

# Tourism Export Council Constitution & Rules

**Adopted at the Annual General Meeting held in Rotorua on Friday 12 July, 1991.  
Amended in 1994, 1995, 2005, 2006, 2007, 2008, 2010 and 2011.**

## Name

1 The name of the Association shall be The Tourism Export Council of New Zealand Incorporated".

## Registered Office

2 The registered office of the Association shall be situated on Level 3, Tourism & Travel House, 79 Boulcott Street, Wellington or such other place in New Zealand as the Board of Directors may from time to time determine.

## Objects

3 The objects for which the Association is established are:-

- (a) To initiate and be actively engaged in the promotion of New Zealand as a visitor destination.
- (b) To unite in one organisation those persons, firms or corporations engaged in the sale of inbound tourism and the supply of services to inbound tourism.
- (c) To initiate, create and recommend the establishment of new tourism facilities in New Zealand.
- (d) To assist in co-ordinating the sectional interests of the visitor industry.
- (e) To ensure the maintenance of satisfactory standards of service by operators of visitor plant and provide guidelines and assistance when needed to improve standards of service to visitors.
- (f) To seek improved educational opportunities for those engaged in marketing New Zealand's visitor facilities.
- (g) To provide and establish educational facilities for those involved in selling New Zealand tourism and to provide such services to both New Zealand and overseas staff.
- (h) To liaise with Government and other bodies on matters relating to tourism and co-operate with all bodies, associations and industries regularly formed within the travel and tourism industry.
- (i) To establish and maintain a code of ethics for inbound tour operators.
- (j) To protect and promote the mutual interests of the members of the Association.
- (k) To acquaint the public of the services which members are able to render with a view to establishing that membership of the Association is a guarantee of competence and integrity.
- (l) To discourage unfair competition without in any way interfering with initiative and enterprise based on fair trading.
- (m) To promote the consideration of all questions connected with tourism and travel and the sale and encouragement of tourism and travel.
- (n) To promote or oppose legislative and other measures affecting tourism and inbound tour operators.
- (o) To do all such other things as in the opinion of the Board of Directors of the Association are incidental or conducive to the attainment of the above objects or any of them.
- (p) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

## Membership

4 Full membership of the Association shall be restricted to persons and corporations approved by the Board of Directors, who package two or more products and services on behalf of principal suppliers in New Zealand on a nation-wide basis, and sell these products and services off-shore in the capacity of Inbound Tour Operators. The Board of Directors will determine the criteria for membership, subject to approval by a general meeting.

5 Application for membership shall be in such form as may be prescribed by the Board of Directors, and the Board, on being satisfied as to the qualifications of the applicant, may in its discretion admit him to membership.

6 Notwithstanding anything contained in the foregoing rules, the Board of Directors may, in its discretion, admit as allied members, persons or corporations engaged in the travel industry or in activities closely allied to the industry but who are not eligible for membership under the foregoing rules.

7 The Members of the Association shall be entitled to exercise the following rights and privileges:

- (a) To attend all general meetings of the Association and to speak and vote thereat. The right to vote at general meetings of the Association is subject to the rider contained at Rule 23 (c) hereof that allied members are not eligible to vote for the full member candidates for the board if directors and full members are not eligible to vote for allied member candidates for the board of directors.
- (b) In the case of corporation members, to appoint from time to time a person to represent the corporation at meetings of the Association and to exercise the voting rights of such corporation; any person so appointed shall be eligible for membership of the Board of Directors and shall for all purposes of these rules except the rules relating to entrance fees, subscriptions and levies, be deemed to be a member.
- (c) To receive from the Association a certificate of membership; and in the case of a member operating more than one place of business to an extra certificate for every such additional place of business, such certificate to be used under the common Seal of the Association.
- (d) Full members shall have the right to use, for display and advertising purposes, and on his own stationery, the design or emblem of the Association, a copy of which appears opposite, or any other design or emblem hereafter adopted by the Association.
- (e) Allied members shall have the right to use for display and advertising purposes and on their stationery the design or emblem of allied membership approved by the Board of Directors. Whenever at any other time allied members wish to acknowledge their allied membership of the Association the following wording only shall be used and quoted: TOURISM EXPORT COUNCIL of NEW ZEALAND logo followed by the words "approved TOURISM EXPORT COUNCIL Supplier".

## Life Members

On the recommendation of the Board of Directors any individual may be elected a life member at any general meeting of the Association (notice of the proposal for such election having been given in the notice convening the meeting) in recognition of outstanding services to the Association or the travel and tourism industry in New Zealand or elsewhere. The election of a life member shall require a three-fourths majority vote of members present at the meeting and entitled to vote. A life member shall be entitled to all the privileges of membership except voting, without payment of any subscription or other sum payable by ordinary members.

### Cesser of Membership

9 The membership of a Member, or an Allied Member shall fore with cease and determine if:

- (a) The Member/Allied Member resigns, having first paid all current membership dues and subscriptions thereby being a financial member at the time of resignation.
- (b) Any one or more of the following circumstances arise or exist and the chief executive, by notice in writing sent to the Member/Allied Members at his/her/its last known address, advises the Member/Allied Member that its membership of the association has been terminated:
  - (i) the member/Allied Member ceases to be qualified for the category of membership held by it under the rules of the association; or
  - (ii) the member/Allied Member fails to pay any sum due by it to the association for a period of one month after notice of default has been given to it by the association; or
  - (iii) the member/Allied Member fails to pay the annual subscription or levies payable by it pursuant to the rules of the association;
  - (iv) the member/Allied Member ceases to meet the criteria for the category of membership held by it and established from time to time by then association;
  - (v) where the member/Allied Member is an individual, the Member becomes bankrupt or compromises with his or her creditors or becomes lunatic or of unsound mind or commits any indictable offence; or
  - (vi) where the member/Allied Member, is a corporation, it goes into liquidation (save for the purposes of reconstruction) or if the receiver of its undertaking or its assets is appointed;

## Entrance Fees and Subscriptions

10 Every applicant for full membership shall pay such entrance fee as may from time to time be fixed by the Association in general meeting on the recommendation of the board of directors.

11 Every member and allied member shall pay such annual subscription as may from time to time be fixed by the association in general meeting following consideration of recommendation of the board of directors.

- (a) Where two or more full members are partners in the inbound tour operation business operated by them only one such full subscription shall be payable, and all such members shall be jointly and severally liable to pay it.
- (b) The annual subscription and annual levy payable by



members and allied members shall be paid within 30 days of the date on which the association forwards an invoice for payment to such member, or allied member

**Levies**

12 The Association in general meeting at any time may determine by resolution passed by a two-thirds majority of all voting members present and entitled to vote at a meeting of the Association duly convened, to make levies on members or any class of members.

**General Meetings**

13 A general meeting, to be called the Annual General Meeting, shall be held once in every year, within six months after the end of the Association's financial year, at such time and place as may be determined by the Board of Directors.

14 A special general meeting may be convened in New Zealand at any time by the Board of Directors, and shall be convened by the Board upon requisition of ten members, which requisition shall set out the resolutions proposed to be moved thereat.

15 Not less than fourteen days' notice of any general meeting specifying the day, hour and place of the meeting, and, in cases of special business, the general nature of such business, shall be given as provided by these rules to all members entitled to vote, but the accidental omission to give such notice or the non-receipt thereof by any member shall not invalidate the proceedings of any such meeting.

16 Ten members personally present shall constitute a quorum for any general meeting; if at any annual general meeting or any special general meeting convened by the Board of Directors other than pursuant to a requisition a quorum shall not be present within fifteen minutes of the time fixed for the meeting, the same shall be adjourned to such time and place as the President shall determine, and at such adjourned meeting the members present shall form a quorum; if at any general meeting convened pursuant to a requisition or by the requisitionists a quorum shall not be present within fifteen minutes after the time fixed for the meeting, the meeting shall be dissolved.

**Proceedings at General Meetings**

17 The president shall be entitled to take the chair at every general meeting at which he is present, but in his absence, or if he shall be unwilling to act, a vice-president or failing him the immediate past president shall be entitled to take the chair. If at any meeting neither the president nor a vice-president nor the immediate past president shall be present or willing to

act, the members present shall choose another member of the Board of Directors to act as President and if no member of the Board of Directors is present, or if he declines to take the chair, then the members present shall choose one of their number to be President of that general meeting.

18 Every question submitted to a meeting shall be decided in the first instance on a show of hands; and in the case of an equality of votes the President shall, both on a show of hands or on a poll, have a casting vote in addition to the vote or votes to which he is entitled as a member.

19 The President or any three members present may demand a poll, and if a poll is demanded it shall be taken in such a manner as the President may direct.

20 The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

**Votes of Members**

21 On a show of hands those members present in person and entitled to vote shall have one vote, and upon a poll every member present in person or by proxy shall be entitled:

(a) In the case of a member paying the basic membership subscription fixed by or pursuant to Rule 11, to one vote.

(b) A resolution on a matter normally decided at a general meeting of members may be determined by means of postal vote if in the absolute discretion of the Board of Directors any such matter should be determined by means of a postal vote. Any such postal vote shall be taken in such manner as the Board of Directors shall direct. The Board of Directors may direct that a postal vote be taken by conventional post, by facsimile, or by electronic mail, or by any combination of these methods. The Board of Directors is to have absolute discretion in this regard. The result of a postal vote shall have the same effect as a vote of members passed at a general meeting of the Association. The provision of Rule 14 relating to the calling of general meetings on the requisition of ten members of the Association shall not apply to this rule. Where a postal vote is directed by the Board pursuant to this rule, any motion shall be carried by a simple majority votes cast pursuant to the postal ballot, except that the majority required by Rule 45 will apply in respect of a postal ballot moving an amendment to these rules.

22 Votes may be cast either personally or by proxy, provided however that the instrument appointing a proxy shall be deposited with the Association at its registered office at least 48 hours before the time appointed for the meeting. No person shall be appointed a proxy who is not a member of the Association and qualified to vote.

**The Board of Directors**

23 (a) The management of the Affairs of the Association shall be vested in a Board of Directors;

(b) The Board of Directors shall comprise not less than seven or more than eleven members of the Association, all of whom shall be elected by postal ballot or at the Annual General Meeting as is provided for in Rule 25 hereof. The immediate past president shall be an ex-officio member of the Board of Directors for a maximum period of one year. Allied members shall be eligible for election to the Board of Directors provided that the maximum number of allied members who can be elected to any one Board of Directors shall be three.

They shall represent three separate categories of allied members namely accommodation, attractions/activities and transport.

(c) Only allied members shall be eligible to vote for the allied members of the board of directors and only full members shall be eligible to vote for the full members of the board of directors.

(d) The Board of Directors so elected as foresaid shall have power to co-opt to its number not more than three full or allied members of the Association, and that such co-opted members shall be entitled to receive notice of all meetings of the Board of Directors, to attend such meetings and to take part in the discussion and proceedings of the Board of Directors and to vote at meetings of the Board of Directors in the same way as if they had been elected to the Board.

(e) The Board of Directors so elected shall appoint a President and two Vice Presidents at the first meeting of the Board of Directors following the Annual General Meeting who shall hold office until the first board meeting following the AGM of the Association.

(f) The expression "member/s of the Association" where used in this rule shall be deemed to extend to and include persons appointed to represent a company or other incorporated entity which is a member of the Association pursuant to Rule 7(b) hereof and persons appointed in like manner to represent a company or other incorporated entity which is an allied member of the Association.

24 At the Annual General Meeting in every year all the members of the Board shall retire from the office but every such member shall be eligible for re-election.

25 Nominations for the Board of Directors shall be signed by at least two full or allied members and deposited at the registered office of the Association not less than 45 days before the date fixed for the Annual General Meeting. In the event of the number of nominations exceeding the appropriate vacancies a postal ballot shall be held. No less than 30 days before the date fixed for the Annual General Meeting the Chief Executive shall distribute to the membership entitled to vote, the names of the nominees in the form of a postal voting paper. Allied members shall receive the form of postal voting paper relating to the election of the allied members to the Board of Directors and full members shall receive the form of postal voting paper relating to the election of the full members to the board of directors. The voting paper shall be completed and returned to the registered office of the Association. Only voting papers received at the office of the Association on or before the 7th working day prior to the date set for the Annual General Meeting shall be valid. Votes will be counted by two scrutineers appointed by the Board of Directors to assist the Chief Executive. The results of such postal ballot shall be announced at the appropriate time at the Annual General Meeting. In the event of there being an equality of votes for allied member candidates for the Board which requires to be resolved by the election of just one of those allied member candidates as a board member the existing allied board members shall each have one extra vote. In the event of there being an equality of votes for full member candidates for the board which requires to be resolved by the election of just one of those full member candidates as a board member the existing full board members shall each have an extra vote. If there is still an equality of votes the successful candidate will be determined by the drawing of lots. In the event of there being vacancies in the Board of Directors after such postal vote then additional

nominations shall be accepted from the floor of the Annual General Meeting and if necessary an immediate election shall be held to fill such vacancies at the Annual General Meeting.

26 If at any meeting at which an election to the Board of Directors ought to take place, the place of any retiring member of the Board of Directors be not filled, that retiring member shall, if willing to continue, be deemed to have been re-elected.

27 The office of a member of the Board of Directors shall be vacated if he ceases to be a member or if by notice in writing he resigns his office.

28 A member of the Board of Directors may, with the approval of the Board, appoint any person to be an alternate or substitute member of the Board of Directors, and such appointment shall have effect, and such appointee whilst he holds office as an alternate shall be entitled to notice of meetings and to attend and vote thereat, but he shall ipso facto vacate office if and when the appointer vacates or ceases to hold office as a member of the Board of Directors or removes the appointee from office, and any appointment and removal shall be made in writing.

#### Proceedings of Board of Directors

29 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until such quorum has been decided five members of the Board shall be a quorum.

30 At all meetings of the Board the President, or failing him, Vice-President, or failing them, the immediate past president, shall be entitled to take the chair. In the absence of the President, Vice-Presidents and immediate past President the remaining members of the Board shall elect a President.

31 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, each member present being entitled to one vote, and the President of the Board shall have a casting vote in the event of equality of votes.

32 The Board of Directors shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings of general meetings and of meetings of the Board. Any such minutes, if signed by any person purporting to be the President of the meeting to which they relate or at which they are read, shall be received as conclusive evidence of the facts therein stated.

33 A resolution in writing signed by all the members of the Board of Directors shall be as valid and effectual in all respects as if it had been passed at a meeting of the Board duly convened.

#### Powers of Board of Directors

34 Without in any way restricting the generality of the powers conferred by these rules on the Board of Directors, the Board may from time to time:

- (a) Appoint and remove employees, and fix their salaries.
- (b) Appoint any person or persons to hold in trust for the Association any property, and execute and do all such deeds and things as may be requisite in relation thereto.
- (c) Institute, conduct, defend, compound or abandon legal proceedings or arbitrations by or against the Association or its officers or otherwise concerning the affairs of the Association.
- (d) Determine who shall be entitled to sign or endorse on the Association's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases,

contracts and other documents.

(e) Make, amend, vary and rescind by-laws not inconsistent with these rules as they may deem necessary, expedient or convenient for the proper conduct or management of the Association.

(f) Fill any casual vacancy occurring on the Board provided however that if the office of President or Vice-Presidents shall become vacant the Board shall proceed within one month to fill such vacancy.

(g) Invest the funds of the Association in such a manner as it may in its absolute discretion think fit.

(h) To accumulate reserves and to make suitable arrangements by way of insurance or otherwise with any insurance or other company or firm to ensure that the public are reasonably protected against the default of any member. Provided however that notwithstanding anything herein before contained the Board of Directors and any agent or delegate of the Board are hereby expressly prohibited from pledging the credit of all or any of the members of the Association, and all claims, whether in respect of contracts or otherwise, shall be satisfied solely from the funds of the Association.

#### Chief Executive

35 The Association shall have a Chief Executive who shall be an employee of the Association appointed by the Board pursuant to its powers contained in Rule 34 hereof and who shall perform functions of Secretary to the Board and shall be present or represented at every meeting of the Association and of the Board of Directors to perform the functions of Secretary thereat. The Chief Executive shall in addition perform such functions and carry out such duties as the Board shall from time to time determine. The Chief Executive shall be employed on such terms and conditions as the Board may from time to time determine and his/her functions shall include attending or arranging for an attendance at every Annual General Meeting or Special General Meeting of the Association and every Board meeting, to read the minutes, orders and entries of preceding meetings, to take the minutes, to superintend respective minutes, and to conduct all correspondence and to act in accordance with directions from time to time given by the Council. In addition the Chief Executive shall perform such role in relation to the discipline of members as is detailed in Rule 36 hereof.

#### Disciplinary Powers

36 (a) Powers of Association: If a full member contravenes any of the provisions of the Rules including the Code of Ethics, the Association has power to exercise disciplinary measures over that member in the manner set out in this Rule.

(b) Complaints to be in writing: No complaint shall be considered unless it is made by the complainant in writing and delivered to the Chief Executive of the Association. Any letter of complaint shall be a privileged document for the use of the Chief Executive and the Board of Directors and no member shall be permitted to use it in any civil action. No complaint shall lapse under any circumstances or be considered withdrawn until such time as the investigation sub-committee has dismissed the complaint or preferred charges to the judicial committee.

(c) Investigation sub-committee: Upon receipt of any written complaint the Chief Executive shall refer the complaint to an investigation sub-committee to be appointed by the Board of Directors, which shall consist of not less than two members nor more than three

members of the Board and at the same time shall refer the substance of the complaint to the member concerned and request his written comments to be submitted within a reasonable specified time. The investigation sub-committee shall, upon receipt of the written comments or the expiration of the specified time (whichever is the sooner), consider the complaint and the member's written comments and decide whether the complaint warrants further investigation: should it so decide it shall frame charges of alleged breaches of specified rules or of the Code of Ethics and lay such charges against the member in writing with the Chief Executive: should the sub-committee decide no further investigation is warranted it shall report accordingly to the Chief Executive and to the member.

(d) Judicial sub-committee: Upon receipt by the Chief Executive of any written charges by the investigation sub-committee, the Chief Executive shall refer the charges for hearing before a judicial sub-committee to be appointed by the Board of Directors and to consist of not less than four directors which shall not consist of any members who have been members of the investigation sub-committee. The judicial sub-committee shall convene a formal hearing and shall give the member concerned not less than fourteen days' notice of the date, place and time of the hearing, together with full details of the charges laid. At the hearing the member concerned may be heard in defence of the charges, either in person or in writing, and he shall be entitled to representation at the hearing by an advocate who shall be another member. Evidence from either side may be heard by the judicial sub-committee who may require any member or invite any other person to appear before it and who may appoint counsel to advise or assist it or the member. The whole of the evidence shall be recorded either in writing or otherwise, and the judicial sub-committee shall be entitled to receive evidence by way of Affidavit, deposition or declaration even though such evidence may not be admissible in a Court of law.

(e) Powers of judicial sub-committee: Should the judicial sub-committee decide that a contravention of the Rules or Code of Ethics has been proved, it shall have the power to impose all or any or more of the following penalties in respect of each such contravention:

- (i) Caution the member.
- (ii) Reprimand the member.
- (iii) Impose a fine not exceeding \$1,000 on each breach and recover any such fine by action at law or otherwise.
- (iv) Suspend the member for such a period as the sub-committee thinks fit.
- (v) Expel the member.
- (vi) Order the member to pay costs and expenses of the investigation or hearing or such proportion thereof as it thinks fit.

(f) Right of appeal to Board of Directors: Every member who has had a penalty imposed against him by the judicial sub-committee may, within fourteen days of being notified of such a decision, appeal to the Board of Directors against the imposition of such penalty. Any such appeal shall be based entirely on the recorded evidence, without prejudice however to the right of the Board, if in its uncontrolled discretion it so determines to receive new or further evidence and the appeal shall be held at a place and at a time designated by the Board. At the time of making such appeal, the appellant shall lodge with the Chief Executive a fee which may at the discretion of the Board, whether or not the appeal proceeds, be forfeited or be used to defray any costs of preparation for a hearing of the appeal.

- (g) Power of Board of Directors upon appeal:  
 (i) On appeal, the Board may either:  
 (a) Quash the penalty, or  
 (b) Confirm the penalty already imposed, or  
 (c) Direct the judicial sub-committee to impose such a penalty as the Board thinks fit.  
 OR (ii) In any event the Board may award the costs and expenses of the investigation hearing and appeal or any portion thereof in favour of or against the appellant member as it may think fit.  
 (h) Right to publish penalties: The judicial sub-committee shall be entitled to publish in the TOURISM EXPORT COUNCIL News and/or TOURISM EXPORT COUNCIL Directory and Information Guide, and/or TOURISM EXPORT COUNCIL Annual Report, notice of the expulsion or suspension of any member who shall be expelled or suspended or subjected to any other penalty pursuant to the provisions of this Rule, containing the name and address of such member, such particulars as the Board may think proper of the offence for which the member was expelled or suspended or otherwise penalised. It shall also be the duty of the Board to publish in a newspaper circulating in the District in which the member carries on business, notice of the expulsion or suspension of any member who may be expelled or suspended. The member concerned shall have no right of action against the Board by reason of such publication.  
 (i) Report of hearing to be filed: Not less than fourteen days nor more than twenty-eight days after reaching a decision under this Rule the judicial sub-committee on the Board shall deliver to the Chief Executive a full report of the charges, the hearing and the penalty imposed upon any member. The Chief Executive shall keep a register of all disciplinary actions.  
 (j) The disciplinary powers hereinbefore set out are to apply to full members of the association and as far as the interpretation of this particular Rule 36 is concerned (and this rule only) where reference is made to a member of the association that reference shall be deemed to cover full members of the association.

#### Indemnity

37 Every member of the Board of Directors, the Chief Executive and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Board of Directors, out of the funds of the Association, to pay all costs, losses and expenses which any such member of the Board of Directors, Chief Executive, officer or servant may incur or become liable to be reason of any contract entered into, or act or thing done by him as such member of the Board of Directors, Chief Executive, officer or servant, in any way in the discharge of his duties under authority of the Association.

#### Accounts

38 The Board of Directors shall cause accounts to be kept of the assets and liabilities, income and expenditure of the Association, and the books of the account shall be kept at such places as the Board of Directors shall think fit.

39 The Board of Directors shall cause to be prepared and laid before every annual general meeting, a statement of the financial affairs of the Association and of its income and expenditure for the preceding financial year and a report thereon. Such account shall be made up as at the end of the Association's financial year which shall be the 31st day of March.

40 Once at least in every year, the accounts of the Association shall be examined and the correctness of the accounts, income and expenditure shall be ascertained by an auditor, who shall certify to the correctness thereof and may make such report to the members thereon as he thinks proper.

41 The Auditor shall be appointed by the Annual General Meeting.

42 All monies received by the Association shall be paid to the Bankers of the Association. Such Bankers shall be appointed by the Board of Directors.

#### Borrowing Powers

43 The Board of Directors may from time to time borrow for the purposes of the Association from any persons, firms or corporations any sum or sums of money without security or upon the security of all or any of the Association's property (real or personal) and to execute legal or equitable mortgages or charges, or by the issue of bonds or debentures or debenture stock; and any such bonds or debentures or debenture stock may be issued on terms that the amount to be secured may be paid up by instalments, and may be paid off by periodical or other drawings, and generally upon such terms and conditions as to rate of interest or otherwise as the Board of Directors may think fit; and the Board may also borrow money from the Association's bankers on overdraft or otherwise, with or without security.

#### Limitation

(a) Limitation on Personal Benefit to Members Any income, benefit or advantage received by the Association shall be applied in and towards the proper management of the Association with a view to achieving one or more of the objects of the Association. No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever. Any income paid to a member or associated person shall be reasonable and relate to that which would be paid in an arms length transaction."

#### The Seal

44 The Common Seal of the Association shall be in the custody of the Chief Executive and shall not be affixed to any instrument except by order of a meeting of the Board of Directors and any such instrument shall be signed by one member of the Board and the Chief Executive.

#### Amendment of Rules

45 These rules may be altered or added to or rescinded in whole or in part by a resolution passed by a three-fourths majority of vote s cast at a general meeting of the Association, provided that notice of intention to propose any such alteration, addition or rescission shall have been given in the notice convening the meeting. This rule shall apply where the Board directs a postal vote pursuant to Rule 21 hereof. No addition to or alteration of the not for profit aims, personal benefit rule or the winding up rule shall be approved without referring the same to the Inland Revenue Department. The Inland Revenue Department is to be given notice of any change, addition or alteration to the following rules:  
 (i) the rules which specify the not for profit aims of the Association,  
 (ii) the rules which deal with personal benefit to

members;

(iii) the rules which deal with the winding up of the Association;

(iv) this rule relating to the Amendment of Rules.

#### Notices

46 A notice may be served by the Association upon any member either personally, by conventional post, by fascimile, or by electronic mail or any combination of these methods to their registered address or email.

47 Any notice if served by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

48 No member who shall have omitted to give his address for registration shall be entitled to receive any notice from the Association.

#### Dissolution

49 The Association in general meeting may determine to dissolve the Association by resolution passed by a majority of members present at a meeting of the Association. The notice convening the meeting shall set out the proposal to dissolve the Association. The resolution to dissolve the Association shall be confirmed at a subsequent general meeting convened for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed. Following such meeting the Association shall be deemed to be dissolved. If upon the dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property, the same shall be distributed among those persons, bodies or institutions whom the Board of Directors as constituted immediately prior to the passing of the said resolution shall direct but in no event shall any of the said property be distributed in any manner or form amongst any person or persons who were members of the Association at the date upon which the said resolution for dissolution was passed.

#### Interpretation

50 In these Rules, unless the context shall otherwise require: "Member" means a member qualified and admitted under Rule 4 or under Rule 6 of these rules and therefore includes full members and allied members of the association; "Month" means calendar month; "Full member" means a member qualified and admitted under Rule 4; "Allied member" means a member qualified and admitted to membership under Rule 6; Words importing the singular include the plural, and vice versa; Words importing the masculine gender include the feminine gender; Words importing persons include corporations.