



Celebrants Association of New Zealand Incorporated

Rules

May 2019

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1. Name

1.1 The name of the Association is “Celebrants Association of New Zealand Incorporated”.

2. Objects and Purposes

2.1 The Association is required to operate within the scope of its objects and purposes. In giving effect to these objects and purposes, the Association shall encourage policies and practices that reflect New Zealand’s cultural diversity and shall, in particular, have due regard to the provisions, spirit and intent of the Treaty of Waitangi.

2.2 The objects and purposes of the Association are:

- a. To foster celebrancy and to support celebrants in carrying out their duties competently, professionally and ethically.
- b. To maintain high standards among celebrants including ethical standards and standards of cultural respect and sensitivity.
- c. To encourage co-operation and the exchange of experiences and ideas among Members.
- d. To provide advice and information to support Members in the effective performance of their duties.
- e. To facilitate educational opportunities and to encourage the continuing professional development of Members.
- f. To promote public awareness of the roles and functions of celebrants.
- g. To act as an advocate for celebrants with Government and other organisations and agencies.
- h. To do all such other lawful things that are necessary or helpful to the achievement of the above objects and purposes.
- i. Pecuniary gain is not an object or purpose of the Association.

3. Powers

3.1 In addition to all other powers vested in the Association by these rules or by law, the Association shall have and may exercise (either alone or with any other organisation, body, person or persons) the following powers:

- a. By all lawful means, to trade, make profits and/or losses, collect funds and raise money.
- b. To construct, maintain, improve, alter, enlarge, pull down, demolish, remove, replace, manage, acquire, hold, gift, sell, bail, exchange, license, lease, mortgage and otherwise encumber, exhaust, use and/or exploit any and all forms or real or intangible property.
- c. To establish, undertake and execute any trusts.
- d. To lend, borrow, gift, invest or otherwise deal with any form of money, security or asset.
- e. To write down or write off any debt to the extent it may be considered irrecoverable.
- f. To communicate, discuss and represent to any government, regulatory authority, organisation, individual or other body information, matters of concern or interest to members generally.
- g. To join with in any capacity such other organisation, body or persons and to incorporate companies, to enter partnerships and joint ventures if to do so is consistent with the Association’s objects and purposes.
- h. To delegate.
- i. To the extent permitted by law, to indemnify including to obtain insurance cover for its officers and others.
- j. To establish, maintain, control, manage and dissolve Branches of the Association and to determine and modify the rules, rights, privileges, obligations and duties of any such Branch.

- k. Without limiting the foregoing, to do such things, incur such costs and complete such documents as may in the opinion of the National Executive be conducive to the performance of the Association's objects and purposes.

3.2 None of the powers of the Association shall be deemed subsidiary or ancillary to any other power or authority and the Association shall be entitled to exercise all or any of the powers independently of any other or other of them. In the event of any ambiguity, this provision shall be construed so as to widen and not restrict the powers of the Association.

3.3 The National Executive may exercise all the powers of the Association except those powers that these Rules or the Incorporated Societies Act require to be exercised by general meetings of the Members.

3.4 The National Executive may delegate to a member of the National Executive, a subcommittee or staff, any of its powers and functions other than—

- a. This power of delegation or,
- b. A duty imposed on the National Executive by the Incorporated Societies Act or any other law.

3.5 The delegation must be in writing and may be subject to the conditions and limitations the National Executive considers appropriate. The National Executive may, in writing, revoke a delegation wholly or in part.

4. The Control and Investment of the Association's Funds

4.1 The Association must keep true and fair accounts.

4.2 The National Executive is responsible for keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.

4.3 Annual financial statements for presentation at each Annual General Meeting will be prepared in accordance with the Association's accounting policies.

4.4 The income and property of the Association shall be applied solely towards the promotion of the objects and purposes of the Association.

4.5 The National Executive may use the funds of the Association as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the objects and purposes of the Association including the employment of solicitors, auditors, officers, agents, consultants and employees or others authorised to perform the functions delegated by the National Executive.

4.6 The Association may invest and deal with funds of the Association not immediately required in such a manner as decided by the National Executive.

5. Prohibition of Pecuniary Gain

5.1 While the Association may trade and make profits, in no event will the Association operate for the pecuniary gain of any of its members. In no event will any member:

- a. Have an exclusive or otherwise disposable right to any property held by the Association.
- b. Be entitled to share in the revenue generated by any of the Association's activities irrespective of the contribution to the generation of that revenue by the member.
- c. Be entitled to receive any gain, dividend, distribution, a share of any profits or any other financial benefit howsoever generated by the Association.

5.2 It shall not contravene the prohibition on pecuniary gain if a member receives:

- a. Remuneration for services provided to the Association in the ordinary course of that member's employment or retention by the Association.

- b. Payment for services provided to the Association by a member in the ordinary course of their occupation or the occupation of a business in which the member is retained.
- c. Reimbursement of costs incurred by that member in performing service on behalf of the Association.
- d. Pecuniary gain to which the member would be equally entitled if not a member of the Association, having entered into a transaction with the Association on arm's length term.
- e. Prizes other than financial prizes in competitions run by the Association for members
- f. Pecuniary gain permitted by law and accepted by the National Executive in its sole discretion as appropriate.

6. Membership

6.1 The membership of the Association shall consist of various categories as determined by the National Executive from time to time. The National Executive will set the eligibility criteria for each category of membership.

6.2 The National Executive will from time to time set the Association's membership fees for each membership category.

6.3 Any person who satisfies the criteria for one of the membership categories determined by the National Executive is eligible for membership and may become a member if they:

- a. Complete the relevant application form, supply all requisite details and information and make any declarations, or gives any undertakings, that may be required by the National Executive from time to time (including, but not limited to, undertakings as to compliance with the Rules and any Code of Conduct or Code of Ethics) and,
- b. Pay the appropriate membership fee.

6.4 The Association shall keep an electronic register of members, containing full name and address of the Member and any other information as required by the National Executive from time to time.

6.5 No information may be provided to a third party without the approval of the member.

1. The membership of a member ceases on resignation or expulsion.
2. A member is taken to have resigned if:
 - a. The member's written resignation is received by the Association or,
 - b. The member's annual subscription is more than 1 month in arrears or,
 - c. Where no annual subscription is payable a written request to the member to confirm that they wish to remain a member has not been responded to within 1 month after the request has been sent.
3. A member may be expelled from the Association if the member:
 - a. Does not provide the requisite details, information, declarations or undertakings set out in the application form or,
 - b. No longer fulfils the eligibility criteria for a category of membership.

7. Election of Officers

7.1 The National Executive may consist of up to seven persons who, being members of the Association, shall be elected as National Executive members by the members of the Association in accordance with these Rules as follows:

- a. Notifications calling for nominations to vacant National Executive positions are to be sent to all members at least forty-two days prior to the Annual General Meeting.

- b. All nominations must be in the hands of the Secretariat thirty-five days prior to the Annual General Meeting
- c. A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. Proposer, seconder and nominee must all be members of the Association.
- d. Any nominee must be a member of the Association who has been a member of the Association for at least two consecutive years.
- e. The term of appointment will be 3 years, with the term taking effect from the day after the Annual General Meeting.
- f. In the event the nominations received do not exceed the number of vacancies, the Executive Officer may declare the nominees duly elected without the need for a ballot of any kind.
- g. Voting forms, whether paper or electronic, shall be forwarded to all members no later than thirty days prior to the Annual General Meeting.
- h. Voting must be concluded at least fifteen days before the Annual General Meeting.
- i. The National Executive who have been duly elected will be announced via e-mail or other communication means to the membership as a whole, ten days before the Annual General Meeting.
- j. The National Executive may appoint scrutineers to determine the result of the election.
- k. In the event of a tied vote, the National Executive will decide a method for determining how to select between the nominees.

7.2 The National Executive may co-opt from time to time additional National Executive members with or without full voting rights. Their term of office shall expire at the next Annual General Meeting following their appointment unless the National Executive earlier rescinds their appointment. A person may be co-opted because they bring particular aptitude to the National Executive and such person(s) may or may not be a current Member.

7.3 A meeting of the newly-elected National Executive shall be convened upon the declaration of the result of the National Executive election, to appoint a National Executive member as President of the Association. The appointment of a National Executive member to be President shall be by consensus or a simple majority vote of the National Executive. The National Executive member proposed as President may participate in any such vote.

7.4 Such meeting may be held in person, or by conference telephone call, video-conferencing, email or such other technology as the National Executive may determine is appropriate.

7.5 The position of President will be announced at the Annual General Meeting.

7.6 Should a position become vacant through death, resignation or for any other reason the National Executive may appoint a suitable replacement from the membership to act in that office until the next regular election of that National Executive member would occur.

7.7 A National Executive member may resign from the National Executive by written notice.

7.8 A person ceases to be a National Executive member if he or she fails to attend 3 consecutive National Executive meetings without a leave of absence from the Chair or ceases to practice as a celebrant or is no longer a member of the Association.

7.9 A National Executive member may be removed from office by the President by reason of:

- a. Inability to perform the requirements of the position,
- b. Neglect of duty,
- c. Misconduct,
- d. Bankruptcy.

8. Duties of the National Executive

8.1 As soon as practicable after being elected or appointed to the National Executive, each member must become familiar with these Rules and the Incorporated Societies Act.

8.2 The National Executive is collectively responsible for ensuring that the Association complies with the Incorporated Societies Act and that individual members of the National Executive comply with these Rules.

8.3 National Executive members must exercise their powers and discharge their duties:

- a. In good faith in the best interests of the Association;
- b. For a proper purpose;
- c. With care and diligence; and
- d. To avoid and declare any potential or perceived conflicts of interest.

8.4 A National Executive member who has a material personal interest in a matter being considered at a National Executive meeting must disclose the nature and extent of that interest to the National Executive.

8.5 If the President determines that the National Executive member has a material conflict, the National Executive member:

- a. Must not be present while the matter is being considered at the meeting; and
- b. Must not vote on the matter.
- c. If there are insufficient National Executive members to form a quorum after all National Executive members who have a material personal interest are disqualified from voting on a matter, a general meeting may be called to deal with the matter.

8.6 This rule does not apply to a material personal interest:

- a. That exists only because the National Executive member belongs to a class of persons for whose benefit the Association is established or,
- b. That the National Executive member has in common with all, or a substantial proportion of, the Members of the Association.

8.7 National Executive members and former National Executive members must not make improper use of:

- a. Their position,
- b. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

8.8 The business of the Association must be managed by or under the direction of the National Executive.

8.9 The National Executive may:

- a. Appoint and remove the Executive Officer/Secretariat.
- b. Establish subcommittees consisting of members and non-members with terms of reference it considers appropriate.
- c. Approve (and from time to time amend) a Code of Conduct and a Code of Ethics which will be binding on all members once notice is given to members of them. Such codes may be published on the Association's website.

9. Meetings and Voting

9.1 A meeting is either an Annual General Meeting or a Special General Meeting.

9.2 Members shall be given at least 21 days' notice of any general meeting.

9.3 The Association may give the notice of meeting to its members;

- a. By sending it by post to the address of the member in the register of members; or
- b. By sending it to the electronic mail address nominated by the member.

9.4 The notice of meeting must:

- c. Set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- d. State the business of the meeting; and
- e. State that members have the right to appoint a proxy; and
- f. State that the business of the meeting will be restricted to those items of which due notice has been given unless approval is given by the President.

9.5 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date.

9.6 The National Executive shall determine when and where the Annual General Meeting will be held.

9.7 At each Annual General Meeting the National Executive shall present a report covering the previous year's work and other matters pertaining to the welfare of the Association and the Association's year-end financial statements.

9.8 Other business, including general business, may also be undertaken.

9.9 The National Executive may call Special General Meetings.

9.10 The National Executive must call a Special General Meeting if the President receives a written request signed by at least 20% of the Members.

9.11 A request for a special general meeting must—

- a. Be in writing; and
- b. State the business to be considered at the meeting and any resolutions to be proposed; and
- c. Include the names and signatures of the members requesting the meeting; and
- d. Be given in writing to the National Executive.

9.12 If the National Executive does not convene a special general meeting within one month after the date on which the request is received by the National Executive,

- a. The members making the request (or any of them) may convene the special general meeting.
- b. The Association must reimburse all reasonable expenses incurred by the Members convening the special general meeting.

9.13 A Special General Meeting convened by members must be held within 3 months after the date on which the original request was received may only consider the business stated in that request.

9.14 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

- a. A quorum shall be at least 10% of Members (present in person or by use of appropriate technology). In the case of any dispute as to whether the requisite numbers of Members are present, the decision of the President of the meeting will be final.

9.15 No business shall be transacted at any National Executive meeting unless a quorum is present.

- a. The quorum for any meeting of the National Executive shall be three.

10. Common Seal

10.1 The Association shall have a common seal, which shall be kept at the registered office, and shall only be affixed to documents in the presence of the President and Executive Officer, or in the presence of two members of the National Executive or one member of the National Executive and the Executive Officer, or other person duly appointed by the National Executive for such purpose.

10.2 In the event that the Association is no longer required, under the Incorporated Societies Act, to have a common seal, contracts will be executed by an approved National Executive policy.

11. Resolving Complaints and Disputes

11.1 Any person may lodge a complaint with the Association concerning a Member. Every complaint shall be in writing and supported by any statutory declaration or additional information the Association may require. Complaints regarding Members must be received by the Association within 90 days of the date of the ceremony.

11.2 When a Member lays a complaint with the Association against any other Member, the complainant Member shall agree that it will accept the decision of the National Executive in full and final settlement of the subject matter of the complaint.

11.3 In the absence of a written complaint, the National Executive may of its own volition initiate action and follow the procedure as for a written complaint.

11.4 When a Member lays a complaint with the Association against any other Member, the complainant Member shall be responsible for the payment of any reasonable legal costs incurred by the National Executive and by the Member complained against in the event that the complaint is held to be invalid. The complainant Member must be given prior written notice by the Association that a legal opinion is to be sought.

11.5 The National Executive shall only consider (or continue to consider) a complaint made or referred to it, if it is satisfied that:

- a. The matter cannot be resolved informally;
- b. It is not more appropriate that the complaint be dealt with by a court, or by another independent or statutory complaints or conciliation procedure, or by mediation or arbitration;
- c. Except where relevant new evidence is available, the subject matter of the complaint was not included in a complaint by the same complainant; or by any one or more of them, previously considered by the Association;
- d. The subject matter of the complaint made to the Association, has not been, or is not, the subject of proceedings in or before any court, tribunal, mediator, arbitrator, ombudsman, or any other body involved in complaints or disputes resolution;
- e. The subject matter is not a fee dispute;
- f. Consideration of the dispute would not cause the Association to infringe trade practices legislation or any other legislation.

11.6 On receipt of a complaint, the Association shall, unless the complaint is frivolous, vexatious, and/or of insufficient nature to warrant being referred to the Member and is able to be resolved without being so referred:

- a. Send to the Member concerned copies of the complaint;
- b. Any supporting statutory declaration;
- c. Any supporting additional information;
- d. Require the Member within 14 days to respond in writing to all matters raised in the complaint and any other matters required by the Association or to appear before the National Executive.

11.7 If the National Executive is of a unanimous opinion, they can immediately suspend the Member pending the outcome of an investigation, if this course of action is in the best interests of the Association.

11.8 The National Executive shall investigate the complaint and make a decision in camera. The National Executive shall take into account what is reasonable in the circumstances with regard to:

- a. The principles of good celebrancy practice.
- b. The Association's Code of Ethics and Code of Conduct.
- c. Any applicable rule, law or relevant judicial authority.

11.9 In defining what is fair and reasonable, the National Executive may consider:

- a. The way in which the Member dealt with the complaint, before and after the complaint arose.
- b. The manner in which the complainant approached the Member before and after the complaint arose.
- c. Any other matters the National Executive considers relevant.

11.10 The National Executive shall adopt one or more of the following courses of action:

- a. Decide that no further action be taken.
- b. Refer the complaint to a Disciplinary Committee.
- c. Informally admonish the Member, whether or not they have breached the Rules, the Code of Ethics or the Code of Conduct.
- d. Order the Member to do one or more of the following:
 - i. Provide an apology to the family or individual involved;
 - ii. Refund or waive all or part of the Member's celebrancy fee;
 - iii. Make an ex gratia payment to the family or individual involved.
 - iv. Provide an additional level of reporting or supervision for a specified period.
 - v. Suspend the Member status as a Member of the Association until specified improvements or training has been completed, if the conduct of the Member firm is in the National Executive's opinion contrary to the aims and objectives of the Association or is in contravention of the Code of Ethics or Code of Professional Conduct.
 - vi. Expel the Member in accordance with these Rules.

11.11 For the purposes of any investigation, the National Executive may:

- a. Make, or employ any person to make, such preliminary inquiries as the National Executive considers necessary; and
- b. Require any Member to whom the investigation relates to provide the National Executive or any person so employed within 14 days or such longer period of time as the National Executive thinks fit any documents, things or information that are in the possession or under the control of that Member and relate to the subject matter of the investigation; and
- c. Take copies of any documents that are provided to the National Executive; and
- d. Require the Member at the Member's own cost to attend before the National Executive on at least 14 days' notice to confer regarding the complaint; and
- e. Request the complainant at the complainant's own cost to attend before the National Executive on at least 14 days' notice to confer regarding the complaint.

11.12 The National Executive shall relay its decision to the Member and to the complainant by ordinary post or electronic mail within 14 days of the decision, and where the National Executive has resolved to suspend the Member, a copy of that resolution must be mailed to all Members by ordinary post or electronic mail within 14 days of the date of such resolution.

11.13 From the fourteenth day after the decision to suspend, the Member concerned shall not be permitted to display before the public the letters Celebrants Association of New Zealand or otherwise indicate that it is a Member of the Association, but it will be entitled to receive all notices, circulars and news sheets emanating from the Executive Officer's office.

11.14 Upon the National Executive receiving satisfactory evidence that the suspended Member has remedied the complaint which brought about the suspension, then by further resolution of the National Executive (either

at a full meeting or by postal or electronic vote) the suspension shall be lifted thereby restoring the suspended Member in full forthwith. This Member shall be notified of the resolution lifting the suspension.

11.15 If the suspension has not been lifted within four months of the date of the suspension or re-confirmation of suspension, the National Executive must convene a meeting and invite the Member to be present. At this meeting, having given the Member further opportunity to make submissions the National Executive may by resolution:

- a. Lift the suspension and reinstate the Member to its previous status; or
- b. Reconfirm the Member's suspension for a further period; or
- c. Give notice that at its next meeting it will pass a resolution to expel the suspended Member in accordance with these Rules.

11.16 Subsequent to a National Executive meeting at which the National Executive reconfirms a suspension, the suspended Member may by notice in writing appeal against the suspension, and such appeal shall be heard and dealt with at the next Annual General Meeting or Special General Meeting of the Association, when the decision of the National Executive shall be supported or defeated by a simple majority.

11.17 Adjourning Meetings

- a. The President may, with the consent of any meeting at which a quorum is present (and must, if so, directed by the meeting) adjourn the meeting but only business left unfinished at the meeting from which the adjournment took place may be transacted at the adjourned meeting.
- b. If a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

11.18 Chair at Meetings

- a. The Chair for the purposes of any general meeting of the Association shall be the President.
- b. If at any general meeting the President is not present within 15 minutes after the appointed meeting time, the Members present will choose a Member from their number to be the chairperson.

11.19 Equality of Votes

- a. In the case of an equality of votes, the President of the meeting shall not be entitled to have a second or casting vote. The resolution put to the vote shall be deemed lost.

12. Minutes

12.1 All minutes of general meetings shall be kept at the registered office of the Association or by electronic means, as determined from time to time by the National Executive.

13. Voting

13.1 At any general meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless any Member demands a poll. Such demand must be made before or immediately on the declaration of the result of the show of hands.

13.2 If a resolution is to be voted on by show of hands, each Member present or represented by proxy shall have one vote.

13.3 Unless a poll is demanded in accordance with these Rules a declaration by the President that a resolution has on a show of hands been carried unanimously or by majority or lost.

13.4 An entry to that effect in the minutes of the Association is conclusive evidence of the fact provided that the chairperson's declaration reflects either the show of hands or the votes received.

13.5 If a poll is demanded in accordance with these Rules it must be taken either:

- a. At once;
- b. After an interval or adjournment not exceeding one hour; or
- c. Otherwise as the President directs.

13.6 The result of the poll is the resolution of the meeting at which the poll was demanded.

13.7 A poll demanded on a question of adjournment must be taken immediately.

13.8 On a poll, a Member holding more than one vote need not exercise all votes in the same way.

13.9 A demand for a poll may be withdrawn.

14. Postal and Electronic Ballots

14.1 Any resolution of Members able to be passed at a general meeting may instead be passed by postal or electronic ballot (a ballot) conducted in accordance with these Rules.

14.2 The National Executive may determine that any resolution be put to Members by way of ballot and, if so, the National Executive is to be responsible for conducting the ballot, for supervising the conduct of each ballot and for determining whether the votes have been properly cast.

14.3 The ballot paper for, and other papers relating to, any ballot is to be in the form determined by the National Executive, but in each case must:

- a. Specify the resolution proposed to be put for the consideration of Members,
- b. Include an explanatory memorandum, setting out the general effect of the resolution, and
- c. State the time and date on which the ballot is to close.

14.4 On any ballot, voting shall be deemed a poll. The National Executive shall ensure that Members are advised of the result of the ballot within 48 hours of the counting of the votes in any ballot. The result of any ballot shall be as effective and binding on Members as a resolution at a meeting.

15. Proxies

15.1 A Member may appoint another Member to be their proxy to vote and speak on their behalf at any general meeting.

15.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.

15.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy holder may vote on behalf of the Member in any matter as they see fit.

15.4 If the National Executive has approved a form for the appointment of a proxy, the Member must use that form but if not, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and the Member has signed that.

15.5 A form appointing a proxy sent in writing is of no effect unless the Association receives it no later than 24 hours before the commencement of the meeting.

15.6 No Member shall hold more than two proxies.

16. Use of Technology

16.1 A National Executive member who is not physically present at a National Executive meeting may participate in the meeting by the use of technology that allows that National Executive member and the National Executive members present at the meeting to clearly and simultaneously communicate with each other.

16.2 A National Executive member participating in a National Executive meeting is taken to be present at the meeting and, if the National Executive member votes at the meeting, is taken to have voted in person.

17. Minutes of National Executive meetings

17.1 The National Executive must ensure that minutes are taken and kept of each National Executive meeting.

17.2 The minutes must record the following—

- a. The names of the National Executive members in attendance at the meeting;
- b. The business considered at the meeting;
- c. Any resolution on which a vote is taken and the result of the vote;
- d. Any material personal interest disclosed by a National Executive member.

18. Register of Information held

18.1 The National Executive from time to time will approve the collection of information from Members that is pertinent and relevant to assisting the membership. Staff, National Executive and Members who have access to this information in the course of performing their duties, will treat this information as confidential information of a sensitive nature.

19. Alteration of the Rules

19.1 These Rules may only be altered by a Special Resolution.

20. Dissolution of Association

20.1 The Association shall not be dissolved except by special resolution passed in accordance with the provisions of section 24 of the Incorporated Societies Act 1908 and if upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to such other organisations, having objects similar to the objects of the Association, as may be decided at or before the time of dissolution by the Members.

21. Policies

21.1 The Association may create policies governing any matter that is not expressly addressed in these rules or required to be addressed by the law governing incorporated societies

21.2 The National Executive has the power to create, amend, delete, replace or otherwise alter Association policies at any time.

21.3 The creation, amendment, deletion, replacement or other alteration of a policy is not an amendment to these rules

21.4 All Members agree to abide by the policies set by the National Executive

22. Registered Office

22.1 The registered office of the Association shall be situated at such place as shall be decided by the National Executive and notified to Members and the Registrar of Incorporated Societies from time to time.

23. Definitions

23.1 *Act or Incorporated Societies Act* means the Incorporated Societies Act 1908 or any replacement legislation.

23.2 *Association* means the Celebrants Association of New Zealand Incorporated.

23.3 *Branch* means any group of Members formally established by the Association

23.4 *Celebrant* means a person who conducts ceremonies.

23.5 *Chair* means the person in the role of chair of a meeting of the Association.

23.6 *Code of Ethics* means the Code of Ethics as adopted by the National Executive.

23.7 *Code of Conduct* means the Code of Conduct as adopted by the National Executive.

23.8 *Member* means a member of the Association.

23.9 *Meeting* means the Annual General Meeting or a Special General Meeting

23.10 *National Executive* means the National Executive of the Association for the time being as appointed in accordance with the rules of the Association.

23.11 *Office* means the registered office of the Association.

23.12 *Register of Members* means the Register of Members maintained by the Association in accordance with the Rules.

23.13 *Special Resolution* means a resolution that requires not less than three quarters (75%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.