



# CONSTITUTION

## Table of Contents

CONSTITUTION.....	1
1. Overview .....	3
1.1 Name .....	3
1.2 Charitable status .....	3
1.3 Definitions .....	3
1.4 Purposes.....	4
1.5 Act and Regulations .....	5
1.6 Registered office .....	5
2. Members.....	5
2.1 Minimum number of members .....	5
2.2 Membership Types .....	5
2.3 Becoming a member: consent .....	5
2.4 Becoming a member: process.....	6
2.5 Obligations and rights .....	6
2.6 Other obligations and rights .....	6
2.7 Ceasing to be a member .....	6
3. General meetings.....	7
3.1 Annual General Meetings .....	7
3.2 Annual General Meetings: business .....	7
3.3 Special General Meetings .....	7
3.4 Procedure.....	7
3.5 Minutes .....	8
4. Board.....	9
4.1 Composition.....	9
4.2 Qualifications .....	9
4.3 Election or appointment .....	9



4.4 Term .....	10
4.5 Removal .....	10
4.6 Cessation of Board membership.....	11
4.7 Functions.....	11
4.8 Officers' duties .....	11
4.9 Powers.....	11
4.10 Conflicts of interest.....	12
5. Records .....	12
5.1 Register of Members.....	12
6. Finances .....	13
6.1 Control and management.....	13
6.2 Balance date.....	13
7. Dispute resolution.....	13
7.1 Meanings of Dispute and Complaint .....	13
8. Winding up.....	14
8.1 Process .....	14
8.2 Surplus assets.....	14
9. Alterations to the Rules .....	15
9.1 Amending these Rules .....	15
10. Other.....	15
10.1 Common seal .....	15
10.2 Contact person.....	16
11. Bylaws .....	16
12. Version .....	16



# 1. OVERVIEW

## 1.1 NAME

The name of the society is Distilled Spirits Aotearoa (NZ) Incorporated (in these **Rules** referred to as the '**Society**').

## 1.2 CHARITABLE STATUS

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## 1.3 DEFINITIONS

In these **Rules**, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chair**' means the **Board Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Board**' means the **Society's** governing body.

'**Board Member**' means a member of the **Board**, including the **Chair**, **Secretary** and **Treasurer**.

'**Deputy Chair**' means the **Board Member** elected or appointed to deputise in the absence of the Chair.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

'**Interested Member**' means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

'**Interests Register**' means the register of interests of Officers, including **Board Members**, kept under these **Rules**.

'**Matter**' means—

1. the **Society's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'**Member**' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

'**Non Voting Member**' means a member of any class or classes of membership specified in the bylaws of the society as being a **Non-Voting Member** class

'**Notice**' to Members includes any notice given by post, courier, email or other electronic method; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'**Register of Members**' means the register of **Members** kept under these **Rules**.



**'Rules'** means the rules in this document.

**'Secretary'** means the **Board Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Board** meetings.

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

**'Treasurer'** means the **Board Member** responsible for, among other things, overseeing the finances of the **Society**.

**'Voting Member'** means a member of any class or classes of membership specified in the bylaws of the society as being a **Voting Member** class

**'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 1.4 PURPOSES

The primary purposes of the **Society** are to:

- To protect the integrity, authenticity and brand value of distilled spirit products made in New Zealand.
- To represent the joint interested of all New Zealand makers of distilled spirit products to government, media and consumers.
- To promote New Zealand made distilled spirit products within New Zealand and throughout the world.
- To promote the responsible consumption of distilled spirits products.
- To establish industry standards and criteria where appropriate to promote consistency and quality across the New Zealand Spirits industry.
- To facilitate professional development, education and the exchange of information through cooperation, industry forums, seminar and workshops.
- Do anything lawful which is necessary or helpful for the above objectives.

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or
- conferring any kind of ownership in the **Society's** assets on **Members**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,



- pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Society**, or
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.

No **Interested Member** is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Interested Member** of any income, benefit, or advantage.

Any payments made to an **Interested Member** must be for goods and services that advance the purpose and must be reasonable and comparable to payments that would be made between unrelated parties.

Rules for Expenditure & Reporting are outlined in the **Society** By-laws.

## 1.5 ACT AND REGULATIONS

Nothing in this Constitution authorises the **Society** to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## 1.6 REGISTERED OFFICE

The Registered Office of the **Society** shall be at such place in New Zealand as the **Board** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

# 2. MEMBERS

## 2.1 MINIMUM NUMBER OF MEMBERS

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

## 2.2 MEMBERSHIP TYPES

The classes of membership, the method by which **Members** are admitted to different classes of membership, and the membership fees are detailed in the **Society** By-Laws. The Board has the authority, from time to time, to review the membership types in the best interest of the **Society**.

## 2.3 BECOMING A MEMBER: CONSENT

Every applicant for membership must consent in writing to becoming a **Member**.



## 2.4 BECOMING A MEMBER: PROCESS

An applicant for membership must complete and supply any information as may be reasonably required by the **Board** regarding an application for membership.

The **Board** may accept or decline an application for membership. The **Board** must advise the applicant of its decision (but is not required to provide reasons for that decision).

## 2.5 OBLIGATIONS AND RIGHTS

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

## 2.6 OTHER OBLIGATIONS AND RIGHTS

All **Members** (including **Board Members**) shall promote the interests and purposes of the Society and shall do nothing to bring the **Society** into disrepute. All **Members** agree to abide by the rules of the **Society** and the decisions of the **Board**.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

## 2.7 CEASING TO BE A MEMBER

A **Member** ceases to be a **Member**:

- on death or
- by resignation of membership by notice to the **Secretary**, or
- on termination of a **Member's** membership under these **Rules**.

with effect from (as applicable):

- the date of death of the **Member**, or
- the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- the date of termination of membership under these **Rules**, or
- the date specified in a resolution of the **Board**.



## 3. GENERAL MEETINGS

### 3.1 ANNUAL GENERAL MEETINGS

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Board** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

### 3.2 ANNUAL GENERAL MEETINGS: BUSINESS

The business of an **Annual General Meeting** shall be to:

- confirm the minutes of previous **Society** Meeting(s),
- adopt the annual report on **Society** business,
- adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- consider any motions,
- consider any general business.

The Board must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Board Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

### 3.3 SPECIAL GENERAL MEETINGS

**Special General Meetings** may be called at any time by the **Board** by resolution. The **Board** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10% per cent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The **Rules** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the Meeting.

### 3.4 PROCEDURE

The **Board** shall give all **Members** at least **20 Working Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

All financial **Members** may attend, speak at **General Meetings**, however only **Voting Members** may vote:

- in person, or



- by a signed original written proxy, an email or other electronic means in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, and
- No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least **10%** eligible financial **Members** attend. This will constitute a quorum.

A distillery/organisation can have **no more than one** vote at an AGM or SGM, no matter how many individual memberships are held.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair** of the **Society**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chair**. If the **Chair** is absent, **Deputy Chair will chair that meeting**;
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, **a casting vote**.
- Any person chairing a **General Meeting** may:
  - With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- The **Board** may put forward motions for the **Society** to vote on (**'Board Motions'**), which shall be notified to Members with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** at least **10 Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**).

### 3.5 MINUTES

Minutes must be kept by the **Secretary** of all **General Meetings**.





## 4. BOARD

### 4.1 COMPOSITION

The **Board** will consist of a maximum of nine **Board Members** who are:

- Financial **Members**; and
- natural persons; and
- not disqualified by these **Rules** or the **Act**.

The nine **Board Members** will consist of a minimum of seven **Members** who are voted onto the **Board** by the **Members** and a maximum of two co-opted **Members** who may support the **Board**.

The **Board** will include:

- a **Chair**,
- a **Secretary** and
- a **Treasurer**, and

not fewer than **1** or more than **6** other **Board Members**.

The **Board** shall include no more than **2 Non-Voting Members**.

Any co-opted **Board Members** need to be nominated and voted onto the **Board** at the AGM following their joining the **Board**.

**The Board Officers** (Chair, Secretary, Treasurer) will be voted on by the **Board** at the first meeting after the AGM.

### 4.2 QUALIFICATIONS

Prior to election or appointment, every **Board Member** must consent in writing to be a **Board Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Board Member** by these **Rules** or the **Act**.

### 4.3 ELECTION OR APPOINTMENT

The appointment of **Board Members** shall be conducted as follows

1. If a vacancy in the position of any **Board Member** occurs between **Annual General Meetings** due to resignation of a **Board Member** or the **Board Member** ceasing to be eligible, that vacancy may be filled by resolution of the **Board** (any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Board Member** by these **Rules** or the **Act**)
2. **Board** positions becoming vacant due to the expiration of a **Board Members Term** shall be filled by election at the next **Annual General Meeting**.
3. Written nominations for candidate's for election at an **Annual General Meeting**, shall be received by the **Secretary** at least **10 Working Days** before the date of the **Annual General**



**Meeting**, accompanied by the written consent of the nominee (who must be a financial member and may nominate themselves) and certification that the nominee is not disqualified from being appointed or holding office as a **Board Member** by these **Rules** or the **Act**.

4. If there are no more valid nominations received than required to fill the vacancies, then all nominations will be deemed to be elected at the **Annual General Meeting** and appointed to the **Board**.
5. If there are still vacancies, further nominations may be received from the floor at the **Annual General Meeting** and in the case that there are more floor nominations received than remaining vacancies, the successful candidates shall be chosen by a vote of attendees at the **Annual General Meeting**. Either by show of hands or anonymously.
6. If there are more valid nominations received by the **Secretary** than required to fill the positions becoming vacant, then **Member** votes shall be cast prior to the **Annual General Meeting** using electronic methods and the result being communicated at the **Annual General Meeting**.
7. In the event of any vote being tied, the tie shall be resolved by a vote during the **Annual General Meeting**, either by show of hands or anonymously.
8. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
9. The failure for any reason of any financial **Member** to receive **Notice** of such election shall not invalidate the election.

## 4.4 TERM

The term of office for all **Board Members** shall be **two** years, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Board Member's** term of office.

Any member who is appointed during a term by the Board will be due to reelection at the next AGM.

However, only a maximum of 60% of the **Board** may be up for reelection at any one time. These being the longest serving at the time of reelection. Any **Board member**, over the 60% threshold, with the shortest serving period will remain on the **Board** for 1 year longer.

## 4.5 REMOVAL

Where a complaint is made about the actions or inaction of a **Board Member** (and not in the **Board Member's** capacity as a Member of the **Society**) the following steps shall be taken:

- The **Board Member** who is the subject of the complaint, must be advised of all details of the complaint.
- The **Board Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- The complainant and the **Board Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Board** (excluding the **Board Member** who is the subject of the complaint) if it considers that an oral hearing is required,



- Any oral hearing shall be held by the **Board** (excluding the **Board Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Board** (excluding the **Board Member** who is the subject of the complaint).

If the complaint is upheld the **Board Member** may be removed from the **Board** by a resolution of the **Board** or of a **General Meeting**, in either case passed by a *two-thirds* majority of those present and voting.

## 4.6 CESSATION OF BOARD MEMBERSHIP

A **Board Member** shall be deemed to have ceased to be a **Board Member** if that person ceases to be a **Member**.

Each **Board Member** shall within **20 Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Society** held by such former **Board Member**.

## 4.7 FUNCTIONS

From the end of each **Annual General Meeting** until the end of the next **Annual General Meeting**, the **Society** shall be governed by the **Board**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

## 4.8 OFFICERS' DUTIES

At all times each **Board Member**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or these **Rules**,
4. when exercising powers or performing duties as a **Board Member**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, the position of the **Board Member** and the nature of the responsibilities undertaken by him or her,
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

## 4.9 POWERS

Subject to these **Rules** and any resolution of any **General Meeting** the Board may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and



- enter into contracts on behalf of the **Society** or delegate such power to a **Board Member**, sub-committee, employee, or other person.

## 4.10 CONFLICTS OF INTEREST

An Officer or a member of the **Board** and/or member of a sub-committee who is an **Interested Member** in respect of any matter being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Board** and or sub-committee; and
2. in an **Interests Register** kept by the **Board**.

Disclosure must be made as soon as practicable after the member of the **Board** and/or sub-committee becomes aware that they are interested in the matter.

A member of the **Board** and/or sub-committee who is an **Interested Member** regarding a matter—

1. must not vote or take part in the decision of the **Board** and/or sub-committee relating to the matter; and
2. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
3. may take part in any discussion of the **Board** and/or sub-committee relating to the matter and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).

However, a member of the **Board** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of **Board Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Board** shall consider and determine the matter.

## 5. RECORDS

### 5.1 REGISTER OF MEMBERS

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**.



## 6. FINANCES

### 6.1 CONTROL AND MANAGEMENT

The funds and property of the **Society** shall be:

- controlled, invested and disposed of by the **Board**, subject to these **Rules**, and
- devoted solely to the promotion of the objects and purposes of the **Society**.

### 6.2 BALANCE DATE

The **Society's** financial year shall commence on **first (1) April** of each year and end on **thirty-first (31) March** (the latter date being the **Society's** balance date).

## 7. DISPUTE RESOLUTION

### 7.1 MEANINGS OF DISPUTE AND COMPLAINT

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- a. 2 or more **Members**
- b. 1 or more **Members** and the **Society**
- c. 1 or more **Members** and 1 or more **Officers**
- d. 2 or more **Officers**
- e. 1 or more **Officers** and the **Society**
- f. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

- a. a **Member** or an **Officer** has engaged in misconduct
- b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- d. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

- a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and



- b. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

- a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- b. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

The process for raising, investigating and resolving disputes is outlined in the By-Laws.

## 8. WINDING UP

### 8.1 PROCESS

The **Society** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

The **Secretary** shall give **Notice** to all **Members** of:

- the proposed motion to wind up the **Society** or remove it from the Register of Incorporated Societies, and
- the **General Meeting** at which any such proposal is to be considered,
- the reasons for the proposal, and
- any recommendations from the **Board** in respect to such notice of motion.

Any resolution to wind up the **Society** or remove it from the Register of Incorporated Societies must be passed by a **simple** majority of all **Members** present and voting.

### 8.2 SURPLUS ASSETS

If the **Society** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.



On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets after payment of all debts, costs and liabilities shall be vested in a similar **Society** within the Spirits Industry.

However, on winding up by resolution under this rule, the **Society** may approve a different distribution to a different entity from that specified above, so long as the **Society** complies with these **Rules** and the **Act** in all other respects.

## 9. ALTERATIONS TO THE RULES

### 9.1 AMENDING THESE RULES

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a *simple* majority of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be agreed by at least **10** per cent of eligible **Members** and given in writing to the **Secretary** at least **10 Working Days** before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **10 Working Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Board** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration and shall take effect from the date of registration.

## 10. OTHER

### 10.1 COMMON SEAL

The common seal of the **Society** must be kept in the custody of:  
the **Secretary**

The common seal may be affixed to any document:

1. by resolution of the **Board**, and must be countersigned by 2 **Board Members** or by 1 **Board Member** and the **Secretary**
2. by such other means as the **Board** may resolve from time to time.



## 10.2 CONTACT PERSON

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- An Officer, and
- Ordinarily resident in New Zealand, and
- Not disqualified under the Act from holding that office.

and shall be *the Secretary; the Treasurer; the Chair.*

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## 11. BYLAWS

The **Board** from time to time may make and amend by-laws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.

## 12. VERSION

1. V1 accepted at DSA SGM, 27 February 2024.