

The Rules of the Canterbury Rugby Referees' Association Incorporated

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in these Rules:

Association means the Canterbury Rugby Referees' Association Incorporated.

Committee Meeting Quorum means four of the Management Committee Members (not including the President and the Referee Education Officer).

Financial Year has the meaning set out in clause 5.3.

Majority Vote means a vote made by more than half of the Members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.

Management Committee Meeting means meetings of the Management Committee as convened by the Chairperson from time to time in accordance with these rules.

Members means Active Members, Associate Members and Life Members as defined at clause 4.1 of these rules.

Membership Fee means the annual subscription fee for each class of membership fixed by the Association from time to time.

Money or Other Assets means any real or personal property or any interest therein, owned or controlled to any extent by the Association.

Association Meeting means any Annual General Meeting, or any Special General Meeting, but not a Management Committee Meeting.

Referee Education Officer means the Referee Education Officer of the Association appointed by the Canterbury Rugby Union Incorporated.

Association Meeting Quorum means 30 or more Association Members.

Use Money or Other Assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

Written Notice means communication by post or email.

1.2 Interpretation

The following rules of interpretation apply in these rules:

- (a) All **headings** and **subheadings** have been inserted for convenience only and will not affect the interpretation of these rules.
- (b) References to **clauses** will be construed as references to clauses in these rules.
- (c) A **gender** includes each other gender and the **singular** includes the plural and vice versa.

1.3 Matters not Covered

Matters not covered in these rules shall be decided upon by the Management Committee.

2. The Association

2.1 Name

- (a) The name of the society is the Canterbury Rugby Referees' Association Incorporated.
- (b) The Association was incorporated on 19 April 1978.

2.2 Registered Office

The Registered Office of the Association is Rugby Park, Cnr Malvern And Rutland Street, St Albans, Christchurch, 8011, New Zealand.

2.3 Purposes of Association

- (a) The purposes of the Association are to:
 - (i) Promote the sport of Rugby Union by providing competent, well trained and knowledgeable match officials to all clubs and unions;
 - (ii) Facilitate mentorship and educational opportunities for rugby referees;
 - (iii) Advocate for Members in relation to matters concerning officiating the game of Rugby Union;
 - (iv) Promote and provide for the pursuit of leisure, recreational, and social activities by Members; and
 - (v) Do anything necessary or helpful to the above purposes.
- (b) Pecuniary gain is not a purpose of the Association.

3. Management of the Association

3.1 President

- (a) The President is responsible for:
 - (i) Acting as ombudsman for Members of the Association;
 - (ii) Chairing Association Meetings; and
 - (iii) Representing the Association and Members at official events.
- (b) Only Members of the Association may hold office as President.
- (c) The President will hold office for two years (**Presidential Term**).

3.2 Management Committee

- (a) The Association shall have a managing committee (**Management Committee**), comprising the following offices:
 - (i) The Chairperson;
 - (ii) The Secretary;
 - (iii) The Financial Convenor;
 - (iv) The Coaching and Development Convenor;
 - (v) The Membership Convenor; and
 - (vi) The Social Convenor.
- (b) Only Members of the Association may be Management Committee Members.
- (c) Each of the Management Committee Members will hold office for two years (**Term**).

- (d) The Management Committee is to operate a rotational leadership policy with only those Management Committee Members who have completed their Term coming up for re-election in any year.
- (e) The President and the Referee Education Officer may attend Management Committee Meetings and have speaking rights but shall have no voting rights.

3.3 **Cessation of Committee Membership and Presidency**

- (a) Persons cease to hold any Management Committee office or the office of President when:
 - (i) they resign by giving Written Notice to the Management Committee;
 - (ii) they die while holding office;
 - (iii) they are removed by Majority Vote at an Association Meeting;
 - (iv) their Term or Presidential Term expires;
 - (v) they are adjudicated bankrupt;
 - (vi) they are prohibited from being a director under the Companies Act 1993;
 - (vii) they are convicted of an offence punishable by two years of imprisonment or more without further right of appeal;
 - (viii) they become of unsound mind; or
 - (ix) they are removed by unanimous vote of the other Management Committee Members.
- (b) If a person ceases to be a Management Committee member or President, that person must within one month give to the Management Committee all Association documents and property in his or her possession or control.

3.4 **Nomination and Election of Management Committee members and the President**

- (a) Nominations for members of the Management Committee and the office of President shall be called for at least 28 days before an Annual General Meeting.
- (b) Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 12pm, 28 days before the Annual General Meeting.
- (c) The retiring members of the Management Committee shall be eligible for re-election to the same Management Committee office for one further Term. This clause does not prevent a person being elected to a Management Committee office in accordance with clause 3.4(d).
- (d) Where a person has held the same Management Committee office for two consecutive Terms, that person:
 - (i) will be ineligible to stand for election for the same Management Committee office for a period of two years following the expiry of the person's second Term; but
 - (ii) may stand for election to another Management Committee office.
- (e) Where a person has held the office of President, that person shall be ineligible to stand for election for a period of two years following the expiry of that person's Presidential Term.
- (f) If there is more than one nomination for any office, an election will be held at the Annual General Meeting in accordance with clause 6.1(h). If there is only one nomination for any office then each candidate will be declared duly elected.

- (g) If any Management Committee office becomes vacant between Annual General Meetings, the Management Committee may appoint another Management Committee member or other Member to fill that vacancy until the next Annual General Meeting. At the next Annual General Meeting following such appointment, the Members shall elect a substitute for the period of the unexpired Term of that Management Committee office.
- (h) If the office of President becomes vacant between Annual General Meetings, the Management Committee may appoint another Association Member to fill that vacancy until the next Annual General Meeting.
- (i) If any Management Committee member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's office to be vacant.

3.5 Powers and duties of the Management Committee

- (a) The Management Committee shall be responsible for the conduct of the business of the Association.
- (b) In addition to the specific powers referred to in clause 3.5(c), the Management Committee may exercise all powers and do all things which may be exercised and done by the Association, unless the Management Committee's power is limited by these rules, or by Majority Vote of the Association.
- (c) Without limiting the generality of clause 3.5(b), the Management Committee has the power to:
 - (i) Carry out the purposes of the Association;
 - (ii) Administer, manage, and control the Association;
 - (iii) Use Money or Other Assets to carry out the purposes of the Association;
 - (iv) Purchase, lease, license, hire or otherwise acquire and hold any real or personal property;
 - (v) Sell any real or personal property;
 - (vi) Insure any real or personal property of the Association;
 - (vii) Borrow or invest money on such terms that the Management Committee decides;
 - (viii) Grant security over any property or grant any guarantee or indemnity;
 - (ix) Employ, contract, or otherwise engage people or organisations to provide services to the Association;
 - (x) Receive any grant, subsidy, donation, or other payment in order to further the Associations purposes;
 - (xi) Manage the Association's financial affairs, including preparing a budget at the beginning of each financial year and approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (xii) Set accounting policies in line with generally accepted accounting practice;
 - (xiii) Delegate responsibility in relation to any specific activities to any sub-committee, and co-opt Members where necessary;
 - (xiv) Ensure that all Members follow these rules and exercise discipline over its Members;
 - (xv) Decide how a person becomes a Member, and how a person stops being a Member;

- (xvi) Decide the times and dates for Association Meetings, and set the agenda for Association Meetings;
- (xvii) Decide the procedures for dealing with complaints; and
- (xviii) Make, amend or repeal regulations and by-laws (insofar as such by-laws shall not be inconsistent with these rules).

3.6 **Roles of Committee Members**

- (a) The Chairperson is responsible for:
 - (i) Ensuring that these rules are followed;
 - (ii) Convening Management Committee Meetings and establishing whether or not a Committee Meeting Quorum is present;
 - (iii) Chairing Management Committee Meetings, deciding who may speak and when;
 - (iv) Overseeing the operation of the Association; and
 - (v) Providing a report on the operations of the Association at each Annual General Meeting.
- (b) The Secretary is responsible for:
 - (i) Recording the minutes of Management Committee Meetings and Association Meetings
 - (ii) Keeping the Register of Members
 - (iii) Holding the Association's records, documents, and books except those required for the Financial Convenor's function;
 - (iv) Receiving and replying to correspondence as required by the Management Committee;
 - (v) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and
 - (vi) Advising the Registrar of Incorporated Societies of any rule changes.
- (c) The Financial Convenor is responsible for:
 - (i) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
 - (ii) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Association's accounting policies set under clause 3.5(c)(xii);
 - (iii) Providing a financial report at each Annual General Meeting;
 - (iv) Providing financial information to the Management Committee as the Management Committee determines; and
- (d) The Coaching and Development Convenor is responsible for:
 - (i) Coordinating the development of an annual coaching program in consultation with the Referee Education Officer;
 - (ii) Liaising with regional committees regarding coaching and development matters;
 - (iii) Managing and allocating coaching resources to Members;

- (iv) Overseeing and coordinating the Association's referee exchange program;
 - (v) Such other duties and responsibilities allocated by the Management Committee from time to time; and
- (e) The Membership Convenor is responsible for:
- (i) The retention of Members of the Association;
 - (ii) The promotion of Members' welfare;
 - (iii) Such other duties and responsibilities allocated by the Management Committee from time to time; and
- (f) The Social Convenor is responsible for:
- (i) Developing and implementing a social program for the benefit of Members and their families;
 - (ii) Such other duties and responsibilities allocated by the Management Committee from time to time; and

3.7 Management Committee Meetings

- (a) The Management Committee will meet at least quarterly each year, or as otherwise determined by the Management Committee.
- (b) Management Committee Meetings may be held via video or telephone conference, or other formats as the Management Committee may decide.
- (c) No Management Committee Meeting may be held unless a Committee Meeting Quorum is present.
- (d) Notwithstanding clause 3.7(c), a Management Committee meeting may proceed in circumstances where there will be less than a Committee Meeting Quorum present, if a majority of Management Committee members agree prior to that Management Committee meeting that the meeting may proceed.
- (e) If within half an hour after the time appointed for a Management Committee Meeting a Committee Meeting Quorum is not present, and the proviso contained in clause 3.7(d) does not apply, Management Committee Meeting shall stand adjourned to a day, time and place determined by the Chairperson. If at such adjourned meeting a Committee Meeting Quorum is not present within half an hour after the time appointed, the Management Committee Members present will constitute a Committee Meeting Quorum.
- (f) The Chairperson may adjourn a Management Committee Meeting from time to time and from place to place, but no business may be transacted at an adjourned Management Committee Meeting other than the business left unfinished at the Management Committee Meeting from which the adjournment took place.
- (g) The Chairperson shall chair Management Committee Meetings, or if the Chairperson is absent, the Chairperson shall nominate a Management Committee Member to chair that meeting.
- (h) Decisions of the Management Committee shall be by Majority Vote.
- (i) In the event of an equal vote, the Chairperson or person acting as Chairperson has a casting vote, that is, a second vote.
- (j) Only Management Committee Members present at a Management Committee Meeting may vote at that Management Committee Meeting.
- (k) Subject to these Rules, the Management Committee may regulate its own practices.
- (l) Members may attend Management Committee meetings and may have speaking rights but no voting rights.

- (m) Resolutions may be made outside of a Management Committee meeting by exchange of email provided that at least 75% of the members of the Management Committee sign, or assent to, the resolution.
- (n) Notwithstanding any provision to the contrary, a written resolution signed, or assented to, by at least 75% of the Management Committee members shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Management Committee provided that:
 - (i) all Management Committee members are given written notice of the proposed resolution prior to the resolution being signed, or assented to, by any Management Committee member; and
 - (ii) if, within 24 hours of receiving written notice, two or more Management Committee members advise in writing that they require the proposed resolution to be discussed at a properly convened and conducted meeting of the Management Committee, then the matter at issue must be referred to a properly convened meeting

3.8 Interested Members

- (a) No Management Committee member may vote or take part in deliberations on any transaction which he or she personally, or an entity or person related to the Management Committee member, has any personal or pecuniary interest.
- (b) The President and Referee Education Officer will not take part in deliberations on any transaction which he or she personally, or an entity or person related to the President or Referee Education Officer, has any personal or pecuniary interest.
- (c) Notwithstanding clause 3.8(a), the Management Committee member may:
 - (i) attend a Management Committee Meeting and be counted as part of the Committee Meeting Quorum; and
 - (ii) execute a document relating to the transaction on behalf of the Association.
- (d) Clauses 3.8(a) and (b) will not prevent any Management Committee member from voting or taking part in deliberations on transactions which have the effect of reimbursing Members (including Management Committee members) for expenses incurred in connection with refereeing.
- (e) Any Management Committee member, the President, or the Referee Education Officer must disclose any interest in writing to the Management Committee as soon as the person concerned becomes aware of the existence of that interest. That disclosure must include all relevant detail required to result in full and fair disclosure. A disclosure of interest by a Management Committee member must be recorded in the minute book of the Association.
- (f) Without limiting the generality of clause 3.8(e), a Management Committee Member, the President, or the Referee Education Officer is taken to have an interest in a matter if:
 - (i) the person has a direct or indirect pecuniary or proprietary interest in the matter;
 - (ii) the matter concerns a company, entity, organisation, or group and the person is involved in either its administration or financial affairs; or
 - (iii) the matter concerns a natural person whom the person has a close personal relationship or is otherwise involved in the affairs of that person.

4. Association membership

4.1 Types of Members

- (a) The Association will have the following classes of membership:
 - (i) **Active Members** include referees, assistant referees, referee coaches, selectors, appointment officers, members of the Management Committee and sub-committees who have paid the appropriate Membership Fee in the relevant Financial Year.
 - (ii) **Associate Members** include suitable persons who may not fulfil normal membership requirements but who have strong connections with the activities and purposes of the Association and have paid the appropriate Membership Fee in the relevant Financial Year.
 - (iii) **Life Members** include those persons elected as Life Members by the Association who have rendered outstanding service to the Association.
- (b) Members have the rights and responsibilities set out in these rules.

4.2 Admission of Members

- (a) **Active Members and Associate Members**
 - (i) To become an Active Member or an Associate Member, an applicant must:
 - (A) complete an application form, if these rules, bylaws or the Management Committee require this;
 - (B) supply any other information the Management Committee requires; and
 - (C) pay the appropriate Membership Fee each Financial Year.
 - (ii) A transferee from another rugby union referees' association may be accepted into membership by the Management Committee after clearance has been received from the transferring association.
 - (iii) The Management Committee may interview an applicant when it considers an application for active membership or associate membership.
 - (iv) The Management Committee shall have absolute discretion to determine whether or not to allow the applicant to become an Active Member or an Associate Member. The Management Committee shall advise the applicant of its decision, and that decision shall be final.
- (b) **Life Members**
 - (i) To become a Life Member, an applicant must:
 - (A) be nominated in writing by two Members of the Association with such application to be submitted to the Secretary;
 - (B) be accepted by the Management Committee as being eligible for consideration by the Association as a Life Member; and
 - (C) be elected as a Life Member by not less than 75% of the votes cast by Members at the Annual General Meeting.

4.3 The Register of Members

- (a) The Secretary shall keep a register of Members (**Register**), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- (b) If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

- (c) Each Member shall provide such other details as the Management Committee requires.
- (d) Members shall have reasonable access to the Register of Members.

4.4 Cessation of Membership

- (a) Any Member may resign by giving Written Notice to the Secretary.
- (b) A Member's membership may be terminated in the following way:
 - (i) If, for any reason whatsoever, the Management Committee is of the view that a Member is breaching these rules or acting in a manner inconsistent with the purposes of the Association, the Management Committee may give Written Notice of this to the Member (**Committee's Notice**).
 - (ii) The Committee's Notice must:
 - (A) Explain how the Member is breaching these rules or acting in a manner inconsistent with the purposes of the Association;
 - (B) State what the Member must do in order to remedy the situation or state that the Member must write to the Management Committee giving reasons why the Management Committee should not terminate the Member's membership; and
 - (C) State that if, within 14 days of the Member receiving the Committee's Notice, the Management Committee is not satisfied, the Management Committee may in its absolute discretion immediately terminate the Member's membership.
 - (iii) Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by Majority Vote terminate the Member's membership by giving the Member Written Notice (**Termination Notice**), which takes immediate effect.
- (c) A person who ceases to be a Member for any reason:
 - (i) Will still be liable to the Association for payment of all moneys which are due for payment before their membership ends;
 - (ii) Must immediately return to the Secretary (or the Secretary's nominee) all the Association property which is in the person's possession or control; and
 - (iii) Must not hold themselves out in the future as a Member of the Association.

4.5 Obligations of Members

All Members (and Management Committee members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

5. Money and other assets of the Association

5.1 Use of Money and Other Assets

The Association may only Use Money and Other Assets if:

- (a) It is used to advance the purposes of the Association;
- (b) It is not for the private pecuniary profit of any Member, proprietor, shareholder, beneficiary, or associate; and
- (c) That use has been approved by either the Management Committee or by Majority Vote of the Association.

5.2 **Joining Fees, Membership Fees, Subscriptions and Levies**

If any Member does not pay the Membership Fee, subscription or levy by the date set by the Management Committee or the Association, the Secretary will give Written Notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no membership rights and shall not be entitled to participate in any Association activity. No Member who is in arrears may vote at an Association Meeting.

5.3 **Financial Year**

The financial year of the Association begins on 1 October of every year and ends on 30 September of the next year.

5.4 **Assurance on the Financial Statements**

The Annual General Meeting each year shall appoint an auditor to audit the annual financial statements of the Association and provide a certificate of correctness of the same. If any auditor appointed by the Annual General Meeting is unable to act, the Management Committee shall appoint a replacement auditor.

6. **Conduct of meetings**

6.1 **Association Meetings**

- (a) An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- (b) The Annual General Meeting shall be held once every year after the end of the Association's financial year, but no later than 31 November. The Management Committee shall determine when and where the Association shall meet within those dates.
- (c) Special General Meetings may be called by the Management Committee at any time. The Management Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members stating the business to be discussed. The Special General Meeting must be held within 30 days of receipt of such a request.
- (d) The Secretary shall:
 - (i) Give all Members at least 14 days Written Notice of the business to be conducted at any Association Meeting.
 - (ii) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
 - (iii) Additionally, the Secretary will provide, as appropriate:
 - (A) A copy of the Chairman's Report on the Association's operations and of the annual financial statements as approved by the Management Committee.
 - (B) A list of nominees for the Management Committee, and information about those nominees if it has been provided. The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per nominee.
 - (C) Notice of any motions and the Management Committee's recommendations about those motions.
- (e) All Members may attend and vote at Association Meetings.
- (f) No Association Meeting may be held unless an Association Meeting Quorum is

present.

- (g) All Association Meetings shall be chaired by the President. If the President is absent, the Association shall elect another Management Committee Member to Chair that meeting. Any person Chairing an Association Meeting has a casting vote, that is, a second vote.
- (h) On any given motion at an Association Meeting, the President shall in good faith determine whether to vote by:
 - (i) Voices;
 - (ii) Show of hands; or
 - (iii) Secret ballot.
- (i) Notwithstanding rule 6.1(h), voting must be by secret ballot where a secret ballot is demanded by a simple majority of Members present at the Association Meeting before a vote by voices or show of hands has begun.
- (j) The business of an Annual General Meeting shall be:
 - (i) Receiving any minutes of the previous Association's Meeting(s);
 - (ii) The Chairman's report on the business of the Association;
 - (iii) The Financial Convenor's report on the finances of the Association, and the annual financial statements;
 - (iv) The fixing of any joining fees, membership fees, subscriptions, and levies for each membership class;
 - (v) Election of Management Committee Members and the President;
 - (vi) Motions to be considered; and
 - (vii) General business.
- (k) The President or his or her nominee shall adjourn the meeting if necessary.
- (l) If within half an hour after the time appointed for an Association Meeting an Association Meeting Quorum is not present, it shall stand adjourned to a day, time and place determined by the President of the Association. If at such adjourned meeting an Association Meeting Quorum is not present within half an hour after the time appointed, the Members present will be an Association Meeting Quorum.
- (m) The President of the Association may adjourn an Association Meeting from time to time and from place to place, but no business may be transacted at an adjourned Association Meeting other than the business left unfinished at the Association Meeting from which the adjournment took place.

6.2 Motions at Association Meetings

- (a) Any Member may request that a motion be voted on (**Member's Motion**) at a particular Association Meeting, by giving Written Notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (**Member's Information**).
- (b) The Management Committee may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 20% of eligible Members:
 - (i) It must be voted on at the Association Meeting chosen by the Member; and
 - (ii) The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; or

- (iii) If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.
- (c) The Management Committee may also decide to put forward motions for the Association to vote on (**Management Committee Motions**) which shall be suitably notified.

7. Common seal

7.1 Common seal

- (a) The Management Committee shall provide a common seal for the Association and may from time to time replace it with a new one.
- (b) The Secretary shall have custody of the common seal, which shall only be used by the authority of the Management Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Management Committee.

8. Altering these Rules

8.1 Altering these Rules

- (a) The Association may alter or replace these rules at an Association Meeting by a resolution passed by 75% of those Members present and voting.
- (b) Any proposed motion to amend or replace these rules shall be:
 - (i) endorsed in writing by at least 10% of eligible Members, or by the Management Committee; and
 - (ii) given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- (c) At least 14 days before the Association Meeting at which any rule change is to be considered the Secretary shall give to all Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations the Management Committee has.
- (d) When a Rule change is approved by an Association Meeting no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- (e) No addition to or alteration of clause 2.3 (Purposes of the Association), clause 3.8 (Interested Members), or clause 10 (Winding up) shall be approved which detracts from the charitable nature and purposes of the Association or its non-profit/tax exempt status. 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
- (f) The current Rules of the Association shall be posted on the CRRA website and made available for inspection by any member on request to the Secretary.

9. Bylaws

9.1 Bylaws to govern the Association

The Management Committee may from time to time make, alter or rescind bylaws for the general management of the Association, so long as these are not inconsistent with these rules or the provisions of law. All such bylaws shall be binding on members of the Association. A copy of the bylaws shall be posted on the CRRA website and made available for inspection by any Member on request to the Secretary.

10. Winding up

10.1 Winding up

- (g) If the Association is wound up, the surplus Money and Other Assets of the Association (after the discharge and payment of all of the Association's debts, costs and liabilities) shall be paid:
 - (i) To an institution having purposes similar to those of the Association and chosen by Members or the Management Committee (if Members do not choose); or
 - (ii) If no appropriate institution can be found, to a charity or charities in New Zealand chosen by Members or the Management Committee (if Members do not choose).
- (h) No distribution may be directly or indirectly made to any Member.

11. Indemnity

11.1 The Management Committee Members shall be indemnified by the Association at the Association's cost from and against all losses and expenses incurred by them in the discharge of their authorised duties, except as a result of their own criminal action, wilful default, neglect or gross negligence.

12. Invalidity

12.1 If any clause under these rules or any part of any clause is found to be illegal, invalid or unenforceable, the remaining clauses or the remainder of the clause concerned shall continue in force.

13. Governing law

13.1 The Association shall be governed and construed in accordance with the laws of New Zealand.