

## **“A”**

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# Constitution and Rules of the New Zealand Naturist Federation Inc.

## **1 NAME**

The name of the Federation shall be the "**NEW ZEALAND NATURIST FEDERATION INCORPORATED**" hereinafter referred to as the 'Federation'.

## **2 REGISTERED OFFICE**

The Registered Office of the Federation shall be situated at such address as the Council shall from time to time determine. The Secretary shall immediately advise the Registrar of Incorporated Societies of such address or any change of address.

## **3 OBJECTS**

The objects of the Federation shall be:

- 3.1 To foster and promote the practice of naturism in New Zealand.  
Naturism shall mean the practice of social nudity as is advocated by the International Naturist Federation in conformity with the laws of New Zealand.
- 3.2 To act as a co-ordinating body for Member Clubs or other associate bodies and to further the interest of such clubs or bodies.
- 3.3 To issue publications, which shall, in whole or in part, promote the objectives or explain the activities of the Federation, any profits or losses there from being borne by the Federation.
- 3.4 To acquire a library of information including books, magazines, films, recordings, photographs or other media which pertains to the practice of naturism.
- 3.5 To operate trust funds for such purposes as the Council may decide in accord with the Federation objectives.

## **4 MEMBERSHIP**

Membership of the Federation shall consist of:

### **4.1 Society Membership**

Those clubs or organisations with an active membership section whose principal object is the practice and furtherance of naturism by lawful means and which are registered under the Incorporated Societies Act 1908 or in private ownership and which, in the opinion of the Council, are deemed to be of suitable character to be members of the Federation.

### **4.2 Proprietary Membership**

Those clubs or organisations in private ownership and whose interests include the practice of naturism or dress-optional lifestyle, being a duly registered company or other form of business organisation and which in the opinion of the Council are deemed to be of suitable character to be members of the Federation.

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### 4.3 **Associate Membership**

Those clubs or organisations which because of their aims and interests in the practice of naturism are considered by the Council to be of suitable character to be members of the Federation.

### 4.5 **Group Membership**

Those organisations in private ownership which have an interest in the practice of naturism and because of their small size apply for membership as a group and which in the opinion of the Council are deemed to be of suitable character to be members of the Federation.

### 4.5 **Supporter Membership**

4.5.1 Membership of the Supporter Group will be available to individual persons interested in the practice and furtherance of naturism and who, being of good character, register their interest with the Supporter Group Secretary appointed by the Council to administer the Supporter Group on its behalf.

4.5.2 Supporter Group members will be those persons who for various reasons are unable to take an active part in organised naturist club activities.

4.5.3 Supporter Group members will be bound by the Constitution and Rules of the NZNF and also the rules of any affiliated Member Club visited by them.

4.5.4 Should the conduct of a Supporter Group member be such as to bring the NZNF and/or the Supporter Group into disrepute, then the Executive and the Supporter Group Secretary shall jointly be empowered to terminate the membership of the member forthwith.

### 4.5.5 **Rights and Privileges**

- Supporter Group members shall pay an affiliation fee equivalent to that of a Society Member set in accordance with Rule 8.2.1.
- Supporter Group members shall be eligible for an INF/NZNF membership card annotated 'Supporter Member'.
- Supporter Group members shall be eligible to hold Federation Offices on being nominated by the Group, by an affiliated club or by an Executive Officer of the Federation.

The Supporter Group shall have voting rights in accordance with Rule 10.7.2.

Visits to affiliated clubs by Supporter Group members will be by request of the member or by invitation only.

### 4.6 **Honorary Life Membership**

Those individual people whom the Council decides by secret ballot have given exemplary service to the Federation and/or naturism in New Zealand and whom the Council considers should be recognised for this service.

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4.7 Clubs referred to in Clauses 4.1, 4.2, 4.3, 4.4 and 4.5 above are hereinafter referred to as Clubs or member clubs.

### **4.8 Sustaining Membership**

The Federation may confer upon any firm, company, group or individual the status of Sustaining Member in recognition of services rendered or donations made to the Federation. The Sustaining Member shall not by virtue of such membership be entitled to any rights or privileges whatsoever.

## **5 APPLICATIONS FOR MEMBERSHIP**

5.1 Any club or organisation making application to become a member of the Federation must notify in writing that such club or organisation will accept the Constitution and Rules of the Federation.

5.2 Clubs or organisations wishing to become members of the Federation shall make written application to the Federation Secretary stating therein the category of membership they wish to pursue and shall furnish with the application copies of their rules and/or such information and undertakings as the Council may from time to time require.

5.3 Upon receipt of an application for membership, the Federation Secretary shall give notice to each Council Member and to the Secretary of each Member Club (in the manner required by Rule 10.1) that the application will be considered at the next Council meeting and shall furnish with such notice whatever information concerning the application the Council may from time to time decide is required.

5.3.1 Such application shall be considered at the next Council meeting when a representative of the applying body shall be given the opportunity to speak but not vote.

5.4 The Council, having received all documents and assurances requested, may decide:

5.4.1 To grant Society Membership in which case the following terms and conditions will apply:

- The applying body will have voting rights in accordance with Rule 10.7.2.
- INF/NZNF membership cards will be permitted
- Reciprocal visiting rights to all Member Clubs may be granted.

5.4.2 To grant Proprietary Membership in which case the following terms and conditions will apply:

- The applying body will have voting rights in accordance with Rule 10.7.3.
- INF/NZNF membership cards will be issued to the resort proprietors only.

Visiting rights will be by mutual agreement between the resort management and the member Club/s.

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5.4.3 To grant Associate Membership in which case the following terms and conditions will apply.

The applying body will have voting rights in accordance with Rule 10.7.4.

- INF/NZNF membership cards will not be issued.
- Visiting rights will be by invitation only.

5.4.4 To grant Group membership in which case the following terms and conditions will apply:

- the applying body will have voting rights in accordance with rule 10.7.5
- INF/NZNF membership cards and stamps will be issued to the proprietors of the member Organisation.

5.4.5 Honorary Life Membership shall have the following privileges:

- Speaking rights at meetings of the Council
- Entry to annual rallies of the Federation paid by the Federation
- Free issue of annual stamps for the INF/NZNF Membership Card.

5.4.6 Council may vary the terms and conditions of membership from time to time at its absolute discretion.

5.4.7 To decline the application in which case no reason need be given.

5.5 The Council not having received all documents and assurances requested may grant the applying body 'Provisional' affiliation in the category applied for on such terms and for such period as may be decided. In this case the applying body will have no privileges of membership except that the delegate of the club or organisation may speak but not vote at Council meetings nor may any member of that club or organisation hold Federation Office unless that person is a financial member of another Member Club.

5.6 Any club or organisation having Associate Membership may at any time apply for Society Membership in the same manner as provided in Clauses 5.1 and 5.2 of this Rule. Such application shall be dealt with in like manner to Clause 5.3 of this Rule.

5.7 The Council shall from time to time review all clubs and organisations with 'Provisional' affiliation with a view to encouraging attainment of the membership category they have requested. Such 'Provisional' affiliation should not normally exceed twelve (12) months duration.

5.8 Each Member Club shall be provided with a copy of the Constitution and Rules of the Federation and any By-laws that may from time to time be approved by the Council.

5.9 The provisions of Clauses 5.1 to 5.7 of this Rule shall not apply to the Supporter Membership Group.

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### **6 SUSPENSION OF MEMBERSHIP**

Membership shall be suspended and all rights and privileges withdrawn by:

- 6.1 The fact that the subscription or other moneys due to the Federation have been outstanding for a period exceeding three months from due date, excepting that the Council may waive the strict application of this Clause in the case of financial hardship of the Member Club

**OR**

- 6.2 Resolution of the Council or Executive on the grounds of a complaint made under Rule 15 and that a motion to terminate the membership should be put to the next Council meeting. Such a resolution for suspension shall only be made after the resolutions laid down in Rule 15 have been carried out.

### **7 TERMINATION OF MEMBERSHIP**

Membership may be terminated by:

- 7.1 Written resignation authorised by a General Meeting of the Member Club signed by the club Secretary and delivered to the Federation Secretary. Unless otherwise expressed and agreed such resignation shall take effect one month from the date of resignation.

- 7.1.1 Resignation shall not release a Member Club from liability to pay subscriptions or other moneys due to the Federation but the Council may waive payments or refund subscription as it deems fit.

**OR**

- 7.2 Resolution of the Council on the grounds that the Member Club has been wound up under the Incorporated Societies Act 1908.

**OR**

- 7.3 Resolution of the Council on the grounds that the company has been wound up voluntarily or by the High Court in New Zealand in accordance with the Companies Act 1955.

**OR**

- 7.4 Resolution of the Council on the grounds that subscription or other payments due to the Federation have been outstanding for a period exceeding six months from the due date.

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- 7.4.1 Termination of membership under this Clause shall not release the club from liability to pay subscriptions or other moneys due, nor shall such club be eligible to re-apply for membership until the outstanding subscriptions or moneys are paid in full.

**OR**

- 7.5 Resolution of a two-thirds majority of the Council on the grounds of a complaint made under Rule 15 and only after the procedures required by Rule 15 have been carried out.

- 7.5.1 Any club whose membership has been terminated under this Clause shall not receive any refund of subscription or other moneys which it has paid to the Federation excepting the repayment of any loan which is covered by a written agreement, the terms of which shall remain in force for the period of the loan.

- 7.5.2 No person who continues membership of any club whose Federation membership has been terminated under this Clause may hold Federation Office.

### **8 SUBSCRIPTIONS**

- 8.1 Each Member Club shall pay an annual subscription which shall be due and payable on or before 30<sup>th</sup> September each year.

The annual subscription shall be based on the numerical membership of the club at a rate per person which shall be determined annually by the Council.

- 8.2.1 Society Member clubs shall pay a full fee per person as set annually by the Council at the AGM.

- 8.2.2 Proprietary Member resorts shall pay an affiliation fee as set annually by the Council at the AGM.

- 8.2.3 Associate Member clubs shall pay twenty-five per cent (25%) of the fee per person as set annually by the Council at the AGM.

- 8.2.4 A Group Membership organisation shall pay an annual subscription based on the number of organisations belonging to the group membership at a rate per member organisation set annually by the Council at the Annual General Meeting.

- 8.2.5 An Honorary Life Membership shall pay no subscription.

- 8.3 If any club fails to pay the due subscription in full, the membership of that club may be suspended or terminated in accordance with Rule 6 or Rule 7 as may be applicable.

### **9 MANAGEMENT OF THE FEDERATION – COUNCIL**

- 9.1 The affairs of the Federation shall be managed by a Council which shall comprise the Officers of the Federation together with the delegates from Member Clubs and referred to in these Rules as the 'Council' and members as 'Council Members'.

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- 9.2 The Officers of the Federation shall comprise the President, two Vice-Presidents, one of whom shall be resident in the South Island and one resident in the North Island, the Secretary, the Treasurer, the Communications and Overseas Liaison Officer, the Database Secretary, the Internet coordinator, the Editor and the Business Manager of the Federation's official journal. Any two of these offices may be combined.
- 9.3 The Officers shall be financial members of a Member Club and shall be elected at the Annual General Meeting of the Council and shall hold office for two year's or until a successor is Appointed. They shall be eligible for re-election to any office.
- 9.3.1 Officers shall retire in rotation. The offices of President, South Island Vice President, Treasurer, Editor and Business Manager shall be vacated in one year. The offices of North Island Vice President, Secretary, Internet Co-ordinator, Database Secretary, and Communications and Overseas Liaison Officer shall be vacated the following year.
- 9.4 The Federation Secretary shall circulate all Member Clubs at least three months prior to the date of the Annual General Meeting calling for nominations to Federation Office.
- Nomination may only be made by Member Clubs signed by an Executive member of that club, who shall not be a nominee for office, and shall be made in writing to the Federation Secretary not less than two months prior to the date of the Annual General Meeting and accompanied by the written consent of the nominee and the nominee's club Executive member.
- 9.5 In the event of there being more nominations for the office than there are vacancies, the Federation Secretary shall give notice as set down in Rule 10.1, and the Council shall fill the vacancy by voting in accordance with Rule 10.5.
- 9.6 If any office falls vacant by resignation, suspension, death or otherwise, the Executive may appoint a successor to hold office only so long as the vacated member would have served had no vacancy occurred, excepting that where a suspension is quashed by the Council the suspended officer may resume office forthwith.
- 9.7 Each Member Club may appoint one delegate to the Council who shall be a financial member of that club. Written notice signed by the club Secretary giving the name and address of the club's delegate shall be given to the Federation Secretary prior to the meeting.
- 9.8 The Federation may elect a patron.

### **10 MEETING OF THE COUNCIL**

- 10.1 Notice of the calling of Council meetings shall be given in writing by the Secretary to each Council Member and to the Secretary of each Member Club not less than one month prior to the date of the meeting and such notice shall state the time and the

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place of the meeting, the details of the business to be considered including, where applicable, the names and nominees for office, details of applications for membership, resolutions for suspension or termination of membership, the text and movers of notices of motion, remits and changes to Rules or By-laws.

- 10.2 Notices of motion, remits or proposals to change these Rules or to change any By-law shall be signed by an Officer of the Federation or the Secretary of a Member Club and shall be in the hands of the Federation Secretary two months prior to the date of the Council meeting where they are to be considered.
- 10.3 The quorum at Council meetings shall be 50% of the Council Members entitled to be present provided that those present represent 50% of the total eligible votes in accordance with Clause 10.7 of this Rule.
- 10.4 Meetings shall be chaired by the President, or if absent by a Vice President, or in their absence, the Council shall elect one of their number to chair the meeting.
- 10.5 Each motion or election considered by the meeting shall be decided in the first instance on voices or, if requested, by a show of hands or, if demanded by two Council Members, by secret ballot, in which case the Council shall appoint two scrutineers who shall count the votes and report the result to the Chair who shall declare the motion won or lost, or name the person elected and have the ballot papers destroyed forthwith unless the meeting resolves that the voting figures be made known.
- 10.6 Unless otherwise stated in these Rules all decisions shall be carried out by a simple majority. If there is equality of voting the Chair shall have the casting vote in addition to the vote or votes exercised as a Council Member.

### **10.7 Voting**

- 10.7.1 The President to represent the N.Z.N.F and to have a deliberate and a casting vote
- 10.7.2 Each delegate representing a Society Member club shall have two votes for the first fifty (50) members or part thereof, and one vote for each fifty (50) members thereafter or part thereof, of the members of the club represented.
- 10.7.3 Each delegate representing a Proprietary Member resort shall have one vote only.
- 10.7.4 Each delegate representing an Associate Member club shall have one vote for each two hundred, or part thereof, of the members of the club represented.
- 10.7.5 Each delegate representing a Group Membership organisation shall have one vote for each ten (10) organisations or part thereof in the group.
- 10.7.6 An Honorary Life Membership shall have no vote.

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- 10.8 The membership of a club or organisation shall be taken as the number of persons declared as the basis for the Member Club's annual subscription due and fully paid in accordance with Rule 8.
- 10.9 The Council may meet at such time and place, adjourn or otherwise regulate its meetings as it deems fit, provided that it shall meet at least once in each financial year.
- 10.10 No motion which could commit the Federation on any policy or other important or contentious matter shall be considered unless the notices required by Clauses 10.1 and 10.2 of this Rule have been given, or unless the efficient functioning of the Federation would be seriously hindered by the matter not being considered.
- 10.11 A record of the proceeding of each Council meeting shall be kept and a copy of the minutes sent to each Council Member and to the Secretary of each Member Club not later than a month after the meeting.

### **11 ANNUAL GENERAL MEETING**

- 11.1 There shall be held each year, at such time and place as the Council shall from time to time decide, a meeting of the Council in accordance with Rule 10 to be called the Annual General Meeting which shall:
- 11.1.1 Consider a report from the Executive on the past year's business of the Federation and a Statement of Accounts for the past financial year.
- 11.1.2 Elect the officers as required by Rule 9 and appoint an auditor for the financial accounts. Also elect the Supporter Membership Group Secretary, an Archivist and Sports Co-ordinator.
- 11.1.3 Consider remits, notices of motion, changes to the Rules or By-laws and general business.
- 11.2 Where the Annual General Meeting is held in conjunction with a rally of Member Clubs, the Council shall, as soon as possible after the Annual General Meeting, organise a meeting of club members present at the rally, at which the decisions of the Council meeting shall be made known and where any member of a Member Club may speak. This meeting shall be chaired in a like manner to Rule 10.4 and any resolutions carried by a majority of club members present shall be recorded by the Federation Secretary and shall be considered by the Executive and its decisions concerning these resolutions recorded in the Executive minutes.

### **12 SPECIAL COUNCIL MEETING**

- 12.1 A Special Meeting of the Council may be called:
- 12.1.1 By resolution of the Council or Executive.

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- 12.1.2 Upon requisition signed by three persons who are Federation Officers or the Secretary of a Member Club acting on behalf of that club.
- 12.2 As soon as possible after receiving a valid request for a Special Council Meeting, the Federation Secretary shall call such meeting in accordance with Rule 10.1 and shall state in the notice the business of the meeting, and no business other than that specified in the notice shall be considered at that meeting.

### **13 MANAGEMENT OF THE FEDERATION – EXECUTIVE**

- 13.1 The Council may delegate any or all of its powers to an Executive Committee which shall consist of the Officers of the Federation as outlined in Rule 9.2.
- 13.2 The powers of the Executive may be regulated by the Council, but in the absence of any resolution to the contrary, it shall be assumed that the Executive has all the powers of the Council excepting:
- 13.2.1 The granting of membership, or the termination of membership or office.
- 13.2.2 The setting of subscription rates or levies.
- 13.2.3 The expenditure of funds on any one item or project or any amount in excess of one-quarter of the previous financial year's income.
- 13.2.4 The committing of the Federation on policy or other important or contentious matters without prior approval or direction of the Council.
- 13.2.5 Any alteration of these Rules or any By-law.
- 13.3 The Executive shall meet as directed by the Council or as is necessary to carry out the business delegated to it, or if requested by the President or any three Executive members.
- 13.4 The Federation Secretary shall give each Executive member seven days notice of any Executive meeting excepting that any member may agree to personally dispense with such notice when urgent business arises.
- 13.5 At meetings of the Executive four members shall form a quorum. The chairing of meetings shall be determined in like manner to Rule 10.4.
- 13.6 At Executive meetings each member shall have one vote. The Chairman shall not have a casting vote.
- 13.7 A record of the proceedings of each Executive meeting shall be kept and a copy of the minutes sent to each Council Member and the Secretary of each Member Club within one month of the meeting.

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- 13.8 A resolution in writing signed by five Executive members shall be as valid and effectual as if it has been passed at a duly called and constituted meeting of the Executive. A copy of any such resolution shall forthwith be sent to each Council Member and the Secretary of each Member Club.

### **14 POWERS OF THE COUNCIL**

The management of the Federation shall be in the control of the Council. Without prejudicing this general power, or the specific powers conferred by these Rules, it is expressly declared that the Council has the following powers:

- 14.1 To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property or any shares, rights or privileges necessary or expedient for the purposes of attaining any of the Federation's objects or promoting the interests of the Federation or its members, and to sell, exchange, let on bail or lease without option of purchase or in any manner dispose of any such property, shares, rights or privileges.
- 14.2 To acquire, construct, erect, maintain and control such buildings or other erections, furnishings or equipment or acquire goods or things necessary for the operation of the Federation's grounds or buildings as may be considered by the Council advisable for the advancement of the Federation.
- 14.3 To borrow or raise moneys for the purpose of any of the Federation's objects and to give security for moneys so borrowed or raised in such manner as the Council may think fit and in particular by the issue of or upon bonds, debentures, promissory notes, or other securities or obligations of the Federation secured upon its assets, or otherwise, or by mortgage instruments by way of security or charge upon all or part of the property of the Federation in such manner or amounts as the Council shall, from time to time, authorise.
- 14.4 To enter into such negotiations and contracts and to rescind and vary such contracts, execute and do all such acts and things in the name of the Federation as the Council may consider expedient for the purposes of the Federation.
- 14.5 To accept subscriptions or other moneys, donations, devises and bequests, whether of real or personal estate, and to invest control or dispose of any funds or property so acquired as may be considered advisable for the Federation's benefit and to make, draw, sign and accept and endorse cheques, promissory notes and bills of exchange.
- 14.6 To claim, sue for and recover in the name of the Federation or otherwise all or any subscriptions or other moneys due for payment to the Federation.
- 14.7 To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Federation or its Officers, or otherwise concerning the affairs of the Federation.

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- 14.8 To employ, appoint, remove or suspend such persons or services as may be necessary to maintain, operate or otherwise care for the Federation's property or to provide for the functions of the Federation and to fix duties, salaries and emoluments  
**PROVIDED HOWEVER:**
- (a) Any income, benefit or advantage shall be applied to the objectives of the Federation. No member of the Federation nor any person associated with a member shall participate in or materially influence any decision made by the Federation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
  - (b) Any such income shall be reasonable or relative to that which would be paid in an arms length transaction (being open market value).
  - (c) The provisions and effect of this clause shall not be removed from these rules and shall be included and implied into any document replacing these rules.
- 14.9 To affiliate with or to subscribe to the funds of those bodies, which in the opinion of the Council, by their identity of interest are deserving of the support of the Federation.
- 14.10 To co-opt for service or remove from the service on the Council or for such other purpose as shall be necessary, any person being a member of a Member Club or a minor not being a member but being the child or ward of a club member, provided that in this case consent to serve in this capacity shall be given by the minor's parent or guardian. Persons co-opted under this Clause shall have no vote at Council meetings.
- 14.11 To do other acts, matters and things as may be incidental and conducive to the attainment of the Federation's objectives.

### **15 COMPLAINTS**

On receipt of a written complaint made to the Federation Secretary on the ground that the conduct of a Member Club or Federation Officer has been such as to bring the Federation into disrepute or has conflicted with the objects or best interests of the Federation and which specifies the conduct complained against and is signed by three persons who are Officers of the Federation or Secretary of a Member Club acting on behalf of that club, the following procedure is to be followed:

- 15.1 The Federation Secretary shall circulate the text of the complaint to Executive members who shall forthwith appoint two Federation Officers to investigate the complaint by personal contact with all parties concerned and then report back to the Executive.
- 15.2 If in the opinion of the Executive the complaint is justified the Executive may either caution or reprimand the offending club or Officer, or suspend the Member Club

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under Rule 6.2 or suspend the Officer in like manner to Rule 6.2, in which case the Executive shall give notice as required by Rule 10.1 that a motion to terminate the membership or office under Rule 7.5 will be considered at the next Council meeting. The office and vote of any Officer who is an innocent member of a club complained against or suspended shall remain valid so long as the membership of that club is not terminated.

### **16 FUNDS**

16.1 The funds of the Federation shall be deposited in the name of the Federation at any bank as the Council shall from time to time determine. The account shall be operated by the Treasurer and one other Executive member.

16.2 The Treasurer may operate a petty cash imprest account and may for convenience depute to other Officers domiciled elsewhere the operation of petty cash imprest accounts for the disbursements of small amounts.

16.3 The Council may from time to time invest and deal with any funds of the Federation not immediately required for Federation purposes, such funds to be invested in any one or more forms of security authorised by law in New Zealand for investment of trust funds.

16.4 The financial year shall be from 1<sup>st</sup> October in one year to 30<sup>th</sup> September in the following year.

### **17 SECRETARY**

The Secretary shall:

17.1 Receive and dispatch all correspondence relating to the business of the Federation including the receipt of moneys to be transmitted to the Treasurer if appointed.

17.2 Give the required notices for, and to attend all meetings of the Council and the Executive, record the business transacted and arrange for the required circulation of the minutes and the preservation thereof.

17.3 Carry out all other lawful directions of the Council and the Executive.

### **18 TREASURER**

The Treasurer shall:

18.1 Receive all moneys due to the Federation and issue receipts.

18.2 Make payments and disbursements as authorised by the Council or Executive.

18.3 Prepare and submit to each Annual General Meeting an audited Statement of Income and Expenditure and Balance Sheet for the previous financial year, and if required by the Council a Statement of Receipts and Payments.

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- 18.4 Keep the financial records and Books of Account of the Federation.
- 18.5 Furnish the Council or the Executive with such information as required relative to the Federation's finances.

### **19 ALTERATION TO RULES**

- 19.1 These rules may only be altered, added to or rescinded by a resolution of sixty percent of the votes of Federation members whose delegates are present at a meeting of the Council are in favour of the resolution. The meeting of the Council must have been notified in accordance with Rules 10.1 and provided that the notification to the Federation Secretary required by Rule 10.2 has been given. Such notifications shall clearly state the Rule proposed to be made, altered or rescinded and the full text of any proposed new Rule.
- 19.2 A copy of any Rule so altered shall be sent to the Secretary of each Member Club.
- 19.3 No addition to or alteration to the non profit aims, personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's consideration. The provisions and effect of this clause shall not be removed from these rules and shall be included or implied into any document replacing these rules.

### **20 INTERPRETATION OF RULES**

If any doubt shall arise as to the proper meaning of any of these Rules, the decision of the Council thereon shall be final and conclusive provided that such decision is put into writing and recorded in the minutes.

### **21 BY-LAWS**

- 21.1 The Council may from time to time make, alter, or repeal By-laws as the Council deems necessary for the carrying out of these Rules or the regulations of the Council's or the Executive's proceedings, provided that such By-laws shall not conflict with these Rules or the Incorporated Societies Act 1908.
- 21.2 To make, alter or repeal any By-law the same procedures and requirements as are required for changes to these Rules as set down in Rule 19 shall be followed, excepting that a simple majority only of a Council meeting shall be required to carry a resolution concerning any By-law.

### **22 INDEMNITY**

The Council and Council Members shall be indemnified from the Federation's funds in respect of all legal proceedings which may be instituted by or against them in consequence of the performance or non-performance of their duties in accordance with these Rules.

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### **23 COMMON SEAL**

The Common Seal of the Federation shall consist of the words "**THE COMMON SEAL OF THE NEW ZEALAND NATURIST FEDERATION INCORPORATED**".

The Seal shall be in the custody of the Federation Secretary and shall be affixed to such documents as the Council may from time to time direct and only in the presence of the President, the Federation Secretary and one other Council Member.

### **24 WINDING UP**

In the event of the Federation being wound up in accordance with the Incorporated Societies Act 1908, all assets remaining after payment of all costs, debts and liabilities shall be disposed of as decided by the majority of the Council meeting called for that purpose, provided that the proceeds of the disposal shall be applied to the fostering of the naturist movement in New Zealand and provided further that no individual person shall receive any of the proceeds for disposal.