



THE ASSOCIATION OF DISPENSING OPTICIANS
OF NEW ZEALAND INCORPORATED

CONSTITUTION AND RULES OF THE ADONZ

TABLE OF CONTENTS

OBJECTS.....	3
MEMBERSHIP.....	5
MEMBERSHIP CERTIFICATES.....	6
ELECTION OF MEMBERS.....	6
ENTRANCE FEES AND SUBSCRIPTIONS.....	7
OFFICERS OF THE SOCIETY.....	8
POWERS OF COMMITTEE.....	9
BORROWING POWERS.....	9
CHAIRPERSON.....	9
SPECIAL GENERAL MEETING.....	10
PROCEEDINGS AT MEETINGS.....	10
VOTES OF MEMBERS.....	12
VOTING.....	13
QUORUM.....	13
ALTERATION OF RULES.....	13
NOTICES.....	13
COMMON SEAL.....	14
SOLICITOR.....	14
BANKERS.....	14
BOARD OF EXAMINERS.....	14
WINDING UP.....	14
DISSOLUTION AND DISPOSITION OF PROPERTY.....	15

Constitution and Rules of the Association of Dispensing Opticians of New Zealand Incorporated

- 1) The Name of the Society shall be:
 - a) The Association of Dispensing Opticians of New Zealand Incorporated. The Registered Office shall be situated in New Zealand

OBJECTS

- 2) The objects for which the Society is established are:
 - a) To maintain and enforce the highest standards and professional behaviour of members, vis.:
 - i) In the proper conduct of themselves in their professional relations with the public and others
 - ii) In the maintenance and strict observance of professional ethics with regard to advertising and other forms of unethical conduct.
 - b) To support and protect the character, status and interests of the members of that section of the optical Profession which is engaged in the dispensing of optical prescriptions and the manufacture and fitting of spectacles and all forms of visual aids, and to protect them from influences inimical to their well-being and prosperity.
 - c) To raise the status and standard of skill and knowledge of dispensing opticians and to ensure to the public a continuous and adequate supply of trained and competent persons to carry out the dispensing of optical prescriptions and the manufacture and fitting of spectacles and other visual aids.
 - d) To establish and support or aid in the establishment and support of a Training Institute and to inaugurate and support schemes for the instruction and education of the members of the Society and others in the theory and practice of all branches of the Optical Dispensing Profession, and to establish a Board of Examiners for the purpose of granting certificates of qualification.
 - e) To grant diplomas, testimonials, certificates of qualification, and prizes with or without examination, to persons demonstrating their ability and fitness to manufacture and fit spectacles and accurately to dispense optical prescriptions and other aids.
 - f) To obtain any Provisional Order or Act of Parliament for enabling the Society to carry any of its objects into effect, or for effecting any modification of the Society's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Society.
 - g) To enter into any arrangements with any authorities (supreme, municipal, local, or otherwise) that may seem conducive to the interests of the Society or any of them, and to obtain from any such authority any rights, privileges, and concessions which the Society may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

- h) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, calculated directly or indirectly to educate the Members of the Society.
- i) To give the legislature and public bodies and others facilities of conferring with and ascertaining the views of persons engaged in the Optical Dispensing Profession as regards matters directly or indirectly affecting that Profession.
- j) To encourage the discovery of and investigate and make known the nature and merits of inventions or methods which may seem capable or desirable of being used by persons engaged in the Optical Dispensing Profession.
- k) To increase and further by every legitimate means the influence, status, and trade of members of the Society.
- l) To purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain, and alter any buildings or erections necessary or convenient for the work of the Society
- m) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Society, with a view to the promotion of its objects.
- n) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- o) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- p) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit.
- q) To establish, undertake, superintend, administer, and contribute to any charitable, benevolent, or provident fund out of which may be made donations or advances to deserving persons who may have been engaged in optical dispensing or connected with any person engaged therein, and to contribute to or otherwise assist any charitable, benevolent or provident institutions or undertakings.
- r) To subscribe or contribute to the funds of any company or association having all or any of its objects similar to those of the Society, and to amalgamate and co-operate wholly or partially with or to transfer the property of the Company to any such company or association, whether incorporated or not, upon such terms as may be agreed.
- s) To do all such other things as are incidental or the Society may think conducive to the attainment of the above objects of any of them.
- t) No Pecuniary Gain
 - i) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of payment to or on behalf of that member or associated person, or of any income, benefit or advantage whatsoever.

- ii) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction, being the open market value.

MEMBERSHIP

3) (A) MEMBERS AND ASSOCIATES

- a) There shall be four categories of membership of the Association namely:

- i) Full members which expression shall include life members as hereinafter defined in Rule 3(b) (iv), whose membership entitles them to vote at General meetings.
- ii) Associate members
- iii) Student members
- iv) Honorary members

2ii) Associate members are those who are registered Dispensing Opticians of New Zealand but are living overseas, or not practising, or who have retired from their profession. Associate, Student, and Honorary Members have no right to vote.

- b) Eligibility

- i) Subject to subsection iii, the following shall be eligible for full membership of the Association (a) Those persons holding qualifications recognised by the Association and who have not retired from business; (b) those persons who are Registered Dispensing Opticians with the new Zealand Optometrists and Dispensing Opticians Board and who have not retired from business and (c) those persons on whom life membership has been conferred in accordance with the provisions of subsection v.
- ii) Subject to the subsection ii, the following shall be eligible for non-voting membership of the Association namely (a) as an associate member any non-registered person engaged in any branch of dispensing optics or holding a craft diploma of the Association
- iii) As a student member, a person who is following or about to follow a recognised course of training with a view to qualifying as a Dispensing Optician
- iv) As a retired member, any full member or any associate member who has retired from business and
- v) As an honorary member, any person or elected by the Council in accordance with provisions of Rule 3 (iv) herein.

- c) The Council may from time to time vary the conditions and terms on which persons shall be eligible for any of the four categories of membership of the Association provided always that in any category any person qualified for membership shall not be eligible or having been eligible shall cease to be eligible for membership if he/she personally undertakes the giving of prescriptions for defective sight.

- d) The council may from time to time elect as honorary members any persons that in the opinion of the council are of sufficient distinction in the optical science or the optical industry, provided that not more than three honorary members are admitted in any one year. Honorary members shall be entitled to receive notice of and to attend General meetings of the Association, but they shall not otherwise be entitled to any of the rights or privileges nor shall they be subject to any of the liabilities of Membership of the Association.
 - i) The Council may from time to time confer on full members of the Association who are in the opinion of the Council of sufficient distinction in optical science, the optical industry or in optical dispensing, the right of Life membership of the Association provided no more than two such distinctions shall be conferred in any one year. After election Life members shall continue to exercise all the rights of members previously exercised by them as Full Members but shall not be liable to pay the subscription mentioned in Rule 9.
- 4) All Members shall be elected by council unless found to be unfit for membership according to section 13 or 14 of the constitution. The proposal shall be in writing in such form and containing such particulars as the Council shall from time to time determine. On the motion being put to the Council for the election of a candidate two adverse votes shall exclude.

MEMBERSHIP CERTIFICATES

- 5) A certificate in the prescribed form shall be issued to each Fellowship member certifying that he/she is a member of the Society. A certificate of membership in the prescribed form shall be issued to each Associate and Honorary member showing his/her status. Every certificate of membership shall be under the Seal of the Society and shall be signed by the President and one member of the Council and countersigned by the Secretary. Certificates of membership shall remain the property of the Society and shall be returned to the Society upon death or withdrawal from membership.

ELECTION OF MEMBERS

- 6) The Council may require that candidates for election shall possess such technical qualifications and knowledge as the Council may from time to time prescribe, and candidates for election may accordingly for the purposes of ascertaining that they possess such qualifications and knowledge, be required to undergo one or more examinations to be held in accordance with rules laid down by the council under the provisions of those present.
- 7) Forthwith on the election of any candidate to Membership the Secretary shall give him/her notice in writing of his/her election. Such notice shall be accompanied by a form of agreement and undertaking on the part of the candidate to become a Member and to perform and abide by the rules and regulations of the Society. The form shall be signed and completed by the candidate and returned by him/her to the Secretary together with the entrance fee (if any) and subscription payable on election. Upon receipt of the form, duly completed and signed, and entrance fee (if any) and subscription, the Secretary shall enter the name of the candidate in the Register of Members, and until his/her name shall have been so entered he/she shall not be deemed to have become a member of the Society or be entitled to exercise any of the rights or privileges of membership. The form of agreement and undertaking shall be in such form as may be approved by the Council from time to time.

ENTRANCE FEES AND SUBSCRIPTIONS

- 8) The council may impose upon new Members an entrance fee of such amount as may from time to time be determined.
- 9) The Council shall determine the amount of subscription payable by members each year and may vary the amount thereof as between different categories of members. Annual subscriptions shall be payable in advance on or before the first day of July in each year. Any Member elected after the Thirtieth day of December in any year and prior to the first day of July next ensuing shall pay as his first annual subscription, half of his full annual subscription. The provisions of the Article shall take effect as from the date of adoption.
- 10) If any member shall fail to pay his annual subscription on or before the Thirty-first of August next after it has become due then notice shall be sent to him in writing by the Secretary calling his attention thereto and if he/she did not pay the amount due within fourteen days after the posting of such notice he/she shall cease to be a Member of the society: Provided that if at any time he/she shall give to the Council a satisfactory explanation he/she may, in the discretion of the council and upon payment of all arrears of subscription, be re-admitted to Membership without payment of the entrance fee (if any) for the time being payable in respect of the election of Members.
- 11) Any Member may at any time retire from the Society by sending in to the Secretary his/her resignation in writing but he/she shall remain liable for the whole of his annual subscription in respect of the then current year and shall not be entitled to make any claim in respect of the unexpired portion of any subscription which he/she may have paid.
- 12) If any member (other than a Member who shall completely retire from business) shall cease to be eligible for Membership of the Association under the provisions of Rule 3B hereof the council may resolve that such member has thereby become disqualified from being a member of the Association, and thereupon such member shall cease to be a Member of the Association.
- 13) If any Member shall (a) become bankrupt or have a receiving order made against him: or (b) become lunatic or of unsound mind: or (c) be convicted of an indictable offence, the council may resolve that he/she be excluded from the Society and forthwith on such resolution he/she shall cease to be a member thereof.
- 14) If it shall appear to the Council or shall be represented to the council by a requisition in writing signed by three or more members of the Society that there is a reason to suppose that any member of the Society has been guilty of any act or of conduct which in the absence of satisfactory explanation would render him unfit to remain a Member of the Society, the Council shall send to such member a statement in writing of the act or conduct imputed to him, and shall appoint a Special Meeting of the Council for the consideration of the matter. At least twenty one days' notice in writing of such meeting shall be given to such member in order that he/she may be present and be heard if he/she shall think fit. If at such meeting or any adjournment thereof the council shall be of opinion that such member ought to be excluded from the Society they may resolve that he/she be expelled from the Society, and immediately on such resolution being passed he/she shall cease to be a Member of the Society.

OFFICERS OF THE SOCIETY

- 15) The Officers of the Society shall consist of the President who shall be Chairperson of the council, Vice President, Secretary, and a Treasurer (the office of Secretary and Treasurer may be combined) all of whom shall be elected bi-annually by a majority of the members present and entitled to vote at alternate Annual General Meetings or any Special Meeting called for such purpose and shall upon election hold office until the Annual General Meeting two years thereafter, and shall be eligible for re-election, SUBJECT TO the provisions of clause 16(g) below in respect of the President and Vice President. The Society shall have an Executive Committee (in these rules referred to as "the council"). The committee shall comprise the President, Vice President, and Secretary/Treasurer ex officio and also two other members of the Society who shall be elected members of the Committee bi-annually at alternate Annual General Meetings and shall upon election hold office until the Annual General Meeting two years thereafter and shall be eligible for re-election, SUBJECT TO the provisions of clause 16(g) below in respect of the President and Vice President.
- 16) (a) The Committee shall meet at such times and places as shall from time to time be determined by three councillors or the Chairperson, at all such meetings the Committee shall determine its own procedure.
- b) NOTICE in writing of every such meeting shall be given by the Secretary to each member of the Committee and shall be deemed to be duly given if properly posted in a prepaid letter not less than twenty one days' prior to the time appointed for the holding of the meeting in question.
- c) ANY member of the Committee who shall absent himself or herself without leave from three consecutive meetings of the Committee shall ipso facto cease to be a member of the Committee.
- d) THE Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next annual meeting caused by death, retirement, absence or removal from office of a Committeeperson and any committeeperson so appointed shall retire at the next annual general meeting but shall be eligible for re-election.
- e) IT shall be the duty of the Committee to keep usual and proper books of account properly posted up and other records of the business of the Society and to prepare and submit to the Annual General Meeting a report balance sheet and statement of accounts for the preceding year.
- f) THE office of a Councillor shall be vacated if he/she :
- (1) Ceases to be a Fellowship Member of the Society or
 - (2) Becomes Bankrupt or insolvent or compounds with his/her creditors or
 - (3) Is found lunatic or becomes of unsound mind, or
 - (4) Resigns his/her office by notice in writing to the Society
- g) The President shall be ex-officio a member of all Committees of the Council. He/She shall preside when present at a meeting of the Society or Council. The President shall serve a two year term in that office, from the date of election; and shall have the option of serving an additional one year term upon agreement of the committee. The Vice President shall assist the President in his/her duties and shall exercise such powers that may be delegated to them by the President. The Vice President shall serve a two year term in that office, from the date of election; and shall succeed the

outgoing President following expiry of his/her two year term as Vice President. In the event of the Society granting leave of absence to the President for any reason whatsoever, the Vice President shall exercise all the powers of the President during the period of such leave of absence.

POWERS OF COMMITTEE

17(a) The Committee shall be responsible for the conduct and management of the affairs and business of the Society except the making and altering of the Rules. The Management of the business and the control of the Society shall be vested in the Councillors who in addition to the powers and authorities by these Articles expressly conferred upon them may exercise all such powers and authorities and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directly or required to be exercised or done by the Society in general meeting but subject nevertheless to any regulations from time to time made by the Society in general meeting provided that no regulations shall invalidate any prior act of the Council which would have been valid if such regulations had not been made. And the Council may without any further authority carry out all or any of the objects of the Society contained in the Memorandum of Association and do all other acts and things in relation thereto as they shall deem expedient.

- b) ALL moneys of the Society shall be banked to an account in the name of the Society and all disbursements shall be made by cheque drawn on such account. The Society's Bank and the members of the Committee to draw cheques shall from time to time be nominated by the Committee by resolution.

BORROWING POWERS

18) THE Society shall in addition to the other powers vested in it have power to borrow or raise money by way of overdraft or otherwise and either with or without giving a security and to secure payment of any moneys borrowed or owing by the Society by Mortgages bonds or debentures promissory notes and other instruments for securing the same (with or without charge) on all or any part of the Society's property and on such terms as to priority and otherwise as the Committee think fit and so that any such security may either be given to secure the payment of a certain sum on a certain day or to secure the payment of the account current from time to time existing between the Society and the holder of the security, but the powers of so borrowing or raising money shall not be exercised except pursuant to the resolution of the Society passed in General Meetings.

CHAIRPERSON

- 19) The President of the Society shall be Chairperson at all meetings of the Committee and at all General Meetings of the Society. Should he or she be not present at any such meeting the members present may proceed to elect a Chairperson for such Meeting.
- 20) The Annual General Meeting of the Society shall be held in either month of September/October of each year or as soon thereafter as may be possible and every other general meeting at such times as the Committee appoints. A General Meeting may be held at any time by order of the Committee. Fourteen days' notice of every other general meeting shall be given to members by:
 - a) A circular notice

- b) Such circular notice shall state the object and business of such meeting. Any notice giving notice of a meeting as previous shall be deemed duly served when placed in the Post Office addressed to a member at his or her address as entered in the Register of Members. The accidental omission to give to or the non-receipt of a notice by any member shall not invalidate any resolution passed at any such meeting.

SPECIAL GENERAL MEETING

- 21) The Secretary shall within thirty days after receiving a requisition signed by not less than five members of the Society call a special general meeting of the members of the Society and the notice calling such meeting shall set out briefly the purpose for which the meeting is convened.

PROCEEDINGS AT MEETINGS

- 22) All business shall be deemed special that is transacted at a special general meeting and all that is transacted at an ordinary general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the members of the Council prescribed by the Act, the election of members in place of those retiring by rotation.
- 23) No business shall be transacted at any general meetings unless a quorum of members is present at the time the meeting proceeds to business except as otherwise provided five members personally present or by attorney shall be a quorum.
- 24) If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.
- 25) The chairperson, if any, of the Council shall preside as chairperson at every general meeting of the Society.
- 26) If there is no such Chairperson or if at any meeting he/she is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson the members present shall choose some one of their number to be chairperson.
- 27) The chairperson may, the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.
- 28) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of 80% of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairperson or by at least three Members present in person and entitled to vote, or by a Member or

members representing not less than ten percent of those entitled to attend and vote, unless a poll be so demanded a declaration by the Chairperson of the Meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of votes recorded in favour of or against such resolution.

- 29) If a poll is duly demanded it shall be taken in such manner as the chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 30) In the case of an equality of votes whether in a show of hands or on a poll the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 31) A poll demanded on the election of a chairperson or on a question on adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.
- 32) The business of an ordinary meeting shall be taken in the following order and subject to the following rules:
 - a) The chair shall be taken and the notice convening the meeting shall be read.
 - b) The Minutes of the last preceding Ordinary Meeting and of all subsequent Extraordinary Meetings shall be read and the Minutes of the last General Meeting shall be signed by the Chairperson.
 - c) The Chairman shall state the number of vacancies on the Council to be filled and the names of the candidates duly nominated to fill the same. If the candidates nominated be not more in number than are required to fill the vacancies such candidates shall be declared to be elected. But if a greater number of candidates shall have been nominated than there are vacancies to be filled, the election shall be conducted in such manner as may be determined by the Council
 - d) The statement of income and expenditure for the past year and the balance sheet of the Society shall be read and submitted to the meeting for approval.
 - e) Any special business which the Council shall think proper to introduce shall be entered upon and discussed, and the opinion of the Meeting shall, if necessary be taken thereon.
 - f) Resolutions of which notice shall have been duly given shall be considered.
 - g) Any member may bring forward for the consideration of the meeting, any business or matter which in his/her opinion should be considered at a future meeting.
 - h) In case any debate shall arise on any subject no person shall be permitted to speak more than once upon the same question, except for the purpose of explaining what he/she has previously said, and except that the mover of any resolution shall be allowed to speak in reply, after which the debate shall be closed.
 - i) In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order the decision of the Chairperson shall be final and conclusive.

- 33) At any extraordinary meeting the order of procedure shall be as follows:
- a) The chair shall be taken and the notice convening the Meeting shall be read.
 - b) The Minutes of the last preceding General Meeting shall be read and signed by the Chairperson.
 - c) The business to be transacted shall be taken in the order stated in the notice convening the Meeting.
 - d) In case any debate shall arise upon any subject no person shall be permitted to speak more than once upon the same question except for the purpose of explaining what he/she has previously said, and except that the mover of any resolution shall be allowed to speak in reply, after which the debate shall be closed.
 - e) In all cases of dispute, doubt or difficulty respecting or arising out of the matters or procedure or order the decision of the Chairperson shall be final.

VOTES OF MEMBERS

- 34) Every full member shall have one vote, except for associate members and student members who have no voting powers.
- 35) If any member be a person of unsound mind he may vote by his Committee, receiver, curator bonis, or other legal curator, and such last mentioned persons may give their votes either personally or by proxy.
- 36) Save as herein expressly provided, no Member who has failed to have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his/her Membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member at any general meeting
- 37) Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. No person shall act as a proxy who is not entitled to be present and vote either in his/her own right or on behalf of the person he/she represents.
- 38) The instrument appointing a proxy shall be in writing under the hand of the appointer.
- 39) The instrument appointing a proxy shall be deposited at the office at least forty-eight hours before the time appointed for holding the Meeting, or adjourned meeting, at which the person named in such instruments proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 40) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the Meeting.

Any instrument appointing a proxy shall be in the following form:

"The Association of Dispensing Opticians of New Zealand, Inc."

I,

of

A member of the Association of Dispensing Opticians of New Zealand, Inc. and entitled to vote, hereby appoint

Of _____ and failing him/her

Of _____ to vote for me and on my behalf at the (ordinary or extra-ordinary as the case may be) general meeting of the Society to be held on the _____ day of _____ at every adjournment thereof.

As witness my hand this _____ day of _____ 20_____

VOTING

- 41) At all General Meetings where a ballot is not expressly provided for by these Rules all questions shall be decided by a show of hands PROVIDED always that three members may demand a ballot.

QUORUM

- 42) See Rule 23.

ALTERATION OF RULES

- 43) No alteration or suspension of the Rules shall be made except at a General or Special General meeting. Any Member wishing to propose alterations in the Rules of the Society shall give thirty days' notice in writing of such intention to the Secretary who shall post to each member fourteen days prior to such meeting a copy of the proposed motion for alteration or suspension of rules and such alteration or other motion must be carried by a majority of at least four fifths of the members present at the meeting (and entitled to vote) in order to be effective. No addition to or alteration or recission of this Constitution shall be adopted if it in any way affects Winding Up Clause 49 and Dissolution and Disposition of Property Clause 50 hereof unless it shall be approved by the Inland Revenue Department. No addition to or alteration or recession of the rules shall be approved if it affects the aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

NOTICES

- 44) a) A notice may be given by the Society to any member either personally or by sending it by post to him/her at his/her registered address of (if he/she has no registered address with the Dominion) to the address (if any) within the dominion supplied by him/her to the Society for the giving of notices to him/her.
- b) When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- c) If a member has no registered address within New Zealand and has not supplied to the Society an address within the Dominion for the giving of notices to him/her, a notice addressed to him/her

and posted to his/her last known address shall be deemed to be duly given to him/her at noon on the day on which the notice was posted.

COMMON SEAL

- 45) a) The Society shall have a common seal which shall be under the control of the committee and kept in the custody of the Secretary or such other member as the Committee shall from time to time decide.
- b) Whenever the common seal of the Society is required to be affixed to any deed, document, writing or other instrument the seal shall be affixed thereto pursuant to a resolution of the Committee and in the presence of two committeepersons (one of whom shall be the Chairperson or the Secretary) who shall sign the document or the Instrument to which the seal is so affixed.

SOLICITOR

- 46) The Solicitor of the Society shall be appointed by the Council and may be changed by the council at its discretion.

BANKERS

- 47) The Bankers of the Society shall be appointed by the Council and may be changed from time to time at its discretion

BOARD OF EXAMINERS

- 48) a) The Council may nominate a Board of Examiners. Seventy five percent of the members of the Board shall be holders of recognised diplomas or have some academic standing in Optical science as from time to time recommended and approved by the recognition by the Department of Health and other Optical Boards within the framework of State legislature.
- b) It shall be the duty of the Board of Examiners to examine and consider the credentials and qualifications of candidates for membership and to make any necessary enquiries in connection therewith.
- c) The report and recommendation from the Board of Examiners in respect of each candidate for membership shall be lodged with the Secretary and communicated by him/her to the Council before voting for election of the candidate for admission to membership is proceeded with by the Society as provided herein.
- d) The Council may direct the Board of Examiners to conduct examinations as deemed necessary and may determine rules, time, place, subject and standard of examination. Council with due regard to the highest standards necessary for the furtherance of the Profession and its due

WINDING UP

- 49) A majority of the members present (and eligible to vote at a general meeting convened for that purpose) may resolve that the Society shall be wound up and may also direct (subject to the provisions of Rule 50 hereof) that after payment of all debts and liabilities the assets of the Socitey may be distributed to a company or Society having all or any of its objects similar to those of the Society, and no part of the income or other funds of that company or Society is used or available to be used for the private pecuniary profit of any proprietor, member or shareholder thereof, after the winding up

