

Constitution and Objectives  
of  
Associated New Zealand Myalgic  
Encephalopathy Society Incorporated

**ANZMES**

Our Mission

To improve the Quality of life, for people with

**Myalgic Encephalopathy**

(Otherwise referred to as ME)

also called

**Chronic Fatigue Syndrome**

(Otherwise referred to as CFS)

Incorporated 8th January 1981

Registered NZ Charity cc 30391

TABLE OF CONTENTS

1. Name of Society
2. Principles, Adoption and Interpretation of Rules
3. Objects
4. Liability
5. Membership
6. Subscription & Levies
7. Expulsion or Cessation of Membership
8. Disputes/Complaints
9. Governance and Management
10. Elections & Removal of Office Bearers & Executive
11. Office Bearers
12. Meetings
13. President's Duties and Powers
14. Vice-President's Duties and Powers
15. Secretary's Duties
16. Treasurer/Finance
17. Registered Office
18. Record Keeping
19. Common Seal
20. Alterations to Constitution
21. Winding up of ANZMES

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## **NAME OF SOCIETY.**

The name of the Society is: Associated New Zealand Myalgic Encephalopathy Society Incorporated (hereafter referred to as ANZMES).

1.2 ANZMES is a voluntary, non-profit organisation and is not for the personal financial or pecuniary gain of the members and has perpetual succession. Registered NZ Charity cc 30391

## **2. PRINCIPLES, ADOPTION AND INTERPRETATION OF THE RULES**

### **2.1 PRINCIPLES**

ANZMES is committed, in attaining its purposes to:

2.1.1 Respect the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi).

2.1.2 Respect the cultural diversity of people and encourage people from all nationalities to utilise the ANZMES facilities and services.

2.1.3 Maintain the highest standards of professionalism and integrity.

2.2 This Constitution is the basis of membership, and all who join do so on the basis that they accept and will be bound by the rules, whatever they may be.

2.3 Copies of the constitution shall be provided (at a cost to any Member on request).

2.4 Members of ANZMES may amend the rules of ANZMES from time to time so long as the rule change is in accordance with the rules themselves.

2.5 The relationship between a society and its members is one of contract, the contract being that contained in the rules.

2.6 Subject to statute, the interpretation of these Rules, the resolutions of General Meetings, any disputes relating specifically to the activities of ANZMES and on matters not provided for in these rules, will be decided by the Executive.

2.7 The decisions of the Executive shall be final and binding on all Members. Members have the right to appeal at a General Meeting.

2.8 All Members, Executive Members, Officers and employees and or contractors shall promote the interests and the objects of ANZMES and shall do nothing to bring ANZMES into disrepute.

## **3. OBJECTS**

### **3.1 PRIMARY OBJECTS**

No object is intended to be predominant, irrespective of the positioning of any of the objects or the way they are expressed.

3.1.1 To provide support for, and to publish and distribute information to groups and individuals suffering from or interested in ME/CFS, including their family and carers.

RULES, CONSTITUTION AND OBJECTIVES of the  
ASSOCIATED NEW ZEALAND MYALGIC ENCEPHALOPATHY SOCIETY INCORPORATED  
As at 18 March 2010

3.1.2 To provide a national focus for and to represent individual sufferers and Support Groups for ME/CFS in New Zealand.

3.1.3 To promote research into the study of ME/CFS, and of the causes and treatment of this disease and to liaise internationally and keep abreast of current research.

3.1.4 To maintain its position as an authoritative advisory body in this area of interest.

3.1.5 To raise awareness of the illness by educating health professionals and the wider community about this medical condition.

3.1.6 To do any act or thing incidental or conducive to the attainment of any of the above objects.

3.1.7 To produce a regular publication for all subscribing members to disseminate information and support.

### 3.2 SECONDARY OBJECTS

Without detracting from the primary objects, the secondary objects are to:

3.2.1 Make regulations, bylaws or policies to advance the attainment of any of the above objects, which are not inconsistent with statute or the Constitution. This includes alterations, additions or rescissions to the existing rules that do not conflict with the fundamental objects, provided all the actions required by the act are exercised to bring about such changes.

3.2.2 Enter into contracts.

3.2.3 Enter into compromises with creditors.

3.2.4 Establish codes of behaviour applicable to members and impose penalties on members where necessary.

3.2.5 To set out additional powers in its rules.

3.2.6 Make use of its funds to pay the costs and expenses of furthering or carrying out its objects.

3.2.7 Raise or borrow money and this includes making a pecuniary gain as long as such a gain is not distributed to or divided among members, except to carry out the primary functions above. However these powers shall not be exercised other than by resolution of a General or Special meeting.

3.2.8 Own or lease property.

### 4. LIABILITY

4.1 ANZMES will not of itself, result in members incurring any liability for ANZMES' obligations and takes no responsibility for any actions of its Executive, Officers, Sub-committees or Members. Obligations of ANZMES are also shared by its Officers and Members.

## **5. MEMBERSHIP**

### **5.1 CLASSES OF MEMBERSHIP**

5.1.1 Ordinary Member – individual person (sufferer or person interested in ME/CFS).

5.1.2 Associate Group Member – Support Groups which are incorporated Societies or Charitable Trusts. (Such a member is treated as equivalent to three individuals for purposes such as to continue or be wound up).

5.1.3 Representative Group Member – person named annually to represent a Support Group which is not an Incorporated Society or Charitable Trust.

5.1.4 Registered Member – Individual members of Support Groups that are Associate Group Members or Representative Group Members of ANZMES. Registered members will have no rights or privileges other than registration, but can also become ordinary members.

5.1.5 Overseas Member – individuals or groups with an interest in ME/CFS who are not resident in New Zealand. Such members will not be eligible to become officers of ANZMES or stand for Executive membership or have other membership rights.

5.1.6 Honorary Member – The Executive may from time to time appoint honorary members. Honorary members shall have no power of vote unless they become members of the Executive.

5.1.7 Life Member – The Executive may at its discretion appoint Life Members or accept application for Life Membership. Such members may pay one life membership fee as determined by the Executive, or can be granted Honorary Life Membership.

5.1.8 Family Member – Individual person who is a member of the family (including de facto relationships) of an ordinary member and who resides at the same address as the ordinary member. A family member will not be sent a copy of 'Meeting Place'.

5.2 Applicants for membership shall complete an application form provided by the Executive and supply such information as may be required by the Executive.

5.3 Any group or individual person may become a member of ANZMES as outlined below, by completion of the application form and payment of the appropriate subscription which must be sent to the Secretary who will record these details.

5.4 Membership is automatically conferred upon application provided that the objectives of groups or individual members do not conflict with those of ANZMES. If they are found to be in conflict, this will give rise to expulsion as detailed below. Minors may become members, however only members over the age of 14 years may form part of the quorum and have voting rights.

5.5 All members shall advise the Secretary of any change of address.

5.6 It is a statutory requirement that the Society shall keep a membership register of Members recording their names, addresses, and the date they became a member.

5.7 The Executive may, at its discretion, delay or decline to grant approval of any application for membership to ANZMES, without having to provide the applicant with a reason for such action.

5.8 Members may transfer between membership classes, whether at the instigation of the member or irrespective of the member's wishes providing the rules are adhered to.

## **6. SUBSCRIPTIONS & LEVIES**

6.1 The Executive will determine the amount of the Annual, Part Year or instalment Subscriptions, which must be ratified by an Annual General Meeting of ANZMES, and will only take effect the beginning of the following Financial Year.

6.1.1 In certain special circumstances relating to financial hardship an annual concessionary membership fee may be appropriate; this level of fee will be determined by the Executive Committee and ratified at an Annual General Meeting.

6.1.2 The granting of a concessionary membership fee will be on an annual basis.

6.2 On payment of the Annual Subscription, Associated Groups and Groups with Representative Membership may be requested to register each member of the group. For accountancy purposes a list from the previous financial year of financial members of the Associated Group or Group with Representative Membership will be accepted. ANZMES reserves the right to negotiate a fee with support groups.

6.3 Annual Subscriptions are due on 1st April. A receipt will be issued if requested and membership will remain current until the following 31st March. If a member has previously been expelled, ANZMES reserves the right to refuse the acceptance of the subscription, or if already received, to return it and cancel the membership.

6.4 An initial part-year membership subscription may be accepted but the subscription must be paid annually in subsequent membership years. If a member joins during the year, they will be responsible for subscriptions for that quarter plus the remainder of the financial year.

6.5 The Executive may impose a fee for administration costs on instalment subscriptions and this decision and the amount will be determined by the Executive from time to time. Should any instalment payment remain unpaid for one month after the date it is due, the full subscription will then become due and payable.

6.6 Any member whose subscription remains unpaid for three months after having been given notice that their membership is due may be removed from the current membership list. Notice of the amount due will be sent by post to the last-known address of the member.

6.7 Any member may resign at any time by giving the Secretary notice to that effect in writing. Such member will be liable for all subscriptions and other dues to the end of the financial year in which the resignation is received, before they can become free of membership obligations, and must return to ANZMES any material or property that is the property of ANZMES.

6.7.1 Any person wishing to rejoin ANZMES after having resigned shall be eligible for readmission upon application.

## **7. EXPULSION OR CESSATION OF MEMBERSHIP**

7.1 If at any time the Executive shall be of the opinion that the conduct of any member or group has been against the interests of ANZMES it may invite such member to resign.

7.2 In default of resignation, the Executive may expel such member from membership, provided that before expulsion the member shall be asked for an explanation of conduct, to be given orally or in writing, for consideration by the Executive. Reasons for expulsion could also include the person being convicted of any indictable offence or offence for which a convicted person may be imprisoned, or if that person makes a composition with creditors.

7.3 A member or group expelled in accordance with this rule shall have the right of appeal at an AGM.

7.4 A member or group expelled in accordance with this rule shall have no claim against or on the property, Executive or members of ANZMES and shall not be eligible for reinstatement as a member except by specific approval of the Executive.

## **8. DISPUTES/COMPLAINTS**

8.1 Any complaint or dispute must be lodged in writing with the Secretary. Such dispute/complaint will be investigated, within reason, by the Executive who undertakes to give a written reply to the complainant within 30 days. If the decision concerning the complaint/dispute made by the Executive is not acceptable, the complainant has the right to bring his complaint/dispute to the next General Meeting and must give notice of his/her intentions to the Secretary at least 30 days before such meeting.

8.2 Procedural fairness requires that the principals of natural justice must be observed (unless expressly excluded by the rules), and dealt with in good faith. ANZMES reserves the right to impose penalties if the dispute or complaint has been made without fair reason.

## **9. THE EXECUTIVE COMMITTEE**

9.1 The management and administration of ANZMES shall be vested in an Executive Committee (The Executive) whose controlling powers will include the implementation of the policies of ANZMES as approved by any General Meeting. The Executive is accountable to the Membership and Officers are accountable to the Executive.

### **9.2 THE EXECUTIVE COMMITTEE SHALL CONSIST OF:**

9.2.1 The President; the Vice President; the Treasurer and not less than four committee members nor more than twenty.

9.2.2 The Executive Committee and Office Bearers shall be elected annually at the Annual General Meeting of ANZMES.

9.2.3 The Executive Committee may appoint members to the Committee subject to clause 9.3 to fill casual vacancies occurring during the year as they see fit; such member's term of office shall expire on the date of the next Annual General Meeting.

9.24 All Committee members shall be eligible for re-election at the expiry of their term of office but need to meet and comply with the requirements of clause 9.3 except that they shall not be required to complete the Charities Commission Certification Form.

### **9.3 ELIGIBILITY.**

A person nominated for election to the Executive Committee:

9.3.1 Shall be a current financial member of ANZMES or an authorised delegate of an Associate Group Member or Representative Group Member.

9.3.2 Shall meet the requirements of the New Zealand Charities Commission from time to time and must not be:

- (i) An undischarged bankrupt.
- (ii) Under the age of 16 years.
- (iii) Convicted of a crime involving dishonesty (section 2(1) of the Crimes Act 1961). and sentenced within the last 7 years.
- (iv) Prohibited from being involved in the management of a company under sections 382, 383, or 385 of the Companies Act 1993.
- (v) Disqualified by Charities Commission under section 31(4) of the Charities Act 2005
- (vi) Subject to a property order made under the Protection of Personal and Property Rights Act 1988, or have their property managed by a trustee corporation under section 32 of that Act (this relates to people who are not fully able to manage their affairs).
- (vii) A body corporate that is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989.

9.3.3 Shall be nominated in writing by a current financial member of ANZMES or by an Associate Group Member or Representative Group Member. (Other than the nominee) and personally sign acceptance of the nomination or be present at the Annual General Meeting.

9.3.4 Shall complete and sign the Charities Commission Officer Certification Form (other than retiring Executive Committee members seeking re-election) and if applying by post return this together with the completed nomination form to be received by the Secretary at least 14 days before the date of the Annual General Meeting or present these documents to the Secretary prior to commencement of the Annual General Meeting.

9.3.5 No person shall be elected to the Executive Committee unless that person has completed the Charities Commission Officer Certification Form and complies fully with clauses 9.3.1 and 9.3.2.

### **9.4 RESIGNATION OR REMOVAL**

A member of the Executive Committee shall cease to be a member with effect from the date upon the occurrence of any of the following events:

9.4.1 The tendering of his/her resignation in writing by post, E Mail or Fax to the President.

9.4.2 Absence from three consecutive committee meetings without prior leave of absence or due and accepted apology.

9.4.3 Failure by the member to comply fully with clauses 9.3.1 and 9.3.2.

9.4.4 A resolution to be passed at a Special Meeting to the effect that such member is removed from being a member of the committee.

9.4.5 A vote of no confidence in the executive committee member by a 75% majority vote of the Executive Committee, provided that such member shall have the opportunity at the same meeting to explain orally or in writing the actions complained of. The member has the right to appeal against the decision within 14 days and upon receipt of such appeal a Special Meeting of ANZMES shall be convened to consider the appeal. The decision of ANZMES shall be final.

9.5 Within one calendar month of ceasing to be a member of the Executive Committee such member, shall deliver to the Executive or such person nominated by the Executive all books, papers, and other property of ANZMES in his/her custody or control.

## **10 GOVERNANCE AND MANAGEMENT**

**10.1** The Executive will meet at least once every three months either in person, by tele-conference or other electronic means. Only Executives present at the meeting by one of these means will have the right to vote.

**10.2** Other than as prescribed by statute, by these Rules or by bylaws, the Executive shall regulate its own procedures as to notice, time and place of meeting.

**10.3** All Executive meetings shall be chaired by the President or in the President's absence by the Vice President, or in the absence of them both, by some other Executive member elected for the purpose by the meeting. Such person will have a deliberative and casting vote.

**10.4** Five members of the Executive will form a quorum. Ex-Officio members other than Patron or Patrons cannot be counted as part of the quorum.

**10.5** The Secretary shall call a special meeting of the Executive if requested to do so in writing by not less than three Executive members.

**10.6** The Executive may assign to various Executive Members tasks and titles such as Publicity Officer, Magazine Editor, Community Liaison Officer, and form sub-committees in order to use the experience, resources and interests available within the Executive in the best possible way. Executive members may hold more than one such title.

**10.7** The Executive may appoint a sub-committee of members of ANZMES to carry out special tasks or functions on its behalf. The Executive may at its discretion limit or define the activities and powers of any such sub-Executive and the manner and frequency of reporting to the Executive.

**10.8** The Executive may at its discretion or when directed to do so by way of a resolution of a General Meeting, employ one or more paid staff to carry out assigned tasks on behalf of ANZMES under an employment contract. Such employee and or contractor (must be bound by the constitution which will form part of their contract and or agreement) as part of their job description, may be invited to attend

Executive Meetings when they reasonably can, will be regarded as ex-officio Executive Members, but will be ineligible during the currency of their employment contract, to hold an elected or appointed office of ANZMES, or to vote at meetings. The Executive shall have the power in its discretion to suspend or remove employees.

**10.9** The Immediate Past President will be an ex-officio Executive Member but will have no voting right, unless they have been elected as an Executive Member.

**10.10** Executive members may receive honoraria as set by a General Meeting or be reimbursed for any reasonable expenses incurred by them on behalf of ANZMES as approved by resolution of the Executive.

**10.11** The Executive may act by resolution approved by not less than two-thirds of the Executive through a written ballot conducted by mail, facsimile or email.

10.12 At the AGM an Auditor/Chartered Accountant shall be appointed to audit the annual accounts of the society and to provide a certificate of correctness of the same.

10.13 Following such appointment in the event that the Auditor is unable to act the Executive Committee shall appoint a replacement auditor.

## **11. OFFICE BEARERS**

11.1 The Office Bearers of the organisation shall be:

11.1.1 President.

11.1.2 Vice President.

11.1.3 Any other Special Officer as determined by the Executive such as Information Officer, Publications Editor, Community Liaison Officer etc.

11.2 The Executive may, at its discretion, appoint a Patron or Patrons to further the aims of ANZMES. Such persons shall be granted honorary membership and may be ex-officio members of the Executive.

11.3 The Executive may, at its discretion, appoint ex-officio members to the committee. This could include the Patron, employees and or contractors (whether paid or voluntary), etc, but an ex-officio member will not have a vote and will not be counted as quorum.

## **12 MEETINGS**

### **12.1 SPECIAL GENERAL MEETINGS**

A Special General Meeting may be called by:

12.1.1 A resolution of the Executive Committee or

12.1.2 A request to the Secretary by at least 10 members, giving details of the purpose for which the meeting is called together with any resolution to be proposed at the meeting.

## 12.2 POSTAL BALLOT

12.2.1 Pursuant to a special meeting called under clause 12.1.1 the executive committee may require a Postal Ballot of members instead of attendance at a Special General Meeting.

12.2.2 A postal ballot may be taken provided that all relevant details are supplied to members in time for them to arrive at a satisfactory decision.

12.2.3 All votes must be returned to the secretary within 14 days from the date the postal ballot was posted.

12.2.4 The outcome of the postal ballot subject only to clause 12.2.5 shall be binding in the same way as a vote taken at a Special General Meeting and notified to members by post or published in the next edition of Meeting Place magazine.

12.2.5 There is no quorum necessary for a Postal Ballot vote however a minimum number of 10 votes must be received for clause 12.2.4 to apply.

12.2.6 An Annual General Meetings cannot be conducted by postal ballot.

## 12.3 NOTICES.

12.3.1 The Secretary shall within 7 days of a request made pursuant to clause 12.1.2 give members at least 14 days notice in writing of a special general meeting which shall include:

- (i) The business to be conducted.
- (ii) Notice of any resolutions to be proposed, the committee's recommendations about such resolutions and any other relevant information.
- (iii) Notice if the voting is to be held by Postal Ballot (which is only available if the meeting has been called pursuant to clause 12.1.1).

12.3.2 If the Special General Meeting is not convened in accordance with 12.3.1, those requesting the meeting shall have:

- (i) The power themselves to convene a Special General Meeting pursuant to the rules and constitution of ANZMES;
- (ii) Any reasonable expenses incurred by them by reason of the failure of the Executive Committee to call such meeting shall be repaid to them by ANZMES.

## 12.4 VOTING

12.4.1 Subject only to the provisions of clause 20 all matters considered at an AGM or a Special General Meeting shall be decided by the majority of votes cast by paid up financial members voting:

12.4.2 In person by a show of hands unless a secret ballot is requested by not less than three members present in person;

12.4.3 By signed vote (which must be declared before the start of the meeting);

12.4.4 By postal vote which must arrive one day before the meeting is held.

12.4.5 If the Special General Meeting has been called pursuant to clause 12.1.1 and voting is to be by Postal Ballot pursuant to clause 12.2 all matters considered at that meeting will be decided by the majority of votes cast by financial members voting by postal vote.

12.4.6 All financial members shall have one vote.

12.4.7 One authorised delegate from each Representative Group Member shall have one vote.

12.4.8 One authorised delegate from each Associate Group Member shall have one vote.

## **12.5 CHAIRING THE MEETING**

12.5.1 The President shall take the chair at each General Meeting. In the absence of the President the Vice President may take the chair, if both are absent the members attending the meeting shall elect a chairperson from those Executive Members present. That person will have the same rights as if he/she were the President.

12.5.2 The President shall have a deliberative and a casting vote in the event of an equality of votes.

## **12.6 QUORUM**

12.6.1 The quorum at General Meetings will be 10.

12.6.2 The total number of those members present in person plus any proxies held by those members present shall count towards the quorum.

12.6.3 If the voting is to be by Postal Ballot pursuant to clause 12.2 no quorum will be necessary. However a minimum number of 10 votes must be received.

## **13. PRESIDENT'S DUTIES & POWERS**

### **13.1 DUTIES**

Notwithstanding other duties in this constitution the President will:

13.1.1 Preside, where possible, overall Meetings of ANZMES, to keep order thereat, to conduct the business and to decide all points of order.

13.1.2 Supervise the business and affairs of ANZMES.

13.1.3 Present to the Executive a report at each Executive meeting.

13.1.4 Present to the Members at the A.G.M. a report on the year's activities.

13.1.5 Abide by the constitution and proper rules of meeting procedures.

13.1.6 Act in an impartial and democratic nature.

RULES, CONSTITUTION AND OBJECTIVES of the  
ASSOCIATED NEW ZEALAND MYALGIC ENCEPHALOPATHY SOCIETY INCORPORATED  
As at 18 March 2010

13.1.7 Ensure decisions are properly made and accurately recorded.

13.1.8 Perform such other lawful duties as may usually appertain to the office of President.

### **13.2 POWERS**

When presiding at a meeting the President shall have power:

13.2.1 To exercise a deliberative vote, and, in the case of equality of voting, a casting vote.

13.2.2 To decide the order of business, to put motions, control debate and to declare the result of the voting.

13.2.3 To order the removal from the meeting of any person obstructing the business of the meeting, or behaving in a disorderly matter, or of any person not entitled to be present.

13.2.4 By a resolution of the meeting or in the absence of a quorum to adjourn a meeting or to declare a meeting closed.

13.2.5 To sign the minutes of meetings which are confirmed in their presence.

### **14. VICE PRESIDENT'S DUTIES**

14.1 The Vice-President will assist the President where possible and take on the responsibility and duties of the President in his/her absence.

### **15. SECRETARY'S DUTIES**

Notwithstanding any other duties mentioned elsewhere in this constitution, the Secretary shall:

15.1 Keep a detailed register of all members of ANZMES as in rule 5.6.

15.2 Attend to the correspondence of ANZMES.

15.3 Attend to new issues and keep track from initial receipt until final resolution.

15.4 Have charge of all records and documents of ANZMES.

15.5 Receive reports from sub-committees where necessary for submission to the Executive.

15.6 Keep full and proper minutes of all meetings and proceedings and circulate the minutes.

15.7 In the event of the Secretary's absence from any meeting the Executive can appoint one of its members to take the minutes of that meeting.

15.8 Hold an up-to-date copy of the constitution available for inspection by any member when convenient.

15.9 Keep the common seal.

15.10 Prepare meeting Agendas in consultation with the President and send meeting agendas and notices of meetings to members.

15.11 In consultation and co-operation with the Treasurer, complete or file the annual financial statements with the Registrar.

15.12 Any other task relative to the job title, and perform such other duties as may be required by the Executive.

## **16. TREASURER/FINANCE**

Notwithstanding other duties as mentioned in this constitution, the Treasurer will be responsible to the Executive for the financial affairs of ANZMES. The procedures can be determined by the Executive from time to time.

16.1 The treasurer will:

16.1.1 Deal with all financial affairs of ANZMES and keep proper and true records and control all financial transactions.

16.1.2 Present a financial report at each General Meeting and Executive meeting or on request.

16.1.3 Prepare an Income and Expenditure Statement and Balance Sheet properly audited, for each Annual General Meeting.

16.1.4 Prepare full information about any special reserve funds held by ANZMES.

16.1.5 Prepare a budget for income and expenditure for the year.

16.1.6 Keep an Asset Register.

16.1.7 Arrange adequate insurance cover over ANZMES assets and also in respect of other risks.

16.1.8 Bank all monies within seven days of receipt.

16.1.9 As all financial records must be kept for seven years it is the Treasurer's responsibility to pass this information on to his/her successor.

16.1.10 Any other task relative to the job title, and perform such other duties as may be required by the Executive.

16.2 The Financial Year for 2009/2010 will be 1<sup>st</sup> April 2009 to the 30<sup>th</sup> June 2010 and thereafter will be from the 1<sup>st</sup> July to the 30<sup>th</sup> June of the following year or as decided by the Executive.

16.3 Payments of accounts shall be made by the approval of the President Secretary and Treasurer, and must all be ratified by the Executive at the next meeting. Any two of four signatories appointed by the Executive for such purposes shall sign cheques on ANZMES bank accounts.

16.4 Banking will be carried out only with a bank or banks approved by the Executive.

16.5 The control and investment of the funds of ANZMES shall be in the hands of the Executive.

16.6 No private pecuniary profit shall be made by any person from ANZMES, except that:

16.6.1 Any member may receive till reimbursement for all expenses properly incurred in connection with the affairs of ANZMES provided that the Executive has previously agreed such expenses.

16.6.2 ANZMES may pay proper and reasonable remuneration to any officer or servant of ANZMES (whether a member or not. in return for services actually rendered to ANZMES provided that such expenses have previously been agreed by the Executive.

16.6.3 Any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done in connection with the affairs of ANZMES, by that member or by any firm or entity of which that person is a member, employee and or contractor or associate, provided that the Executive have previously agreed such expenses.

## **16.7 CONTRACTS**

16.7.1 Contracts which, if made between private persons would have to be made by deed (such as the disclaimer of a power. and must be executed under the common seal.

16.7.2 Other contracts, which if made by private persons, may be made in writing or orally. may be so made by those entities and will all have to sign documents.

16.7.3 All contracts must be within the scope of the objects and rules.

## **17 REGISTERED OFFICE**

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

## **18 RECORD KEEPING**

As prescribed in these rules and in terms of the Registrar's requirements, ANZMES shall keep:

18.1 A detailed register of all members.

18.2 Maintenance of accounting records to enable the filing of the annual financial statement to the Registrar of Companies.

18.3 A permanent record of minutes of General and Executive meetings.

18.4 Historical records.

## **19. COMMON SEAL AND EXECUTION OF DOCUMENTS**

19.1 The Common Seal of ANZMES shall be retained by the Secretary.

19.2 Documents shall be executed for ANZMES pursuant to a resolution of the Executive.

19.2.1 By affixing the Common Seal witnessed by the President or Vice-President and countersigned by some other member of the Executive, or

19.2.2 Where the documents is not required by statute to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of ANZMES.

19.3 Custody and use of common seal and storing of certificate of incorporation issued by the Registrar under seal is evidence that the entity is incorporated and property registered.

## **20 ALTERATIONS TO CONSTITUTION**

20.1 There shall be no alteration or addition to, or rescission of this Constitution unless consented to by a two thirds majority of members present and voting at the Annual General Meeting or Special Meeting called for the purpose. Notification of such general meeting shall be given to members in writing not less than fourteen days beforehand. Members may be provided, at a cost, with copies of any alteration to be considered at the meeting.

20.2 No alteration, addition to or rescission shall be made which alters the general charitable nature of ANZMES or materially affects the pecuniary profit clause or winding up clause.

## **21 WINDING UP OF THE ORGANISATION**

A resolution of the Executive to wind up ANZMES and to pay or transfer any surplus finds or assets to an organisation having similar charitable objectives to those of ANZMES must be passed at a General Meeting called for this purpose. Notification of such general meeting, the resolutions to be considered and the organisations to be considered as beneficiaries shall be given to members in writing not less than fourteen days beforehand. No member shall receive any pecuniary benefit as a result of the winding up of ANZMES.

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20 October 2008