special meetings of the Executive Committee. Such notice shall clearly state the nature of business to be conducted thereat.

- 14.7. The President shall preside as Chairperson at every meeting of the Executive Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may vote one of their number to be Chairperson of the meeting.
- 14.8. If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Executive Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to any such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15. SUB-COMMITTEES

- 15.1. The Association may delegate any of its powers to a sub-committee.
- 15.2. The Association shall have the power to form sub-committees for special purposes, consistent with the objectives of the Association and such sub-committees shall perform such duties allotted to them under the general supervision and control of the Association. The Association will determine the rules under which the sub-committee operates.
- 15.3. The Association shall, where appropriate, appoint a chairperson, secretary and if funds are to be raised or expended, a treasurer, and the sub-committee shall meet at such times as it may decide.
- 15.4. The office of treasurer of a sub-committee may not be held by either the chairperson or secretary of that sub-committee. Members of the executive committee of the Association are eligible to hold office on sub-committees.
- 15.5. If a sub-committee has been authorised by the Association to raise and expend money, the treasurer of that sub-committee shall take charge of all money collected in any way and shall keep a proper record of receipts and payments.
- 15.6. The treasurer of a sub-committee shall hand to the successor in office, all money and audited books of account belonging to such sub-committee when such successor has been appointed.
- 15.7. A sub-committee if so authorised, may operate a bank account in its name at the same bank as the Association, and cheques on such accounts shall be signed by any two of the president, secretary and treasurer of the sub-committee.

- 15.8. A sub-committee so formed shall report progress in writing to the general monthly meeting of the Association and if authorised to raise or expend funds shall present a statement of receipts and payments at each general meeting of the Association.
- 15.9. At times determined by the Association, a sub-committee, if authorised to raise or expend funds, shall pay any funds in excess of working capital as determined by the Association to the Association.
- 15.10. Funds raised by a sub-committee for a particular purpose authorised by the Association shall be used for that purpose.
- 15.11. Upon completion of the task for which it was formed, a sub-committee shall submit a final report and financial statement upon the work done.
- 15.12. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairperson shall have a casting vote.
- 15.13. The President of the Association, or a nominee, is an ex-officio member of all sub-committees.

16. AUTHORITIES

All acts done by any meeting of the Executive Committee or of a sub-committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting aforesaid, or that members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

17. WRITTEN RESOLUTIONS

A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

18. QUORUM

- 18.1. The quorum for the annual general meeting of the Association shall be 15 members, or a number less than 15 as prescribed in this constitution.
- 18.2. The quorum for a general meeting shall be 7 members, or a number less than 7 as prescribed in the constitution.
- 18.3. The quorum for a special general meeting of the Association shall be 7 members, or a number less than 7 as prescribed in the constitution.

19. ANNUAL GENERAL, GENERAL or SPECIAL MEETING.

Meetings are defined to include teleconference meetings and meetings conducted in an electronic form. Participation by such means shall constitute presence in person at such meeting.

19 A) ANNUAL GENERAL MEETING

- 19.A.1. Timing: - The annual general meeting of the Association shall be held within three months of the close of the financial year.
- 19.A.2. Registered members, institutional members, life and ex-officio members may vote at the Annual General Meeting. The register of members shall close at the general meeting held prior to the date set for the Annual General Meeting.
- 19.A.3. Date: - The date of the annual general meeting shall be determined at the final general meeting preceding the close of the financial year.
- 19.A.4. Notice: - The secretary shall give at least 14 clear days notice of intention to convene the annual general meeting.
- 19.A.5. Motions on notice:- Any matters considered by the executive committee or Chairperson to be of great importance or of a contentious nature must be placed on notice.
- 19.A.6. Order of business:- The order of business at the annual general meeting shall be:-
- welcome to members and any special visitors;
 - apologies;
 - confirmation of minutes of previous annual general meeting;
 - the receiving of the Annual Report and statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding year;
 - the receiving of the auditor's report upon the books and accounts of the preceding financial year;
 - the election of members of the Executive Committee.
 - receipt and adoption of the annual report by the president;
 - election of officers and other positions and representatives;
 - appointment of auditor. The need for an annual audit be replaced by a biannual audit in the conference year, to be completed by a chartered accountant and be

included in the annual report. In each alternate year a systems review be held
(amended 8 December 2005)

19 B) SPECIAL MEETINGS

- 19.B.1. The secretary shall convene a special general meeting-
- 19.B.2. when directed to do so by the Executive Committee; or
- 19.B.3. by the requisition in writing signed by not less than one-third of the members presently on the Executive Committee or not less than the number of ordinary members of the Association that equals double the number of members presently on the Executive Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of business to be conducted thereat; or
- 19.B.4. on being given notice in writing of an intention to appeal against the decision of the Association to reject an application for membership or to terminate the membership of any person.

19 C) GENERAL MEETING

- 19.C.1. The Secretary shall convene all general meetings of the Association by giving not less than 7 days clear notice of any such meeting to the members of the Association. An Association may determine fixed dates for its meetings.
- 19.C.2. The manner by which such notice shall be given shall be determined by the Executive Committee. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 19.C.3. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business.
- 19.C.4. Order of business:

The business at a general meeting shall include:

- apologies;
- confirmation of minutes of previous meeting;
- business arising out of the minutes (to be limited to matters directly arising therefrom and not to include matters that will be dealt with in reports and general business);
- correspondence
- confirmation of executive committee decisions;

- finance, financial statement;
 - reports;
 - motions on notice;
 - general business;
 - applications for membership and recording of new members.
- 19.C.5. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of the members of the Executive Committee of the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to any such other day and at such other time and place as the Executive Committee may determine.
- 19.C.6. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 19.C.7. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. EXCEPTIONS

Unless otherwise provided by these rules, at every general meeting:

- 20.1. the President shall preside as Chairperson at every meeting, or if there is no President, or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting or is unwilling to act, then the members present may choose one of their number to be Chairperson of the meeting;
- 20.2. the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- 20.3. every question, matter or resolution shall be decided by a majority of votes of the members present;
- 20.4. every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.

- 20.5. voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 20.6. the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Executive Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: provided that the minutes of any annual general meeting shall be signed by the Chairperson of the next succeeding general meeting or annual general meeting.

21. MANAGEMENT PROCEDURES

- 21.1. The Executive Committee may from time to time make, amend or repeal procedures not inconsistent with this constitution, for the internal management of the Association and any procedure may be set aside by a general meeting of members.
- 21.2. Alteration of Rules

Subject to the provisions of the Incorporated Societies Act 1908, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no amendment, rescission, or addition shall be valid unless the same is submitted to and approved by the Department administering the Incorporated Societies Act.

22. FINANCE

A BANKING

- 22.A.1. The funds of the Association or of its sub-committees shall be deposited in the name of the Association and its sub-committees in such bank or financial institution as the Association may from time to time direct.
- 22.A.2. All moneys raised both by and on behalf of the Association shall be handed to the treasurer of the Association to be lodged in the name of the Association. All moneys shall be used for the following purposes:-
- defraying expenditure lawfully incurred by the Association;
 - towards the objectives and functions of the Association.

- 22.A.3. The cheque account of the Association and its Sub-committees shall be operated by signature of the treasurer and another executive member.

B EXPENDITURE

- 22.B.1. No expenditure, except as a matter of urgency, shall be incurred without the approval of the Association and all accounts must be passed for payment at a general or special meeting of the Association.
- 22.B.2. The secretary may be provided with a petty cash fund of Dollars (\$ 100.00). A statement of expenditure from the petty cash fund, with receipts, shall be submitted to the next general meeting, and after approval, reimbursement shall be made to the petty cash fund provided to the secretary.
- 22.B.3. All amounts of one hundred dollars (\$100) and over shall be paid by cheque signed by any two of the authorised signatories of the account. An exception will be urgent or international payments, which can be actioned by the treasurer through Internet banking following a) notification to the executive via email to committee@deanz.org.nz, and b) an authorisation from an account signatory in response to that message, also sent to committee@deanz.org.nz (added 8 December 2005)
- 22.B.4. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature in accordance with any statutory requirement as may be determined from time to time.
- 22.B.5. All moneys shall be deposited as soon as practical after receipt thereof.
- 22.B.6. Cheques shall be crossed "not negotiable" and marked "account payee only" except those in payment of wages, allowances or petty cash recoupment that may be open.

C INVESTMENTS

The Association may invest surplus moneys with those financial institutions approved from time to time for the purpose by the Association. Any such investments must be in the name of the Association.

D FINANCIAL YEAR

- 22.D.1. The Financial Year of the Association shall be the period of twelve months ending 31 March of each year.
- 22.D.2. As soon as practicable after the end of each financial year but prior to the Annual General Meeting. The Treasurer shall cause to be prepared a statement containing the particulars of:
- the income and expenditure for the financial year just ended;

- the assets and liabilities and of all mortgages, charges and securities affecting
- the property of the Association at the close of that year; and
- the combined statements of accumulated funds.

E HANDING OVER OF ACCOUNTS.

- 22.E.1. The treasurer shall hand to the successor in office all accounts and moneys of the Association as soon as that successor has been appointed.
- 22.E.2. Should the treasurer resign during the term of office, arrangements should be made for an audit of the accounts of the Association to be carried out before handing these accounts to the new treasurer.
- 22.E.3. Should the secretary resign during the term of office, arrangements should be made for the treasurer to inspect the petty cash fund account before handing that account to the new secretary.

F NON DISTRIBUTION OF INCOME AND ASSETS

The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Association or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or any other person in return for any services actually rendered to the Association. Provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

23. RECORDS

The Executive Committee shall provide for the safe custody at the school of books, documents, instruments of title and securities of the Association for a period as determined by Statute.

24. COMMON SEAL

- 24.1. The Common Seal of the Association shall be held at the Registered Office of the Association and used as follows by the authority of the Executive committee.
- 24.2. Every document to which the seal is affixed shall be signed by a member of the Executive committee and countersigned by another member of the Executive Committee.

24.3. The Secretary shall maintain a register showing brief details of document signed under seal, the date of sealing and the initials of the signing members.

25. DISSOLUTION OF THE ASSOCIATION

The Association shall be dissolved only in accordance with the provisions of the Incorporated Societies Act 1908. The property of the Association shall be divided up among any other incorporated association having aims and objectives broadly similar to those of the Association.

DEFINITIONS

Amalgamate:	To merge with one or more or incorporated bodies.
Gift:	A donation or bestowal.
Property:	A thing over which someone has legal title.
Real Property:	Land over which someone has legal title.
Trust:	Property held for the benefit of another.
Sponsorship:	A gift, usually of money or kind, given by a body or individual in support of an activity.
Publish:	To issue copies of an information sheet, book or newsletter whether on paper or electronically.
Registered Members:	Persons whose names are listed in a register as being voting members of the Association.
Executive Members:	Those who are nominated by the membership to assist the elected officers perform duties.
Ex-Officio Members:	Members of the Association whose membership arises by way of an office they hold, Ex-officio members have the same rights as registered members, but cannot be removed from membership and do not hold office. Institutional
Member:	Member of the Association that is an institution, not being an unincorporated body, having as its principal activity a relationship to distance education. Each institutional member has three votes.
Student Members:	Those who are full time students and less than 18 years of age.
Life Members:	Those granted membership, usually at no cost, for the duration of their lives. Life membership is often awarded for long or meritorious service.
Register of Members:	A list containing the particulars of members as set out in the constitution.
Honorary Capacity:	Holding the office without pay or remuneration.
Insufficient number of candidates:	Where there are not enough candidates nominated in advance to fill the vacancies. Nominations may then be called from the floor.

Removal from Office and membership:	An officer may be removed from office without losing any membership rights
Clear days:	Where notice is to be given for an event, the day on which the notice is given and the day of the event are not counted. For example; seven clear days is a minimum of nine days notice, since the first and last days do not count. The Postal Rule applies.
Audit of sub- committees:	Where a sub-committee has a financial power, its books should be audited in advance and included in the audit of the whole Association.
Authorities:	This is power to uphold decisions of an executive committee if it was found afterwards that there was some defect in the appointment of a member. All executive committee decisions must be ratified at the next general meeting of the Association.
Fixed Dates:	Notices or signs indicating the times and dates of general meetings of the Association will constitute notice of the general meetings. Special meetings and Annual General Meetings should be advertised separately.
Safe Custody:	Kept safely (e.g. in a secure cabinets or safe) at a place where documents and seals cannot be damaged by fire or stolen easily.
Holding of Joint Positions:	This constitution permits the offices of president or vice-president or secretary to be held by one person. The position of treasurer cannot be jointly held to reduce the possibility of fraud.
Auditor:	The auditor must be a certified practicing accountant or a person with qualifications deemed appropriate by the Association. Normally a Certified Practicing Accountant.

Finance/Financial Statements includes the following reports:

- (i) schedule of accounts for ratification;
- (ii) schedule of accounts to be paid;
- (iii) monthly statement of Receipts and Payments;
- (iv) bank reconciliation;
- (v) relevant bank statement.

The reconciliation and bank statement should be reviewed before the meeting by another member of the executive (president, secretary) and both documents certified by that executive officer.

Copies of all these documents should then be taken and an appropriate number distributed to members before the start of the meeting. A copy is to be placed in the minutes of the meeting if accepted.

The above information applies to all accounts of the association including sub- committees.

Exhibit Note: This is the document marked "A" referred to in the annexed declaration of Andrew Hamilton Higgins made at Dunedin on thisday of
1999 before me,

Signed