

Constitution of Società Dante Alighieri di Christchurch Incorporated

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1: INTRODUCTION

1.1 Name: The name of the Society shall be **Società Dante Alighieri di Christchurch Incorporated (“the Society”)**.

1.2 Registered Office: The Registered Office of the Society shall be at such place as determined by the Committee and as notified to the Registrar of Incorporated Societies from time to time.

1.3 Objects: The Objects for which the Society is established are:

- (a) To adhere to, as far as is practicable, the basic principles of the parent society, the Società Dante Alighieri of Rome, being protecting and spreading Italian language and culture in the world, revitalizing the bonds of compatriots abroad with their mother country and fostering in other people a love of Italian culture, civilization and language.
- (b) To encourage in New Zealanders an interest in all aspects of Italian life, language and culture.
- (c) To provide opportunities for Italians to have contact with other Italians and to retain links with their mother country.
- (d) To further fellowship between Italians and non-Italian speakers who wish to broaden their understanding and appreciation of Italian language and culture.
- (e) To organise and hold courses to support the teaching of the Italian language.
- (f) To organise and hold social and cultural activities, either alone or jointly with other persons or organisations.
- (g) To celebrate Italian national occasions, arrange recitals of Italian music, show films and videos of Italian interest and showcase Italian cuisine.
- (h) To facilitate meetings with prominent Italian individuals or groups who may be visiting New Zealand.
- (i) To create, provide or maintain a resource of Italian books, films, magazines and/or teaching materials, in printed or electronic formats.

(j) To do all such other things as are incidental or conducive to the attainment of the above objects.

1.4 **Powers:** The powers of the Society are:

- (a) To rent, lease or otherwise provide facilities and amenities including (by way of example only) meeting rooms, classrooms or similar amenities, for the use of the members, and to make the same available to other persons on whatever terms and conditions the Society may think fit.
- (b) To purchase, lease, construct or otherwise acquire any personal property as the Society may think fit and to manage, maintain, improve, exchange, lease, dispose of or otherwise deal with any such property or any part thereof.
- (c) To raise funds or facilitate the management of its funds in such manner as the Society may think fit including granting the security of any charge over all or any part of the Society's assets and to give any bond, guarantee or indemnity as may be deemed necessary or expedient.
- (d) To invest and deal with the funds of the Society upon such securities or otherwise in such manner as the Society may think fit. This may include opening and operating trading and savings bank accounts.
- (e) To employ staff, engage agents and appoint representatives as the Society may think fit.
- (f) To permit and publish any newspapers, newsletters, magazines, websites (including social networking websites and blogs) periodicals, books, leaflets, films, videos, compact discs and other such descriptive informative or educational material as the Society may think fit.
- (g) To establish any trusts which may be deemed to further the objects of the Society.
- (h) To facilitate the recruitment and retention of Members of the Society.
- (i) To carry out fund raising activities which may be deemed to further the objects of the Society.
- (j) To settle questions or disputes referred to the Society and discipline Members of the Society pursuant to the Constitution and Bylaws of the Society.

The powers specified in this Rule 1.4 (Powers) shall not limit the rights and powers of the Society as an incorporated society under the Incorporated Societies Act 1908.

1.5 **Construction:** In this Constitution:

- (a) a gender includes all other genders;
- (b) the singular includes the plural and vice-versa;
- (c) any reference to legislation includes any regulation, order-in-council or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any

legislation enacted in substitution of that legislation;

(d) any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time; and

(e) headings are for reference only and are to be ignored in construing this Constitution.

1.6 Pecuniary interest: Nothing in these Rules shall permit the Society to use its funds, or make its funds available, for the private pecuniary profit of any member or any person associated with any member. For the avoidance of doubt, the term Private Pecuniary Profit does not include remuneration or payments for services which are rendered reasonable and amounts only to what would be paid in an arm's length transaction (being the open market).

This Rule 1.6 (Pecuniary interest) applies, notwithstanding any other provision of these Rules to the contrary and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

2: MEMBERSHIP

2.1 Membership categories: the categories of membership of the Society (collectively called "**Members**") shall be: Adult, Family, Unwaged, and Dante Language School Student.

2.2 General Rights and Obligations of Members: All Members acknowledge and agree that they shall be bound by the rules of the Society as set out in the Constitution and by any bylaws or policies made by the Committee. Members shall be entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution or by the Committee, at its discretion.

All Members shall be entitled to hold office in the Society and to speak and vote at General Meetings of the Society.

All Members shall ensure that their membership details are correct throughout the Membership Year and shall ensure any amendments required are provided by e-mail to the Secretary at the earliest opportunity.

All Members shall promote the objects of the Society and shall do nothing to bring the Society into disrepute.

2.3 Application for Membership: Unless Rule 2.6 (Renewal of Membership) applies, all applications for membership of the Society must:

- (a) be made to the Society either verbally to the Secretary or President, by e-mail to the Secretary or the Society's e-mail address or in writing and delivered or mailed to the Secretary and must include the full name of the applicant, the applicant's address and the category of membership applicable; and
- (b) pay the applicable subscription for the category requested; and
- (c) be considered by the Committee in accordance with Rule 2.4 (Consideration).

The Society may request other relevant personal details for the purpose of managing and reporting on its membership base.

2.4 Consideration: Upon receipt of a properly completed application under Rule 2.3 (Application for Membership), the Committee shall determine whether the application is accepted. The Committee is not required

to give reasons for any refusal to grant membership, but may choose to do so. Any payment already received from any applicant refused membership will be immediately refunded in full.

2.5 Duration of Membership and Membership Year: The duration of membership for all Members (except Life Members) shall:

(a) commence on the date membership is accepted, or,

(b) in the case of members who renew their membership in accordance with Rule 2.6 (Renewal of Membership), from the close of the Annual General Meeting in each year,

and shall continue until the close of the following Annual General Meeting (the “**Membership Year**”), unless the membership is terminated early in accordance with Rule 2.9 (Resignation & Termination of Membership).

2.6 Renewal of Membership: Members (excluding Life Members) are required to annually renew their membership by paying the applicable subscription for that year, such payment to be made within three (3) months from the date of the Annual General Meeting.

2.7 Life Membership: Any Member may propose that a person be made a Life Member of the Society. Every such proposal shall be made in writing to the Secretary setting out the basis upon which the proposer considers the person has rendered outstanding service to the Society. The application shall first be considered by the Committee and if approved by it, shall be put forward for consideration at a General Meeting of the Society. At any General Meeting where such a proposal is being considered, the proposal must be supported by a resolution passed at the meeting before life membership is conferred. Unless a Life Member’s membership is terminated early in accordance with this Constitution, Life Members shall be Members of the Society for their lifetime without any need to comply with Rule 2. (Renewal of Membership), nor pay any further annual subscriptions.

2.8 Privacy Act 1993: It is a condition of membership of the Society that each Member provide certain personal information about themselves. For the purposes of Principles 10 -11 of the Privacy Act 1993, the use or disclosure of personal information shall be a use or disclosure of information authorised by the individual or a use or disclosure connected with or directly related to the purpose for which the information was obtained.

2.9 Resignation & termination of Membership: A Member’s membership of the Society shall end in any of the following circumstances:

(a) Expiry of their membership at the end of the Membership Year, unless the person subsequently renews their membership in accordance with Rule 2.6 (Renewal of Membership);

(b) Resignation of their membership by the Member giving notice in writing, including by e-mail, to the Secretary and by the payment of any outstanding subscriptions owing.

(c) Termination for misconduct under Rule 2.11 (Misconduct and Complaints).

2.10 Subscriptions: The annual subscription due and payable to the Society by every Member (other than any Life Member) shall be determined as follows:

(a) The Committee shall recommend the annual subscription levels for consideration at the Annual General Meeting; and

(b) The recommended annual subscription levels shall be approved at the Annual General Meeting and if they are not so approved, the subscriptions shall remain at their current levels.

The Committee shall have the power to reduce the subscription payable by any person seeking to join the Society after the Membership Year has commenced, or seeking to resign from the Society, or for any other reason whatever, although may choose not to do so, at its discretion.

2.11 Misconduct and Complaints:

Any Member or any person having any complaint to make concerning any Member, or Members, of the Society must state their complaint in writing, at the earliest opportunity, addressed to the Secretary stating fully the grounds of such complaint. The Secretary shall then call a meeting of the Committee and shall notify the Member or person making the complaint and shall also notify the Member(s) against whom such complaint is made to attend such meeting and thereupon such complaint will be considered by the Committee according to the evidence submitted to them by the Member or person making the complaint and the Member against whom such complaint is made.

The Committee shall be deemed to be acting with the full authority of the Committee provided not fewer than three (3) members of the Committee are present at such meeting, but shall not include any member of the Committee who has brought the complaint or is the subject of such complaint.

Should a complaint of misconduct be brought by the Committee, on behalf of the Society, against a Member, the Committee shall be acting with the full authority of the Committee provided not fewer than any three (3) members of the Committee are present at such meeting.

The Committee shall have the power to discipline any Member, by censure or by written warning, and shall have the power to terminate the membership of any Member, for conduct prejudicial to the good name and interests of the Society.

Upon receipt of any such complaint against any Member, the Committee shall have the power to suspend the Member pending the consideration by the Committee of such complaint, provided always that no such suspension under this Rule shall remain in force for a period exceeding twenty-one (21) days.

There shall be no right of appeal against the decision of the Committee by either the Member or person making the complaint or the Member against whom such complaint had been made, unless an appeal can be made on reasonable grounds that natural justice had not been followed by the Committee, such appeal must be made in writing to the Secretary within fourteen (14) days after the notification of the Committee's decision.

Termination of membership will not relieve the Member of their obligation to pay in full any subscription which remains unpaid at the date of termination or to return any property in their possession belonging to the Society.

Any Member terminated under this Rule may be reinstated at the discretion of the Committee, which may impose such conditions as it determines.

Should the complaint be against the Society, rather than an individual Member, the matter shall be dealt with by the Committee at the next scheduled meeting of the Committee.

3: GOVERNANCE

3.1 Auditor: The Committee, having considered and determined whether the Financial Statements for the new financial year be subject to audit or not, shall have their recommendation moved and confirmed by ordinary resolution at the Annual General Meeting (“AGM”).

Should the recommendation be that the Financial Statements be Audited or Reviewed then the Committee shall also recommend an appropriately qualified person for the position and a motion proposing that person will be confirmed by ordinary resolution.

This section must be read in conjunction with Rule 4.4 (Financial Statements and Audit).

3.2 Committee: The Society shall be governed, and its business and affairs managed, by a Committee which shall consist of a minimum of eight (8) persons, and up to eighteen (18) persons, who have assumed office in accordance with Rule 3.4 (Election of Committee). The Committee shall consist of the following positions:

- (a) President
- (b) Vice-president
- (c) Secretary
- (d) Treasurer, and
- (e) up to fourteen (14) other persons for non-specific Committee positions.

3.3 Applications for Committee: Applications for positions on the Committee shall be submitted in writing, by e-mail, or verbally to the Secretary at least fourteen (14) days prior to the AGM and state whether applying for a specific position on the Committee or one of the non-specific positions. Only current Members of the Society shall be eligible to serve on the Committee.

All such applications shall be considered by the Committee prior to being submitted to the Members at the AGM and may be rejected by the Committee as unsuitable. Such rejection may only be made on lawful and reasonable grounds and by unanimous resolution of the Committee. The Committee is not required to give reasons for any rejected application, but may choose to do so.

3.4 Election of Committee: the members of the Committee shall be elected at each AGM in accordance with this Constitution, except for any persons co-opted under Rule 3.5 (Co-option to Fill a Vacancy). Elections to the Committee at an AGM shall be conducted and declared in the order in which the positions appear in Rule 3.2 (Committee).

3.4.1 The following procedures relating to the election of applicants for the specific positions will apply:

- (a) If no applications for a specific position on the Committee are received by the Society in advance of the AGM, that position shall remain vacant until filled by the Committee as allowed under Rule 3.5 (Co-option to Fill a Vacancy);
- (b) If only one application for a specific position on the Committee has been received then the chairperson of the AGM shall move the applicant be elected and confirmed by ordinary resolution;
- (c) If more than one application for a specific position on the Committee has been received then at the AGM a secret ballot shall be taken amongst those Members present (and eligible to vote) and the highest polling candidate shall be declared elected.
Where there is an equality of votes between candidates for a specific position on the Committee a second ballot shall be held. Where there is still an equality of votes after the second ballot the outcome shall be determined by lot.

3.4.2 The following procedures relating to the election of applicants for the non-specific positions will apply:

- (a) If no applications for the non-specific positions on the Committee are received by the Society in advance of the AGM, these positions, or as many of these positions as the Committee deem necessary, will remain vacant until filled by co-option by the Committee as allowed under Rule 3.5 (Co-option to Fill a Vacancy);
- (b) If one or more applications (up to the maximum permitted positions) for the non-specific positions on the Committee have been received in advance of the AGM then the chairperson of the AGM shall move that those applicants be elected and confirmed by ordinary resolution. Any positions remaining vacant will remain vacant until filled by co-option by the Committee, as it deems necessary, and as allowed under Rule 3.5 (Co-option to Fill a Vacancy);
- (c) If more than the maximum permitted applications for the available non-specific positions on the Committee are received, then at the AGM a secret ballot shall be taken amongst those Members

present (and eligible to vote) and the highest polling candidates shall be declared elected. Members present (and eligible to vote) shall be entitled to one vote only but may vote for any number of applicants, but only up to the maximum permitted positions available.

Where there is an equality of votes at the threshold of elimination between candidates a second ballot shall be held. In this second ballot Members present (and eligible to vote) shall be entitled to one vote only and shall vote for only one of the affected candidates. Where there is still an equality of votes after the second ballot the outcome shall be determined by lot.

3.5 Co-option to Fill a Vacancy: If any of the eighteen (18) positions on the Committee are unable to be filled at the AGM through there being insufficient applications for any of the Committee positions, or if a vacancy in any position arises on the Committee after an AGM for whatever reason, the Committee has the power to fill that vacancy by co-option until the next AGM, or the Committee may choose to leave the position vacant until the next AGM, although must use its best endeavours to co-opt sufficient Members to the Committee to meet the minimum number required of eight (8) persons.

3.6 Term of Office: The term of office of all elected members of the Committee shall be from the conclusion of the AGM at which their election is made through to the close of the next AGM. Each member of the Committee shall be eligible for re-election or co-option.

Should any member of the Committee be absent from three consecutive meetings without first requesting leave of absence and providing a reasonable explanation for such absence, that member shall be deemed to have vacated their office and shall have their position on the Committee terminated.

Should any member of the Committee have their Membership of the Society terminated under Rule 2.9 (Resignation and Termination of Membership) that Member shall also have their position on the Committee terminated.

3.7 Chairperson: The President shall act as Chairperson of the Committee. The President may opt not to act as Chairperson for one or more meetings, including for the full term of office, in which case the Vice-president shall stand in his or her place as Chairperson during that period.

The Chairperson shall have a deliberative vote as well as a casting vote should there be an equality of votes.

3.8 Meetings: Meetings of the Committee may be called at any time by the Chairperson, but generally the Committee shall meet at least once every two months. Notice of the meetings shall be provided by the Secretary, by e-mail to each Committee member, and such notice shall also contain the minutes of the previous Committee Meeting.

The Chairperson may choose to resolve a matter of urgency by forwarding an e-mail to each Committee member setting out the details of the matter, in such manner that the matter can be voted on with a simple yes or no. The Committee will vote on such matter by sending an e-mail reply to all other Committee members setting out their vote, such matter must be approved by a majority of all the Committee members, and not just by a majority of those replying.

3.9 Quorum: The quorum necessary for the transaction of business of the Committee shall be at least half of the Committee members.

3.10 Disclosure of Interests: Any Committee member who may derive some personal or financial advantage from any matter before the Committee shall disclose the nature and extent of their interest to the Committee.

3.11 Voting: Each Committee member present at any Committee Meeting may exercise one vote only. The Chairperson shall have a deliberative vote as well as a casting vote should there be an equality of votes.

3.12 Minutes: The Secretary shall ensure the proceedings of each Committee Meeting are properly recorded as soon as possible after the conclusion of each Committee Meeting and distributed to each Committee member before the following meeting. These minutes shall be confirmed at the next Committee Meeting. A copy of each set of confirmed minutes shall be archived in a permanent manner.

3.13 Powers and Duties of the Committee: The Committee shall govern the Society and be responsible for managing the business and affairs of the Society. The Committee may exercise all the powers of the Society and do all things that are not expressly required to be undertaken at a General Meeting, or are not otherwise in conflict with this Constitution. The Committee will meet all statutory or legal requirements in conducting its activities.

Each Committee Member shall, at all times, act in good faith and in the best interests of the Society and shall not agree to allow the activities of the Society to be carried out in a manner likely to cause a substantial risk of serious loss to the Society's creditors, or to the reputation of the Society.

The Committee has the general power to carry out the objects of the Society as it considers necessary and shall have the following specific powers:

- (a) Develop and implement strategies and procedures for the administration of the Society;
- (b) Create and enforce any bylaws which it deems necessary for the smooth running of the Society;
- (c) Control, manage and expend the funds of the Society, in accordance with this Constitution;
- (d) Set the annual subscription fees payable by each Category of Membership and enforce payment of such fees by Members in accordance with this Constitution;
- (e) Delegate specific areas of responsibility to specific Committee Members;
- (f) Engage people to work for the Society on terms determined by the Committee, provided that the payment for such services shall not exceed the market rate;
- (g) Appoint delegate(s) to represent the Society at meetings of other organisations;
- (h) Consider applications, and make binding decisions on their suitability, from persons requesting membership;
- (i) Consider applications, and make binding decisions on their suitability, from Members for positions on the Committee.
- (j) Consider and make binding decisions on complaints about Members in accordance with Rule 2.11 (Misconduct and Complaints) of this Constitution;
- (k) Discipline Members in accordance with Rule 2.11 (Misconduct and Complaints) of this Constitution;
- (l) Fill vacancies on the Committee by co-opting persons in accordance with Rule 3.5 (Co-option to Fill a Vacancy) of this Constitution;
- (m) Establish any sub-committees, which must contain at least one Committee member, as it considers appropriate, to assist it to carry out its responsibilities and to delegate to them such powers as it considers appropriate. Any such sub-committee will conduct its affairs in accordance with the same general principles as for the Committee, including but not limited to, matters of quorum required, voting rights, disclosure of personal interests and the recording of minutes.

3.14 Authorised Officers of the Society: The following members of the Committee, and only these members, shall be authorised to sign, on behalf of the Society, any legal documents including, but not limited to, documents requiring the affixation of the Common Seal, applications for opening, closing or amending bank accounts, the completion of any statutory form, the entering into of contracts with any third party, the entering into of lease agreements, the amendment of any insurance policy or making claims on such policies, or being an authorising signatory (including on-line authorisations) to any Society bank account:

- (a) President
- (b) Vice-president

(c) Secretary

(d) Treasurer

Whether one, or more, Authorised Officers are required to execute any legal document will depend on the requirements of any such document, or situation, but this number should never be in conflict with any other Rule under this Constitution, and in particular, the requirements for authorising bank transactions under Rule 4.7 (Banking).

Notwithstanding the requirements of this Rule, the Committee shall also have the power to appoint a further member of the Committee, from time to time, as an Authorised Officer of the Society to sign a specific document, or enter into a specific contract, on behalf of the Society, provided such authority is passed by resolution at a Committee Meeting and the transaction ratified at a subsequent Committee Meeting.

3.15 Annual General Meetings: An AGM of the Society shall be held at a date in February of each year, as determined by the Committee.

The business of the AGM shall be:

Receiving and confirming the minutes of the previous AGM

The President's report of the year's activity of the Society

The Treasurer's report on the finances of the Society and the Annual Financial Statements.

Motion regarding whether Financial Statements be audited, and if so, appointment of Auditor.

Election of Committee members.

Any further motions, as set out in the Notice of Meeting.

General Business, although items discussed under General Business will not be voted on.

Not less than fourteen (14) days' notice shall be given by the Secretary to all Members of such AGM and the business to be transacted thereat. Notification sent by e-mail to the e-mail address most recently provided, and by electronic notification via the Society's social media website(s), shall be deemed sufficient to meet this requirement.

Any Member may request that a motion be put to an AGM by giving written notice to the Secretary at least forty (40) days before the date of the next AGM provided such request has been signed by that Member and at least five (5) other Members. The Committee may also request a motion(s) be put to an AGM provided they are set out in the Notice of Meeting.

The President, or in their absence, the Vice-president, shall take the Chair and every Member present (and eligible to vote) shall be entitled on every motion to one vote exercised in person (proxies will not be allowed) and in the case of an equality of votes the Chairperson shall have a deliberative as well as a casting vote, provided that for the election of persons to the Committee the procedure will follow that set out in Rule 3.4 (Election of Committee).

The Secretary, or in their absence, such other member of the Committee as directed by the Chairperson, shall record the minutes of the proceedings, any motions put to the meeting and the outcomes of any votes taken, and any matters raised under General Business. Such minutes shall be confirmed by resolution at the next Annual General Meeting.

The mode of voting (whether by voice, show of hands or secret ballot) on any matter (other than the election of Committee) shall be decided by the Chairperson, acting in good faith. However, if any Member, eligible to vote, demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. In such case, the Chairperson shall have a deliberative as well as a casting vote.

Any motion proposing a change of any Constitutional Rule will require a two-thirds majority of votes cast, and the mode of such vote will not be by voice. Refer also Rule 4.2 (Alteration of Rules).

The quorum at the Annual General Meeting shall be fifteen (15) Members present (and eligible to vote).

3.16 Special General Meetings: A Special General Meeting of the Society shall be called by the Secretary upon receiving a written request from any four (4) members of the Committee or any ten (10) Members (eligible to vote at General Meetings), such meeting to be notified to members within fourteen (14) days of receipt of such written request and to be convened by notice as provided in Rule 3.15 (Annual General Meetings) specifying the business to be conducted. Any further items of General Business raised from the floor may be discussed but not voted on.

Any such meeting will be carried out in accordance with all the procedures and requirements set out in Rule 3.15 (Annual General Meetings) unless that procedure or requirement would conflict with this Rule 3.16 (Special General Meetings).

4: ADMINISTRATION

4.1 Common Seal:

(a) The Committee shall provide a Common Seal for the Society and be responsible for its safe custody and control.

(b) Whenever the Common Seal of the Society is required to be affixed to any deed, document, writing or other instrument such Seal shall be affixed pursuant to a resolution of the Committee, by any two Authorised Officers as set out in Rule 3.14 (Authorised Officers of the Society) and the Authorised Officers affixing the Seal shall at the same time sign the document to which the Seal is affixed.

4.2 Alterations to the Rules:

This Constitution may not be altered, added to or rescinded except by resolution of a two-thirds majority of votes cast at the AGM or a Special General Meeting called for such purpose. Any Special General Meeting must be convened as set out in Rule 3.16 (Special General Meetings).

If such change is approved at a General Meeting the change shall not take effect until it has been filed with, and accepted by, the Registrar of Incorporated Societies.

4.3 Bylaws:

The Committee shall have the power to make, rescind and enforce bylaws for the good management of the Society and such bylaws shall be notified to Members in such manner as the Committee shall see fit. A copy of the Bylaws shall be available for inspection by any Member on request to the Committee, and publication of the Bylaws on the Society's website shall be deemed to be adequate notice.

4.4 Financial Statements and Audit:

(a) The financial year of the Society shall commence on the 1st day of January each year and end on the 31st day of December of that year.

- (b) A report on the year's activities together with Financial Statements shall be prepared by the Committee for presentation to the Annual General Meeting
- (c) The Committee shall consider and recommend to the AGM for confirmation whether the financial records are to be independently audited for any particular financial year. If the Members confirm at the AGM that no audit needs to be undertaken then the Committee shall be responsible for ensuring the Financial Statements presented at the next AGM reflect the true financial position of the Society's bank accounts and other key financial records, noting in particular the requirements to maintain, and have access to, the accounting records under Rule 4.8 (Accounting Records).
- (d) If recommended to be audited, the Committee shall also determine the appropriate standard of audit or review of the Financial Statements for that financial year, based on the advice of a Chartered Accountant and in accordance with the current standards of financial reporting requirements for Incorporated Societies. In the event of the Members confirming that the Financial Statements be audited, the financial records shall be audited or reviewed prior to the presentation of the Financial Statements at the next Annual General Meeting.

The Auditor or Reviewer shall not be a member of the Committee.

The Auditor or Reviewer shall be a practising Chartered Accountant and a current member of the New Zealand Institute of Chartered Accountants and shall be appointed and confirmed by ordinary resolution at the Annual General Meeting.

If the Society appoints an Auditor or Reviewer who is unable to act for some reason, the Committee shall appoint another appropriately qualified Auditor or Reviewer as a replacement.

The Auditor or Reviewer shall at all reasonable times have access to the books and accounts of the Society and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

4.5 Winding Up: The Society shall not be dissolved except upon a motion passed by a two-thirds majority of the votes recorded at a Special General Meeting called in the manner provided in these Rules.

Upon a dissolution, any surplus funds available, after the payment of all liabilities of the Society, shall be given to such organisation(s) as the Society in a general meeting shall decide. Such organisation(s) shall contain objects in their constitution that are not incompatible with the Society's own objects, being in the field of fostering linguistic/cultural ends and be an Incorporated Society pursuant to the Incorporated Societies Act 1908, or a Registered Charity. No part of the income or other funds of the Society shall be used for the private pecuniary profit of any individual person, Society member or privately held interest or body.

4.6 Society Funds: The Committee is responsible for the receipt and banking of all monies received by the Society and all sums paid out by the Society.

4.7 Banking: The Society's current bank account(s) shall be kept at a trading bank chosen by the Committee. All cheques and online transactions undertaken involving the Society's bank account(s) must be signed or otherwise approved by any two of the Authorised Officers of the Society, as set out in Rule 3.14 (Authorised Officers of the Society) except that in the case of transferring funds between the Society's own bank accounts using the bank's online facility it shall be permitted for only one Authorised Officer to authorise such transactions.

4.8 Accounting Records: The Treasurer shall ensure there are appropriate and accurate accounting records kept of the receipts and payments and assets and liabilities of the Society. A Financial Statement of the year's activity,

in a form approved by the Committee, shall be confirmed by the Committee before being presented to Members at the AGM.

The accounting records are to be maintained in such manner as to facilitate the preparation of financial reporting to meet all applicable New Zealand statutory requirements and the requirements of the Società Dante Alighieri of Rome.

Any member of the Committee shall be entitled to have access to the accounting records, and, in particular shall be entitled to view and inspect all bank statements and supporting invoices for payments made from these bank account(s).

4.9 Matters not provided for: If any matter arises which in the opinion of the Committee is not provided for in this Constitution, then it may be determined by the Committee in such manner as the Committee thinks fit. Every such determination shall be binding upon Members unless and until set aside by ordinary resolution at an AGM or Special General Meeting.