



Constitution

1.0 Name

1.1 The name of the society shall be **New Zealand Choral Federation Incorporated**.

1.2 The official abbreviation shall be “NZCF”.

1.3 In official documents the words “Te Kotahitanga Manu Reo O Aotearoa” may be written in association with the name of the society but shall not be part of the society’s name.

2 Interpretation

2.1 In these Rules, except where a different intention appears:

"Act" means the Incorporated Societies Act 1908.

“Annual General Meeting” means the Meeting held under Rule 7.1.

“Auditors” is defined in Rule 6.1.

“Board” means the individuals who are appointed under Rule 8.

“Board Member” means a member of the Board.

“Chairman” means the Board Member chosen under Rule 10.1.

“Corporate Member” means a Member who has joined the NZCF under either Rules 4.1(c) or 4.1(d).

“Executive Committee” means the committee formed under Rule 11.

“General Meeting” means either an Annual General Meeting or a Special General Meeting.

“Inaugural Board” is defined in Rule 8.2.

“Individual Member” means a Member who has joined the NZCF in accordance with Rule 4.1(b).

“Life Member” means a person who has been appointed a Member under Rule 4.2.

"NZCF" means the **New Zealand Choral Federation Incorporated** as governed under these Rules.

“Member” shall mean a Member Choir, an Individual Member, a Corporate Member

and/or a Life Member as appropriate.

“Member Choir” means a choir that that has joined the NZCF in accordance with Rule 4.1(a).

“NZCF National” means the national office of the NZCF comprising the people appointed by the Board under Rule 9.4.

“Patron” is defined in Rule 13.1.

“Region” is defined in Rule 18.2.

“Regional Annual General Meeting” is defined in Rule 19.6.

“Regional Committee” means the committee established in a Region under Rule 18.1.

“Rule” means a rule in these Rules.

“Special General Meeting” means a General Meeting held under Rule 7.2.

2.2 Words used with capital initial letters shall have the meanings given to them in either Rule 2.1 or in these Rules.

3.0 Objects

3.1 The general aim of the NZCF is to foster the development of choral music in New Zealand by:

- (a) establishing and promoting close bonds between choral groups and other musical and arts organisations and facilitating the flow of information among choral groups;
- (b) promoting high standards in choral singing and conducting, and providing training assistance where required;
- (c) encouraging enjoyment and participation in choral singing, by facilitating festivals and courses, providing special support to young singers, and support for activities which increase wide involvement in choral singing;
- (d) representing the interests of choral groups and choral music by seeking sponsorship from government and business interests and undertaking public relations activities.

Notwithstanding sub-Rules 3.1(a) to (d):

- (e) The NZCF shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (f) No member of the NZCF shall derive any personal pecuniary gain from membership of the NZCF.

4.0 Membership

4.1 Membership of the NZCF shall be by application. The Board may grant full membership to any of the following:

- (a) any choir (independent, institutional or incorporated) interested in the aims of the NZCF.
- (b) any persons interested in the aims of the NZCF.
- (c) any national, regional or local associations of choirs whose objects are wholly or in part similar to the objects of the NZCF.
- (d) any organisation, company or business firm interested in the aims of the NZCF, or that makes a sponsorship contribution to the NZCF or that supports the aims of the NZCF.
- (e) such other categories of persons as the Board may resolve to admit to membership.

4.2 Life membership may be granted to a person as due recognition for meritorious service in fostering the aims of the NZCF, after recommendation by the Executive Committee, approval by the Board and election as a Life Member by resolution of a General Meeting. A Life Member shall have all the rights and privileges of an Individual Member and shall be exempt from paying membership fees.

4.3 Application for membership

An applicant may become a Member upon satisfaction of the following requirements:

- (a) Completion and submission of a form of application to the satisfaction of the Board and;
- (b) Payment of the appropriate membership fee for the then current year.

4.4 Membership fee

The amount of the following year's annual membership fee shall be decided each year by the Board.

4.5 Termination of membership

Membership shall cease:

- (a) upon the written resignation from the Member being received by the Board.
- (b) subject to the discretion of the Board, upon failure to pay the membership fee for the current year.

4.6 Membership records

NZCF National shall keep a membership register of Members recording their names and addresses and the dates each Member became a Member. Every Member shall advise NZCF National in writing of any change of name and/or address as soon as practicable.

4.7 All Members (and Board Members) shall promote the interests and the objects of the NZCF and shall do nothing to bring the NZCF into disrepute.

5.0 Financial year

5.1 The financial year shall start on 1 January and end on 31 December in the same year. Membership fees, which shall be payable by the last day of March in any year, shall cover the full period to 31 December in that year.

6.0 Auditors

6.1 There shall be an auditor who shall be a chartered accountant or a firm of chartered accountants appointed at the Annual General Meeting (the “Auditors”).

6.2 The Auditors shall prepare a report on the NZCF’s Statement of Accounts for consideration by the Annual General Meeting under Rule 7.1.

7.0 General Meetings

7.1 The Board shall call the Annual General Meeting to be held before 30 September in each year. The NZCF Annual Report shall include copies or summaries of all Regional Annual Reports and NZCF National’s confirmation that audited finance reports have been received from all regions pursuant to Rule 19.7. The business of the Annual General Meeting shall include:

- (a) Minutes of the previous Annual General Meeting and any Special General Meeting held since the last Annual General Meeting.
- (b) Consideration and adoption of the NZCF Annual Report.
- (c) Consideration and adoption of the NZCF’s Statement of Accounts.
- (d) Confirmation of the Board.
- (e) Motions of which notice has been given.
- (f) General business, if any.

7.2 A Special General Meeting shall be held at the written request of not less than 10% of the Members or at the request of the Board.

7.3 Each Member shall be notified in writing, by ordinary letter or general circular to the Member’s last recorded address, of any General Meeting, stating the time, venue and business to be transacted. Such notice is to be posted not less than 28 days before the date of the proposed General Meeting.

7.4 A quorum for any General Meeting shall be 20 members or not less than 5% of the membership, whichever is the greater, who shall be current financial members at the time of the General Meeting and who shall be present either in person or by proxy.

7.5 **Voting**

All current financial Members of the NZCF at the time of any General Meeting shall be entitled to vote. The chairman of the General Meeting shall, in the case of an equality of votes on any question, exercise both a deliberative and a casting vote.

7.6 At any General Meeting, Members shall be entitled to cast votes on any resolution of the General Meeting as follows:

- (a) Each Member Choir shall be entitled to cast one vote for up to 25 active singing members of the Member Choir, and one further vote for each subsequent 25 active singing members of the Member Choir or part thereof up to a maximum of four votes being the equivalent of 100 members. Such votes shall be cast only by a person nominated by the Member Choir, the name of whom shall be submitted in writing to NZCF National at least seven days prior to any NZCF meeting.
- (b) Each Individual Member and each Corporate Member shall be entitled to cast one vote.
- (c) In respect of each Corporate Member, a nominee, the name of whom shall be submitted in writing to NZCF National before the General Meeting, shall have the right to cast a vote on behalf of that Corporate Member.

7.7 With respect to any vote at a General Meeting on the appointment of a person for any purpose, there shall be a ballot where the number of nominations exceeds the number required for that position. In other matters requiring a vote at the General Meeting, the decision shall be by show of hands but the chairman may, and shall if requested by no fewer than five Members, direct that the voting be by ballot.

7.8 Votes at a General Meeting may be recorded personally or by proxy. The form of proxy must be received by NZCF National at least seven days before the General Meeting at which it is proposed to be used. The form appointing a proxy shall be signed, in the case of an Individual Member, by the Member making the appointment and in the case of a Member Choir or a Corporate Member, by the person referred to in Rules 7.6(a) or (c) as appropriate and shall be in the following form or such other form as the Board shall approve:

I/We _____

being a member of the (or being authorised by)

_____ hereby appoint

_____ as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the NZCF to be held on the _____ day of _____ 20 _____ or at any adjournment.

_____ Date

_____ Signature

_____ Designation

- 7.9 Where at least 20 Members or not less than 5% of the membership, whichever is the greater, so demands in writing by notice to the Board, then the Board shall forthwith arrange a postal vote on the matters on which those Members seek an opinion.
- 7.10 The Board may resolve that issues to be resolved by a Special General Meeting shall, notwithstanding the provisions of Rules 7.3 and 7.4, be decided by a postal vote of Members rather than at a meeting of the Members but otherwise in accordance with Rules 7.3 and 7.4 with the appropriate changes to reflect the postal nature of the vote.

8.0 Governance - Board

- 8.1 The management of the affairs of the NZCF shall be vested in the Board of seven Board Members elected or co-opted as specified below PROVIDED THAT the number of Board Members may be changed by resolution at a General Meeting.
- 8.2 Each nomination for election to the Board shall be made on or before the date that is six weeks before the date of the Annual General Meeting in each year in a form prescribed by the Board and shall be proposed by a Member and seconded by another Member (or by a person authorised by a Member under Rules 7.6(a) or (c)) PROVIDED THAT three of the Board Members for the inaugural Board following the adoption of these Rules in 2006 (the “Inaugural Board”) and who were appointed by the Executive Committee shall retire but shall be eligible for nomination under this Rule and at the second Board election held in 2009, the remaining Board Members who were appointed by the Executive Committee shall retire but shall also be eligible for nomination under this Rule.
- 8.3 To be valid, any nomination made under Rule 8.2 shall be made by either:
- (a) a current Individual Member or
 - (b) in the case of a Member Choir or a Corporate Member, by the person appointed as the Member’s representative for the purposes of voting at General Meetings under Rules 7.6(a) or (c)

and, in either case, the Member concerned having paid the membership fee set for the then current year under Rule 4.3.

- 8.4 Each person elected as a Board Member shall be elected for a period of three years. A person shall not be eligible for re-election to the Board for the period of three years after having completed six consecutive years as a Board Member PROVIDED THAT in the case of the Inaugural Board, the six years shall begin in the case of each Board Member on the Inaugural Board with the date on which the Board Member was first elected as a Board Member under the proviso to Rule 8.2.
- 8.5 If in any year the number of persons validly nominated is equal to the number of vacancies to be filled, then the persons so nominated shall be deemed as from the close of the next Annual General Meeting to be elected as Board Members.
- 8.6 If the number of persons validly nominated is less than the number of vacancies to be filled, then the Board may fill any such vacancy or vacancies by co-option and the Board shall report each such appointment to the Members together with brief biographical information of the person concerned.

- 8.7 Any Board Member co-opted under Rule 8.6 shall serve until the date of the Annual General Meeting next following the date of co-option and if then elected under Rule 8.8 shall serve for a further period of three years will be eligible if again elected to serve for a second period of three years.
- 8.8 If in any year the number of persons validly nominated for the Board exceeds the number of vacancies to be filled, an election by poll shall take place. In such case voting papers in a form prescribed by the Board shall be posted to all Members before the date that is one calendar month before the date of the Annual General Meeting. To be valid, a voting paper completed by a Member shall be posted or delivered to NZCF National by the Member within 14 days of the date of issue.
- 8.9 Each Member voting for Board Members shall vote for any number of candidates not exceeding the number of vacancies to be filled and any voting paper on which a greater number of votes are cast than there are vacancies to be filled shall be invalid and rejected.
- 8.10 On receipt of the completed voting papers NZCF National shall deliver them unopened to the scrutineers who shall be the Auditors.
- 8.11 The scrutineers shall in any year in which an election by poll has taken place provide NZCF National a signed report of the total number of voting papers received, the number (if any) rejected and the grounds of rejection, the total number of votes in favour of each candidate and the names of those elected, and such report shall be conclusive PROVIDED THAT if there is an equality of votes a decision shall be determined by lot in the presence of the scrutineers.
- 8.12 Any election under Rules 8.8 to 8.11 shall take effect from the close of the Annual General Meeting.
- 8.13 If a Board Member dies or resigns subsequent to the Board Member's election but before the expiry of the period for which the Board Member was elected, the Board shall fill the vacancy by co-option and that person shall continue to serve on the Board until the following Annual General Meeting. The co-opted Board Member, if then elected in accordance with Rules 8.8 to 8.11 or co-opted under Rule 8.6, will then be subject to Rule 8.4.
- 8.14 A Board Member shall be a Member.
- 8.15 A Board Member shall cease to hold office either if all other Board Members so resolve on the grounds that the Board Member's continuation in office is deemed by them to be against the best interests of the NZCF or if the Board Member shall cease to be a Member.
- 8.16 Notice of each meeting of the Board and the agenda shall be given to each member of the Executive Committee.

9. Meetings of the Board

- 9.1 The Board shall decide how, how often and where the meetings of the Board shall be held. At all such meetings four Board Members shall form a quorum. All Board Members shall have full voting rights at each meeting of the Board. The Chairman (and, in the absence of the Chairman at any meeting of the Board, the chairman of that meeting) shall have a second or casting vote in the event of equality of votes.

- 9.2 Each Board Member shall be reimbursed the actual reasonable expenses for travel and/or accommodation involved by the Board Member in attending meetings.
- 9.3 The Board may constitute itself into committees of the Board for the efficient management of the affairs of the NZCF. Any decisions of a committee of the Board may either be presented to the next meeting of the Board for ratification or ratified by a postal or email-based vote of the Board.
- 9.4 The Board shall engage the services of such staff for the NZCF to carry out the duties as the Board may direct, consistent with the objects of the NZCF and the Board will pay staff such fees, salary, wages or other remuneration that the Board deems expedient.
- 9.5 The Board may employ and discharge such employees, agents, solicitors, accountants and other persons it may think fit, and pay such fees, salary, wages or other remuneration as it deems expedient and any member of the Board who is a person engaged in any business or profession may be specifically so employed to act, subject however to the requirements of Rule 14.4.

10. Chairman and Vice-Chairman

- 10.1 The Board shall at the start of its first meeting, which shall be held as soon as practicable after the Annual General Meeting, elect a Chairman and Vice-Chairman from amongst its number. The Chairman and Vice-Chairman shall each be elected for a period of one year. On expiry of the one year period they shall be eligible for re-election or election to the other office provided always that no Chairman or Vice-Chairman shall hold any one such office for more than three consecutive years PROVIDED THAT if the Chairman and Vice-Chairman are both ineligible or unavailable for re-election (or if the Vice-Chairman is unavailable for election as Chairman) the Board may re-elect the Chairman or the Vice-Chairman for a further period of one year.
- 10.2 If the Chairman dies or resigns the Vice-Chairman shall automatically become Chairman for the remainder of the period for which the original Chairman was elected.
- 10.3 If the Vice-Chairman dies or resigns, or if the Vice-Chairman becomes Chairman in terms of Rule 10.2 the Board shall, from amongst its number, elect a new Vice-Chairman to complete the period of office for which the original Vice-Chairman was elected.
- 10.4 At General Meetings and Meetings of the Board the chair shall be taken by the Chairman, or in the Chairman's absence, by the Vice-Chairman or, in absence of both, by a Board Member nominated, in the case of a General Meeting, by the Board or, in the case of a Board meeting, by the Board at the start of the meeting.

11 Governance – Executive Committee

- 11.1 There shall be an Executive Committee consisting of:
- (a) The Chairman,
 - (b) One representative from each Regional Committee (established under Rule 18) who must be an officer of that Regional Committee and elected to the Executive Committee by the Regional Committee.

12.0 Power, duties, functions and meetings of the Executive Committee

- 12.1 The Executive Committee shall act as the representative body of the Regions and shall act as an advisory body to the Board and to NZCF National.
- 12.2 At any meeting of the Executive Committee, a quorum shall consist of at least half of the current Executive Committee members.
- 12.3 The Chairman shall preside over all Executive Committee meetings.
- 12.4 NZCF National shall be responsible for the organisation of the meetings of the Executive Committee that shall be held at least once in each calendar year. Any Regional Committee may ask for any matter to be placed on the agenda of a meeting of the Executive Committee.
- 12.5 Members of the Executive Committee shall be entitled to attend meetings of the Board PROVIDED that the Board may decide on confidentiality grounds to close a meeting of the Board to one or more individuals who are not Board Members.
- 12.6 NZCF National shall reimburse such actual reasonable expenses for travel and/or accommodation involved by members of the Executive Committee attending its meetings.
- 12.7 For the purposes of any Executive Committee meetings, representatives elected or appointed under Rule 11.1(b) may appoint a substitute representative to attend any such meeting and to vote on his or her behalf.

13 Patrons

- 13.1 An Annual General Meeting may elect one or more persons as patrons of the NZCF (each being a “Patron”) to recognise the nominees' personal distinction, interest in, or service to the NZCF in promoting its objects.
- 13.2 Nominations for election as Patron shall be forwarded in writing to the NZCF National no less than 14 days prior to the Annual General Meeting.

14.0 Finance

- 14.1 NZCF National shall keep or cause to be kept such books of account as may be necessary to provide a true record of the NZCF's financial position, report on the NZCF's financial position to each Board meeting and to each meeting of the Executive Committee, and present an annual Statement of Accounts (Financial Performance and Statement of Financial Account) to the Annual General Meeting.
- 14.2 The funds of the NZCF shall be held in a bank account or accounts opened under the authority of the Board and all cheques and withdrawal forms shall be signed by such person or persons as may from time to time be appointed by the Board.
- 14.3 Notwithstanding any other provision, the NZCF shall not spend any money:

- (a) Other than to further charitable purposes recognised by law, nor
 - (b) For the sole personal or individual benefit of any Member.
- 14.4 Any transactions between the NZCF and any Member, officer or Board Member, or any associated persons shall be at arm's length and in accordance with prevailing commercial terms on which the NZCF would deal with third parties not associated with the NZCF, and any payments made in respect of such transactions shall be limited to:
- (a) A fair and reasonable reward for services performed,
 - (b) Reimbursement of expenses properly incurred,
 - (c) Usual professional, business or trade charges, and
 - (d) Interest at no more than current commercial rates.

15.0 Investment of funds

- 15.1 The NZCF may from time to time invest and in such securities and upon such terms as the Board shall think fit, the whole or any part of its funds which shall not be required for the immediate business of the NZCF.

16.0 Borrowing funds

- 16.1 The NZCF shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages over all or any of the property and/or rights of the NZCF with or without any such security and upon such terms as the Board thinks fit, and the Board shall be entitled to exercise such power to borrow or raise money.

17.0 Common Seal

- 17.1 The common seal of the NZCF shall be that adopted by the Board which shall be responsible for the safe custody and control thereof.
- 17.2 Whenever the common seal of the NZCF is required to be affixed to any document, the seal shall be affixed by a resolution of the Board and in the presence of two Board Members who shall sign the document to which the seal is affixed.

18.0 Regional Committees

- 18.1 Regional Committees of the NZCF ("Regional Committees") may be constituted when the Board decides their establishment is justified in promoting the objects of the NZCF within a particular region of New Zealand.
- 18.2 The territory which applies in respect of a particular Regional Committee (the "Region") shall be defined from time to time by the Board and may be changed by the Board if it decides that is in the NZCF's best interests.

- 18.3 When a Regional Committee is to be established, and before its first Regional Annual General Meeting is held, the first members of the Regional Committee shall be appointed by the Board to hold office for a period of up to twelve months from the date of appointment and upon the expiration of that period, each such person shall be eligible for election to the Regional Committee in accordance with Rule 18.4. Thereafter, each member of the Regional Committee shall hold office until the next Regional Annual General Meeting. All Members whose address in the NZCF's membership records is within the Regional Committee's Region shall be eligible for nomination to the Regional Committee.
- 18.4 A Regional Committee shall consist of the following persons, each of whom shall be either an Individual Member or a member of a Member Choir authorised to represent that choir under Rule 7.6(a) and each of whom shall be elected at the Regional General Meeting:
- (a) A Chairman;
 - (b) A Regional Secretary;
 - (c) A Regional Treasurer;
 - (d) No fewer than three other Members

PROVIDED THAT in each case the Board shall appoint the first holders of those positions on the Regional Committee under Rule 18.2.

- 18.5 The provisions of Rules 4.7 to 7.10 shall apply with the appropriate changes to the responsibilities, voting procedures and rights within Regional Committees.

19.0 Power, duties, functions and meetings of Regional Committees

- 19.1 Regional Committees shall exercise such of the powers, discretions, duties and functions granted to the Board as the Board shall delegate to Regional Committees, in writing, and subject to such limitations and restrictions as may from time to time be imposed by the Board.
- 19.2 Each Regional Committee shall be responsible for promoting the objects of the NZCF within its Region.
- 19.3 The Board may pay to a Regional Committee a proportion of the NZCF membership fee collected under Rule 4.4, or arrange for a Regional Committee to collect membership fees on behalf of the Board under conditions as may be agreed between the Board and Regional Committee.
- 19.4 A Regional Committee may accept donations, gifts, bequests or other acquisitions of whatever nature and whether conditional or otherwise made to it for the carrying out of any of the purposes of the NZCF and all such bequests, donations, gifts or acquisitions shall, unless specified by the donor, when accepted become and form part of the account of the Regional Committee.

- 19.5 Each Regional Committee shall cause proper books of account to be kept which shall contain full true and complete accounts of the affairs and transactions relating to the capital and income which is subject to the administration of the Regional Committee, such accounts to be audited by either a chartered accountant or a firm of chartered accountants appointed by the Regional Committee for the purpose before presentation to the Regional Annual General Meeting.
- 19.6 A general meeting of each Regional Committee (the “Regional Annual General Meeting”, shall be held as soon as is practicable in each year. The Regional Committee’s accounts prepared in terms of Rule 19.5 shall be presented to and approved by the Regional Annual General Meeting.
- 19.7 Copies of the Regional Committee’s annual report and audited accounts shall be sent to NZCF National within two weeks of the Regional Annual General Meeting, such report to include a section on the year’s activities and the financial report.
- 19.8 Nominations for a Regional Chairman, a Regional Secretary, a Regional Treasurer, and for persons proposed under paragraph 18.3(d) shall be forwarded in writing to the Regional Secretary not less than 14 days prior to the Regional Annual General Meeting at which an election shall if necessary be held. If the number of nominations received by the Regional Secretary is less than the number of vacancies, nominations may be accepted from the floor of the meeting.
- 19.9 Each such written nomination shall include the signatures of a proposer and a seconder who must both be either Members or a member of a Member Choir authorised to represent that choir under Rule 7.6(a). The nomination shall be signed by the nominee signifying acceptance of the nomination. Nominations from the floor of the meeting shall require a seconder, and verbal acceptance by the nominee if present at the Regional Annual General Meeting or in writing if not so present.
- 19.10 If the number of persons validly nominated for the Regional Committee is less than the number of vacancies to be filled, then the Regional Committee may subsequently fill any such vacancy or vacancies by co-option and shall inform NZCF National as soon as practicable of such co-option.
- 19.11 Each Regional Committee shall advise NZCF National the name and address of the Regional representative elected pursuant to Rule 11.1(b) to serve on the Executive Committee.
- 19.12 The Regional Secretary shall be responsible for all correspondence of the Regional Committee, and shall be responsible for keeping minutes of all meetings of the Regional Committee and all Regional General Meetings, and the maintenance of a Regional membership register, if appropriate. Copies of the minutes of all Regional meetings shall be forwarded by the Regional Secretary to NZCF National.
- 19.13 A Regional Committee may apply for registration as a local region of NZCF, under the Act PROVIDED THAT its rules must be approved before adoption by the Board and shall not include any provisions that in the sole opinion of the Board are in conflict with any of these Rules.

20.0 Alteration of the Rules

- 20.1 The Rules may be altered, amended, added to or rescinded by resolution passed by a majority of at least two-thirds of the Members present or entitled to vote under Rule 7.6 on behalf of a Member at a General Meeting PROVIDED THAT such alteration is consistent with the general aim of the NZCF as set out in Rule 3.0.
- 20.2 Notice of the intention to make such alteration of the Rules under Rule 20.1 shall be given in the notice convening the meeting, which shall be called in accordance with Rule 7 PROVIDED THAT the Board may decide at its sole discretion to conduct the General Meeting referred to in Rule 20.1 entirely by postal ballot but otherwise in accordance with these Rules.
- 20.3 No amendment may be made to the Rules that would alter:
- (a) The exclusively charitable nature or any tax-exempt status of the NZCF,
 - (b) The Rules restricting the objects of the NZCF to purposes or objects out of New Zealand,
 - (c) The Rules precluding Members from obtaining any personal benefit from their membership, or
 - (d) The Rules as to winding up.
- 20.4 Notwithstanding Rule 20.1 the Board shall have the power to amend such of the Rules as are necessary to ensure the registration of the NZCF under the Charities Act 2005 and without having to seek the approval of the Members contemplated by Rule 20.1 PROVIDED THAT:
- (A) The Board has first received written advice from the Charities Commission of the need for such an amendment;
 - (B) The Board has received written advice from a solicitor that the amendment so contemplated is necessary to comply with the Charities Commission's requirements;
 - (C) The Board has given Members' 21 days' prior written notice of its intention to amend the Rules under this Rule 20.3.
- 20.5 Any amendment to the Rules made under Rule 20.4 shall be effective from the date of the Board's resolution to that effect.

21.0 Dissolution

- 21.1 The NZCF may be wound-up if, at a General Meeting, a resolution is passed requiring the NZCF to be wound up, and the resolution is confirmed at a subsequent Special General Meeting called for that purpose, and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

21.2 Any surplus assets of the NZCF after settlement of all liabilities and expenses of the winding-up shall be disposed of by the Board and directed towards such objects and purposes which are charitable according to the laws of New Zealand and which in the opinion of the Board are similar to those of the NZCF.

22.0 Interpretation

22.1 If at any time any matter shall arise which is not provided for in the Rules, the same shall be determined where appropriate by the Board whose decision shall be final.