

CONSTITUTION

OF

Dressage Taranaki Inc.

Dressage Taranaki Inc Constitution

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Dressage Taranaki Inc Constitution

1. Definitions and interpretation

- 1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Committee means the Group's governing body.

Committee Member means a member of the Committee.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

ESNZ means Equestrian Sports New Zealand Incorporated.

President means the person in the highest-ranking management position in the Group.

General Meeting means an AGM or SGM of the Group.

Interested has the meaning given in section 62 of the Act.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the Group and includes all classes of members described in clause 4.3. A member under the age of 18 and/or part of a family membership shall not be eligible to hold office or exercise a vote at any meeting of the society

Officer means a Committee Member and any natural person occupying a position in the Group that allows the person to exercise significant influence over the management or administration of the Group.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Rules means any bylaws, policies, regulations and codes of the Group.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Taranaki

1.2 Interpretation: Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings are for reference only.
- (c) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (d) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (e) All periods of time or notice exclude the days on which they are given.
- (f) Any notice or other communication given under this Constitution must be in writing.
- (g) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

2. Group details

- 2.1 **Name:** The name of the society is Dressage Taranaki Inc
- 2.2 **Registered office:** The registered office of the Group is at the place the Committee decides.
- 2.3 **Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Group are to:
 - (a) Maintain membership of, and co-operate with ESNZ;
 - (b) promote, develop, foster and administer Dressage mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa;

- (c) develop opportunities, programmes and facilities to enable, encourage and enhance the participation in, enjoyment of and performance of people and horses for Dressage and related activities;
- (d) promote, develop and co-ordinate Dressage competitions and events in accordance with ESNZ's Rules;
- (e) promote the safety and welfare of all participants and horses in equestrian sports and activities;
- (f) protect the integrity of Dressage and the Group by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;
- (g) support the development of Members, including the relevant training, education and development of the Members, including officials, coaches, team managers and volunteers.

4. **Members**

- 4.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Committee. All Applications are decided by the Committee or by a delegated person by the Committee, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have satisfied any other preconditions, including payment of a membership fee (if applicable).
- 4.2 **Member consent:** A person or entity consents to become a Member by submitting an Application to the Group, unless otherwise specified in this Constitution.
- 4.3 The Members of the Group are all individuals who have been admitted as Members in accordance with the Constitution
- 4.4 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Group. Any Member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by an Ordinary Resolution at a General Meeting. A person consents to becoming a Life Member on acceptance of their life membership. Life Members have such rights and benefits as determined by the Committee.
- 4.5 **Member rights and obligations:** Members acknowledge and agree that:
 - (a) they are bound by, and will comply with, this Constitution and the Rules, and to the extent they apply, the rules, procedures or policies of ESNZ;
 - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Rules or as

otherwise set by the Committee, including payment of any membership or other fees within the required time period;

- (d) if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;
- (e) they do not have any rights of ownership of, or the automatic right to use, the Group's property; and
- (f) they will promote the interests and purposes of the Group and must not do anything to bring the Group into disrepute.

4.6 Ceasing to be Member: A Member ceases to be a Member:

- (a) on death;
- (b) by giving notice to the Committee of their resignation;
- (c) if their membership is terminated under clause 4.5 (d)
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.7 Consequences of ceasing to be a Member: A Member who ceases to be a Member:

- (a) remains responsible to pay all their outstanding membership and other fees to the Group;
- (b) must return all the Group's property if required;
- (c) ceases to be entitled to any rights of a Member.

4.8 Membership fees: The Committee will decide membership and other fees payable by Members and the due date for those fees (if any). The Committee may determine different levels of membership fees and other fees for different types of Members.

4.9 Member register: The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Group of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Group member within the previous 7 years and the date on which they ceased to be a member.

5. General Meetings

5.1 Notices in respect of General Meetings: Any notice required in this section in respect of a General Meeting may be given by electronic means and/or by posting on the Group's website and/or social media channels. A General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting.

- 5.2 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Group and not more than 15 months after the previous AGM.
- 5.3 **Notice of AGM:** The Members must be given at least four weeks' notice of the AGM, such notice shall be via e mail and/or social media e.g. Facebook or any other form of communication agreed by the committee.
- 5.4 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - (c) the election of the Chair, Secretary, Treasurer and other Committee Members;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.5 **Notice of agenda and proposed motions:** Members must be given at least two weeks notice of the agenda containing the business to be discussed at the AGM prior to the AGM and any proposed motions and other items of business. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
- 5.6 **Calling of SGM:** The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by 25% of Members.
- 5.7 **Notice of SGM:** Members must be given at least four weeks notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is at least 10% of the Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.

- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The Committee will appoint a Chair of the General Meetings.
- 5.13 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 5.14 **Voting:** A Member is entitled to exercise one vote on any motion at a General Meeting in person or by electronic means.
- 5.15 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 50% of Members or as otherwise required under this Constitution.
- 5.16 **Minutes:** Minutes must be kept of all General Meetings.
- 5.17 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

6. Committee

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the Committee must manage, direct or supervise the operation and affairs of the Group and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Group.
- 6.2 **Composition:** The Committee shall consist of a minimum of three persons – being the Chair, the Secretary and the Treasurer - and may include other persons as elected at the AGM.
- 6.3 **Role of Chair/President:** The Chair/President will engage in activities agreed with the Committee which may include activities to promote the Group, good relations and communications between Members and the reputation and best interests of the Group.
- 6.4 **Role of Secretary:** The Secretary will:
- (a) attend to all correspondence and keep minutes of General Meetings and Committee meetings and ensure that any subcommittee keeps minutes; and
 - (b) keep all records and generally perform all the secretarial work of the Group. With the written approval of the Committee these tasks may be varied or delegated but the Secretary remains responsible for their performance.
- 6.5 **Role of Treasurer:** The Treasurer will:

- (a) receive all money paid to or received by the Group and pay all accounts approved by the Committee. The Committee may delegate levels of payment to the Treasurer by written authority;
- (b) invest all funds of the Group in the manner directed by the Committee; and
- (c) keep the Group's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Committee.

6.6 Election of Committee Members: Committee Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM prior to the AGM, in the form decided by the Committee;
- (b) at the AGM, votes shall be cast in such as manner as the chair determines, provided that:
 - (i) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
 - (ii) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
 - (iii) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.7 Appointment of Committee Members: If a vacancy arises when a Committee member does not serve their full term of office or a particular skill-set is required on the Committee, the remaining Committee Members may:

- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
- (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
- (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

6.8 Qualification: Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and
- (b) certify that they are not disqualified from being elected or holding office pursuant to clause 6.9.

6.9 Disqualification: The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- (b) A person who has been removed as a Committee Member following a process under this Constitution or any Rule.

If any of the circumstances listed in (a) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.10 **Term of office:** The term of office for all Committee Members is 1 year, expiring at the end of the relevant AGM. There is no maximum number of consecutive terms a committee member may serve.

6.11 The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.

6.12 **Suspension of Committee Member:** If any Committee Member is or may be the subject of an allegation, notice or charge described under clause 6.9 or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.

6.13 **Removal of Committee Member:**

- (a) The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:
 - (i) has seriously breached duties under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be a Committee Member.
- (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (c) Before considering a motion for removal, the Committee Member who is the subject of the motion must be given:
 - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.

6.14 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Committee;
- (c) the person becomes disqualified from being an officer pursuant to clause 6.9 of this Constitution; or

- (d) the person dies.

7. **Committee meetings**

- 7.1 **Calling meetings:** Committee meetings may be called at any time by the Chair or by 50% of Committee Members, however, generally the Committee meets Monthly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a Committee meeting is 3 Committee Members. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 7.4 **Chair:** The Chair will chair Committee meetings. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.
- 7.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.

8. **Finances**

- 8.1 **Control and management of finances:** The funds and property of the Group are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Group set out in clause 3.
- 8.2 **Balance date:** The Group's balance date is on the date as the Committee decides.
- 8.3 The Group's financial statements may be audited reviewed each year and the reviewed financial statements be submitted to Members. The auditor/reviewer will be appointed by the Committee.
- 8.4 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Group. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the Group for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by the Group in respect of payments or transactions between it and them, their direct family or any associated entity.

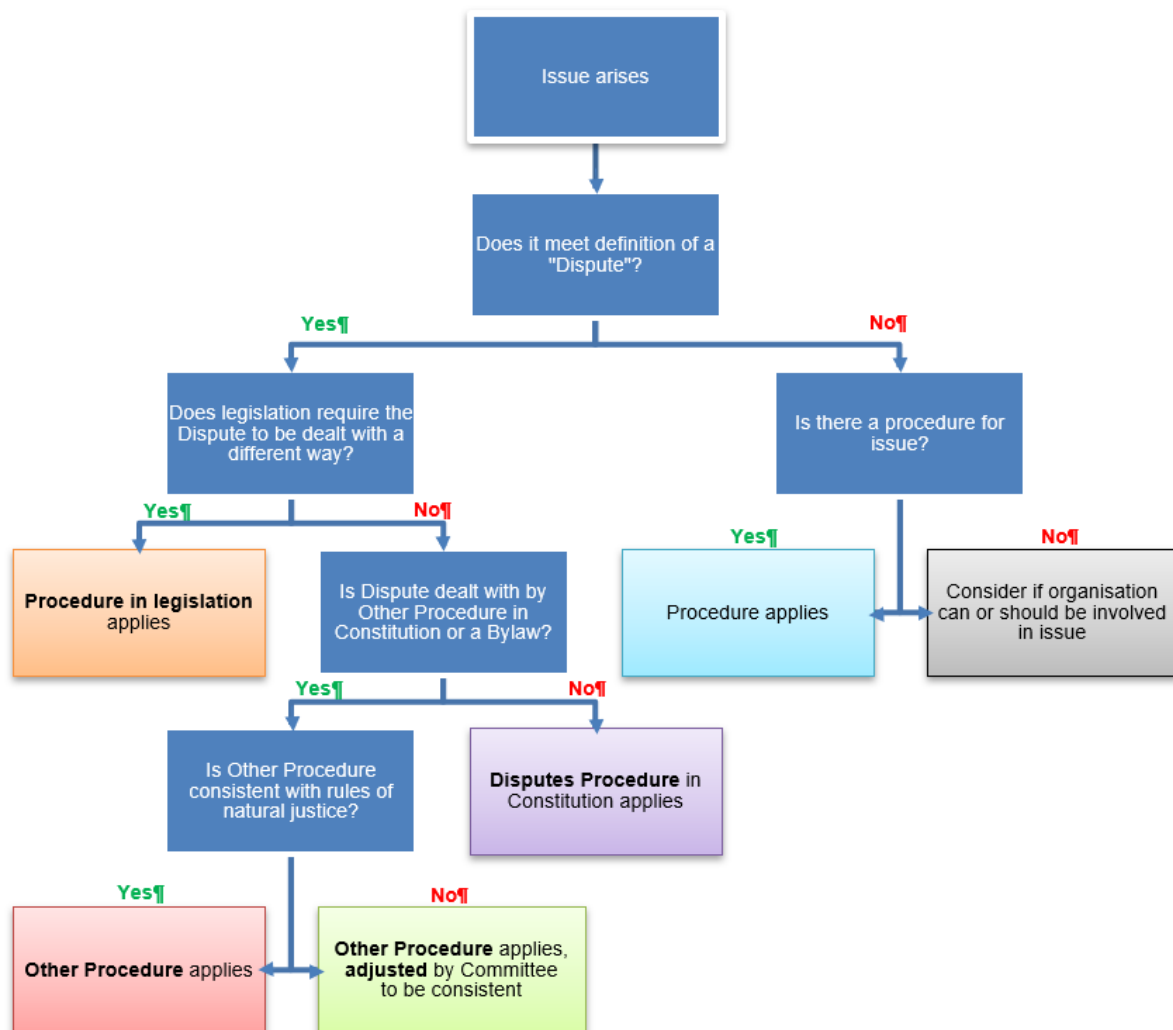
9. **Amendments**

- 9.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 9.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

10. **Rules and Integrity**

- 10.1 **Rules:** The Committee may make and amend Rules for the conduct and control of the Group's activities and codes of conduct applicable to Members. Any Rule must be consistent with this Constitution, the Group's purposes set out in clause 3, the Act and any other laws. All Rules are binding on the Group and the Members. The making, amendment, revocation, or replacement of a Rule is not an amendment of this Constitution.

11. Dispute resolution



11.1 Definitions: In this clause:

(a) **Dispute** means a disagreement or conflict between and among or more Members (or former Members, in relation matters arising during their membership), any one or more Officers (or former Officers, in relation to matters arising during their tenure) that relates to an allegation that:

- (i) a Member or an Officer has engaged in misconduct; or
- (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (iii) the Group has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (iv) Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;

(b) **Disputes Procedure** means the procedure for resolving as set out in this clause

(c) a **Member** is a reference to a Member acting in their capacity as a Member;

(d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

11.2 Application of other legislation to a Dispute: The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

11.3 Application of other procedures under this Constitution or in a Rule:

(a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Rule (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Committee in its discretion so that the Other Procedure is consistent with the rules of natural justice.

(b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

11.4 Application of the Disputes Procedure: If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

Disputes Procedure

11.5 Raising a complaint:

(a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Committee setting out:

- (i) the allegation to which the dispute relates and who the allegation is against; and
- (ii) any other information reasonably required by the Group.

(b) The Group may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

(c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

11.6 Investigating and determining Disputes: Unless otherwise provided, the Group must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

11.7 Decision to not proceed with a matter: Despite the contents of the Disputes Procedure, the Group may decide not to proceed with a matter if:

- (a) the Complaint is trivial; or

(b) the Complaint does not appear to disclose or involve any allegation of the following kind:

- (i) any material misconduct; or
- (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
- (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or

(c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the Complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the Complaint.

11.8 Complaint may be referred: The Group may refer a Complaint to:

(a) a hearing body or person authorised, delegated or appointed by the Committee to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or

(b) a subcommittee or an external person to investigate and report; or

(c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

11.9 Hearing Body: The Committee may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Committee to resolve, or assist to resolve, Complaints.

11.10 Bias: An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Committee or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

11.11 Complainant's right to be heard:

(a) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the Group makes a Complaint, the Group has a right to be heard before the Complaint is resolved or any outcome is determined, and a Committee Member may exercise that right on behalf of the Group.

(b) A Member or Officer or the Group must be taken to have been given the right if:

- (i) the Member or Officer or the Group has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

- (ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (iii) an oral hearing, if any, is held before the Hearing Body; and
- (iv) the Member's or Officer's or the Group's written statement or submission, if any, are considered by the Hearing Body.

11.12 Respondent's right to be heard: The Member or Officer who, or the Group which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Group, a Committee Member may exercise the right on behalf of the Group. A Respondent must be taken to have been given the right if:

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- (c) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing, if any, is held before the Hearing Body; and
- (e) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

11.13 Appeals: Unless this Constitution or the ESNZ Constitution or Regulations (if applicable) expressly provide otherwise, and Member or Officer who has exhausted all rights of appeal under this Constitution and the ESNZ Constitution or Regulations (if applicable) may appeal to the Sports Tribunal of New Zealand against Dressage Taranaki Inc decision only on one of more of the following grounds:

- (a) Natural justice – that natural justice was denied;
- (b) Jurisdiction – that ESNZ acted outside its powers and/or jurisdiction.
- (c) New evidence – that substantially new evidence has become available after the decision was made; and/or
- (d) Penalty – in respect of a penalty imposed, that the penalty was excessive or inappropriate.

11.14 The rules of the Sports Tribunal of New Zealand apply to any such appeal.

12. Liquidation and removal

12.1 **Notice:** The Committee must give notice to all Members at least 20 Working Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove the Group from the Register of Incorporated Societies; or
- (c) for the distribution of the Group's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

12.2 **Special Resolution:** Any resolution for a motion set out in clauses 12.1 (a) to (c) must be passed by a Special Resolution of Members.

12.3 **Surplus assets:** The surplus assets of the Group, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to the Group.

End