

Rules of the THE DANISH SOCIETY INCORPORATED

1 NAME

The name of the Society is "The Danish Society Incorporated".

2 OFFICE

The office of the Society shall be at the home address of the President of the Society or such other place as the executive may from time to time determine.

3 OBJECTS

The objects for which The Danish Society Inc is established are:

- 3.1 To preserve, maintain, promote, foster and encourage Danish history, culture and language within New Zealand.
- 3.2 To promote better understanding and relations between Danes and other ethnic people in New Zealand.
- 3.3 To exercise all or any of the powers contained or referred to in Rule 21 hereof for the purpose of benefiting the Society and/or the furtherance of its objectives.
- 3.4 To maintain contact and establish liaisons with similarly interested organisations both in New Zealand and overseas and to encourage the exchange of information between these organisations.
- 3.5 To do all such acts or things and make such arrangements whatsoever which, in opinion of the Committee of the Society (including Rule 21), are incidental or conducive to the objectives of the Society and which, in the opinion of the Committee, can be advantageously carried out, performed, done or executed for the benefit of the Society and/or the furtherance of its objectives.

In the event of any ambiguity, this clause and each and every other clause shall be construed in such a way as to widen and not restrict the powers of the committee.

4 MEMBERSHIP and CLASSES OF MEMBERS

- 4.1 The Society shall consist of Ordinary Members, Youth Club Members, Honorary Members, Life Members and Associate Members. The number of Associate Members shall not exceed the number of Ordinary Members.

4.2 Ordinary members:

Existing Ordinary Members of the Society as at the date of the adoption of these Rules shall be Ordinary Members.

All persons who are or have been Nationals of Denmark, or who are descendants of Danish Nationals or who are married to any such person, are eligible for membership as Ordinary Members.

Partners in a de facto relationship with an Ordinary Member of the Society can become a full voting member (Ordinary Member) with the proviso that if said partnership fails and the pair move apart, then the non-Danish partner would revert to non-voting status (Associate Member).

Anyone who does not fit the above criteria may also become a member as per rule 4.3 below.

4.3 Associate members:

4.3.1 Persons who have a genuine interest in Denmark, its people and customs, may become Associate Members by application to the Committee,

4.3.2 An Associate Member shall be entitled to all the privileges of Ordinary Members of the Society with the exception that no Associate Member may vote at any meeting of the Society, and is not qualified to be a member of the main committee, or to participate in the appointment of any candidate for office.

4.4 Life members:

A new member for Life can be considered on recommendation by the Committee and endorsement by a General Meeting. Upon appointment, a life member shall cease to be liable for any further subscriptions and shall be entitled to all the rights and privileges of Ordinary Members.

4.5 New members:

New Members of any class (except Life Members) shall be admitted after written application, upon election by a simple majority of members present at a Committee Meeting.

4.6 Affiliated societies:

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- 4.6.1 The society may accept affiliation from any other similar Society or Club.
- 4.6.2 The members of any such Society or Club so affiliated to the Society, such affiliation fees as the Committee (or the Society in General Meeting) shall from time to time determine.
- 4.6.3 Any such Society or Club may be dis-affiliated from the Society on the resolution of the Members of the Society in General Meeting.

4.7 **Youth Club members:**

Youth Club Member's shall be members up to the age of 18 years.

4.8 **Honorary members:**

Persons of any nationality may be nominated and elected honorary members of the Society to honour special services rendered for the benefit of the Society.

5 **SUBSCRIPTIONS**

Every member (except Life and Honorary Members) shall pay the annual subscription, as fixed from time to time by resolution at the General Meeting, within the financial year which runs from the first day of October to the last day of September. The subscription may vary according to membership class. New members must pay their subscription before their membership is confirmed.

6 **RESIGNATIONS**

Any member may resign from membership by giving notice in writing and every such notice shall, unless otherwise expressed take effect as from the end of the current year. Non-payment of subscription for any one year shall be construed as a resignation and by rejoining, entry fee must be paid, or all unpaid subscriptions.

7 **EXPULSIONS**

7.1 Expulsions -The Society may at any one time by letter invite any member within a special time to retire for breach of these rules and in default of withdrawal to submit the question of the expulsion to a General Meeting to be held within three calendar months from the date of such letter and at such meeting the member whose expulsion is under consideration shall be permitted to offer an explanation verbally and or in writing and if thereafter two-thirds of the members present at such meeting shall vote for the expulsion, shall forthwith cease to be a member but without release from any antecedent liability to the Society provided always that voting at any such meetings shall be by ballot if so demanded by not less than five members.

8 **ALTERATIONS**

- 8.1 These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a two-third majority of those present at a General Meeting of which ten full working days written notice has been given.
- 8.2 Every such notice shall set forth the purpose of the proposed alteration, addition, rescission or other amendment.
- 8.3 Duplicate copies of such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirement of the Act.
- 8.4 A copy of the Society's Rules and of the amendments thereto, displaying the date on which the same was registered with the Ministry of Economic Development, is to be forwarded to each member and to be available to members at every General Meeting of the Society.

9 **ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held as early as possible in the financial year, and no later than November 30th, upon a date and at a time and place to be fixed by the President, or in the case of his/her default, absence or inability, the Committee, for the following purposes:

- 9.1 To receive and consider the report of the executive committee for the past year and the Treasurer's financial statements.
- 9.2 To elect the officers of the society for the ensuing term.
- 9.3 To consider any other general business.

10 **SPECIAL GENERAL MEETING**

The President or the Committee may at any time for any special purpose call a special general meeting and shall do so forthwith upon the requisition in writing of any ten members stating the purpose for which the meeting is required.

11 **NOTICE OF BUSINESS**

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Five full working days before a special general meeting or ten full working days before the annual general meeting a notice therefore and of the business to be transacted thereat, together with a copy of the report and balance sheet in the case of the annual general meeting shall be sent to every member and no business other than that of which notice has been given shall be brought forward at such meeting.

12 ORDINARY MEETING

Ordinary meetings of the Society shall be held at such time and place as may be decided by the Committee.

13 GENERAL MEETING

At all general meetings, a member duly elected by the meeting shall take the chair and every paid-up member 18 years and over shall be entitled, on every motion, to one vote, exercised in person. On all questions, the president, or in his/her absence, the chairperson, shall have a deliberate vote and in the case of equality of votes, a further casting vote. Except as herein expressly provided voting shall be by voices or by show of hands if called for by one person present, or by secret ballot if demanded by not less than ten persons present and except as herein expressly provided, all motions shall be decided by a simple majority of members present in person.

At all general meetings ten members shall constitute a quorum. If there is no quorum at a meeting, the committee shall call another meeting to be held within one month. When voting by ballot, all ballot papers must be numbered and accounted for on return, by a minimum of three scrutineers. Ballot papers must be destroyed before the close of each meeting.

14 APPOINTMENT OF OFFICERS

The committee comprises of the following officers:

- 14.1 A President who shall have been a member of the Committee for at least 12 months, and a member of the Society for two years.
- 14.2 A Secretary who shall have been a member of the society for at least one year immediately prior to nomination.
- 14.3 A Treasurer who shall have been a member of the society for at least one year immediately prior to nomination.
- 14.4 Six General Committee members who shall have been members of the Society for at least three months immediately prior to nomination.
- 14.5 Two other members whose sole duty it is to inspect the books of Account.

A Vice-President shall be elected from within the committee at the first committee meeting after the Annual General Meeting. Provide always for a two year term of any officer in office, so termination will occur as follows: President and three officers at one annual general meeting, Treasurer, Secretary and three officers in following years' election.

15 MEETINGS OF COMMITTEE

At all meetings of the committee, voting on all questions shall be by voice, or, if so called for by one member, by show of hands. On all questions, the President, or in his/her absence, the Vice-President, shall have a deliberate vote and in the case of equality of votes, a further casting vote.

The committee may appoint from members of the Society, working groups to handle separately the various activities of the Society and may define the powers and authorities of each working group, which shall be answerable to the committee on all matters. The committee may remove any member of a working group and may dissolve any working group. Membership of working groups is open to all classes of members.

16 VACANCIES OF COMMITTEE

The committee shall be deemed to be fully and properly constituted, notwithstanding any extraordinary vacancies, which may exist in it provided that the members of the committee are no fewer than five.

At the Annual General Meeting further to the election of the committee, an additional two members shall be elected for a period of 12 months. They may be called upon to fill any vacancies of General Committee members if required by the committee.

In the case of an extraordinary vacancy of the position as President, Secretary, or Treasurer, the committee shall call a Special General Meeting.

17 DUTIES OF COMMITTEE

It shall be the duty of the Committee generally to conduct the affairs of the Society to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify members of general meetings and the business to be transacted thereat and prepare and submit to the annual general meeting a report, balance sheet and statement of accounts for the preceding year. Meetings of the committee may be convened by written notice at such times and

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places the President, or in the case of his/her absence, inability or refusal to act, the Vice-President. Five members of the committee shall be a quorum.

18 THE COMMON SEAL

The Common Seal of the Society shall be that adopted by the Committee who shall be responsible for the safe custody and control thereof. The Common Seal shall be affixed to any instrument of document only on the authority of the Committee and in the presence of the President or Vice-President and two Committee members.

The Secretary shall keep a register of members with their current addresses, carry on the correspondence of the Society and keep copies thereof and generally perform these duties from time to time assigned by the Committee.

The Secretary shall prepare a list of members and officers each year, and forward same to the Registrar of Incorporated Societies. The Committee shall have power to suspend him or her for any neglect or dereliction of duty.

19 CONTROL and USE OF FUNDS

All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society's Bank and all cheques or withdrawal slips drawn on the account shall be signed by any two of the following - the President, the Vice-President, the Secretary, the Treasurer.

The Society may not make any distribution of income by way of money, property or otherwise howsoever to any member.

20 INVESTMENT OF FUNDS

20.1 The Society may from time to time invest and reinvest in such property either real or personal or securities and upon such term as the Society in General Meeting shall determine the whole or any part of its funds, which shall not be required for the immediate business of the Society.

20.2 Should the Committee of the Society consider the purchase or sale of Real Property, then all relevant particulars of such proposed transactions must be submitted to all members of the Society in writing and the Committee shall endeavour to make this information available to all members prior to a special General Meeting called to discuss such purchase or sale.

20.3 Proceeds from the sale of property can only be used for the purchase of new property or redevelopment or enhancement of existing properties.

20.4 Any proceeds must be kept in a separate bank account and accounted for separately in the annual financial statement until the funds are fully used as per section 20.3.

21 POWER OF AUTHORITY

The Society by its duly elected Committee shall have the following powers, authorities and discretions, namely:

21.1 To let, lease or bail or join in so doing any freehold or leasehold property and or any plant and chattels which or an interest in which for the time being forms part of the property of the Society either from year to year or for any term of years or otherwise at such rent and subject to such terms and conditions as the Society thinks fit and also to accept surrenders of leases, tenancies and bailments.

21.2 From time to time to obtain the renewal of any lease, grant, tenancy or occupation of any lands which or an interest in which for the time being forms part of the Society property and of any easement, right or privilege annexed in enjoyment thereto for such term at such rent and upon and subject to such terms and conditions as the Society thinks fit.

21.3 Generally to maintain, repair, manage, improve and develop any real or personal property, which for the time being forms part of the Society's property.

21.4 To effect insurance against fire, earthquake, war damage, damage to goods, building or other property, accident and all or any other risks which the Society may deem expedient.

21.5 To borrow any monies on mortgage or overdraft or otherwise with or without security by way of mortgages, charges, instruments by way of security, liens or securities over land, plant and chattels from any person, firm, company, bank, or other corporation at such rate of interest as the Society shall think fit and execute any mortgage, deed, agreement or other document in connection therewith AND any person, firm, company, bank or corporation lending money to the Society shall in no way be concerned to enquire as to the application of such moneys as may be borrowed.

21.6 To employ and discharge such managers, servants, agents, overseers, employees, valuers, stock and station agents and other agents, surveyors, engineers, solicitors, accountants and other persons as the Society may think fit and to pay such fees, salary, wages or other remuneration in every case as the Society may deem expedient.

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22 DISSOLUTION

- 22.1 The Society shall not be dissolved or wound up except by resolution of the members present at a Special General Meeting. The quorum at such Special General Meeting shall be 75% of paid and life members of the Society.
- 22.2 Notices of such Special General Meeting shall be prepared by the Committee, and given to the members by sending them through the post 14 calendar days ahead of such meeting addressed to the respective members at their respective places of abode or business and by causing such notice to be published at least once in a daily newspaper circulating in the area where members are residing.
- 22.3 In the event of it being decided to wind up the Society, a Special Committee of seven (7) shall be appointed as follows to act as Liquidators.
- Five members shall be elected at the Special General Meeting to represent the Society.
 - One member shall be an independent Chartered Accountant to be appointed by the Special Committee.
 - One member shall be an independent qualified Solicitor who shall be appointed by the Special Committee.
- 22.4 The liquidators shall take into their custody or under their control all the property and things in action which the Society is or appears to be entitled.
- 22.5 The liquidators shall do all things such as may be necessary for winding up the affairs of the Society and settling all liabilities.
- 22.6 Should there be a surplus of assets after all commitments and liabilities of the Society have been met, they shall be distributed in the manner approved by a Special General Meeting called for that purpose, to any organisation or Society operating within New Zealand having objects similar to those for which The Danish Society Inc was formed.
- 22.7 Should no such organisation be identified, then the surplus assets are to be held by the Honorary Danish Consul in trust until such an organisation as in clause 22.6 above is identified. In the event of the Society being wound up the surplus assets after payment of the Society's liabilities and the expense of the winding up shall be placed under the control of the Honorary Danish Consul until such time as a like Society shall commence its activities and then and in such case the monies then held by the Honorary Danish Consul be transferred back to the new Society for the purpose of establishing the new Society.

23 AUDITOR

The Committee shall appoint a chartered accountant to audit the accounts of the Society. The Auditor shall furnish a report to the Annual General Meeting each year, or to a Special General Meeting if requested by the Committee. The auditors report shall include any comments or recommendations on the financial affairs of the Society that the Auditor considers appropriate.