

**REREGISTRATION OF THE RULES OF THE NEW ZEALAND
CHINESE ASSOCIATION AUCKLAND BRANCH (INCORPORATED)**

("the Society")

At a Special General Meeting of the Society held on 15th February 2026 the following resolutions were carried:

1. That the Society will reregister its rules in accordance with the Incorporated Societies Act 2022;
2. That the Society approves the Society's rules as set out in the document marked "A" annexed ("New Rules"), with the New Rules replacing the existing Rules adopted on May 1996; and
3. That the Society appoints the following committee members as contact person(s):
 - (a) Richard Leung
 - (b) David Wong; and
 - (c) Cathrine Ming.

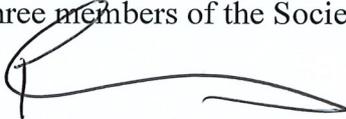
Dated the 15 day of February

2026

**THE COMMON SEAL of
THE NEW ZEALAND CHINESE
ASSOCIATION AUCKLAND BRANCH
(INCORPORATED)**

was hereunto affixed in the presence of
three members of the Society:



 Richard Leung (Chair)

 David Wong (Deputy Chair)

 CATHRINE MING (TREASURER)

“A”

THE INCORPORATED SOCIETIES ACT 2022

RULES OF

THE NEW ZEALAND CHINESE ASSOCIATION
AUCKLAND BRANCH (INCORPORATED)



**NEW ZEALAND CHINESE ASSOCIATION
AUCKLAND INC**

紐西蘭屋崙華聯會

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These Rules replace the existing Rules adopted on May 1996, which Rules were last registered under the Incorporated Societies Act 1908.

1 NAME

1.1 The Society shall be called **The New Zealand Chinese Association Auckland Branch (Incorporated)** ("our Association")

2 INTERPRETATION

2.1 In these Rules unless the context otherwise requires:

"the Act" means Incorporated Societies Act 2022 as modified or replaced by any statute for the time being in force.

"Aotearoa New Zealand" means New Zealand.

"Chinese" means:

- (a) a person of Chinese descent; or
- (b) a spouse of a Chinese person; or
- (c) a civil union partner or de facto partner of a Chinese person; or
- (d) an adopted child of a Chinese person; or
- (e) a child or adopted child of the spouse of a Chinese person; or
- (f) a birth parent or adoptive parent of a Chinese person.

"Committee" means the Committee constituted under Rule 17.

"Committee Member" means a person who is a member of the Committee.

"de facto partner of a Chinese person"

means a person who is in a de facto relationship (as defined in the Legislation Act 2019) with a Chinese person

"Member" means a person who is a member of our Association. A Member is further defined in Rule 6 of our Association.

"Membership" means membership of our Association.

NZCA means New Zealand Chinese Association Incorporated.

"our Association" means The New Zealand Chinese Association Auckland Branch (Incorporated).

"the Registrar" means the Registrar appointed under the said Act.

“Secretary” means the Secretary appointed under Rule 17

“We”, “Our”, “Us” means Chinese in Auckland who are individual Members of our Association.

- (a) Whenever the singular is used and when required by the context it shall include the plural, and the neuter gender shall include the masculine and feminine and vice versa
- (b) Any question relating to the interpretation of these Rules or any regulations or by-laws hereunder shall be settled by the Committee whose decision shall be final provided that such decision shall not be inconsistent with the Act.

3 OBJECTS

3.1. The objects of our Association are:

- (a) To support Chinese in Auckland, New Zealand and to promote our mental, social, cultural and physical wellbeing by working together. This is so we continue to be confident in who we are, and make a valued contribution to Aotearoa New Zealand.
- (b) Without limiting (a), the ways we can work together include:

(i) Voice: With a shared and stronger voice, we speak about things which matter to us. This voice connects our communities, our people and contribute to our society.

(ii) Community: A shared sense of connection and belonging brings us together, and connects us to our communities locally and nationally. This anchors our identity as part of Aotearoa New Zealand.

(iii) Heritage: We work together to honour and preserve our language, culture and heritage. This builds our pride in who we are. Educating ourselves and the wider community in Aotearoa New Zealand of our language, culture and heritage is integral to this.

(iv)Sustainability: We will work together to promote our Association’s relevance and sustainability in Auckland

Specifically, our Association is a branch of NZCA at the date of adopting these Rules. The ways we can work together will include working with NZCA and other branches of NZCA to achieve the above objects so long as our Association remains a branch of NZCA.

- (c) To be and to remain non-political and non-religious.

3.2 Without limitation, education under Rule 3.1 (b) (iii) may include:

- Chinese language schools and classes;
- Establishing and maintaining websites about our history;
- Commissioning research into our history;
- Preserving our history in different ways including working with local communities to preserve our heritage sites;
- Developing resources for teaching our history to us and the wider community;
- Educating the younger members of our Branches about their cultural identity through leadership development;
- Learning and preserving different aspects of our culture including food, cultural performances, arts and crafts; and

- Establishing and administering scholarships.

3.3 Our Association recognises Cantonese as our heritage language. Where practicable, our Association will promote the use of Cantonese as part of our objects in Rule 3.1 (b) (iii).

3.4 Our Association must carry out a review of its governance procedures (whether in these Rules or elsewhere) periodically as required by the Charities Act 2005. Such review will consider whether its governance procedures:

(i) are fit for purpose; and

(ii) assist our Association to achieve its charitable purpose; and

(iii) assist our Association to comply with the requirements of the Charities Act 2005.

4 POWERS

4.1 For the purposes of and incidental to achieving the above objects, our Association shall have full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and for those purposes full rights, powers, and privileges.

4.2 Without limiting Rule 4.1, our Association will have the following powers:

- (a) To take and accept any gift, device, bequest, transfer, assignment of conveyance of property, whether real or personal and whether subject to any special trust or not, for any one or more of the objects of our Association;
- (b) To publish or promote the publication or circulation of any books, pamphlets, periodicals, other printed matter and electronic communications relating to the objects of our Association;
- (c) To purchase, take on, lease, exchange, or hold any real or personal property whatsoever or any easements therein or thereon requisite or for any of the objects of our Association or which may in any way be used conveniently in connection with any such objects and to sell, lease, exchange, or otherwise dispose of any real or personal property and to grant any easements or rights therein or thereover;
- (d) To erect, construct, maintain, improve and alter, pull down, or rebuild any buildings, houses, walls, or erections and structures whatsoever necessary or convenient for the objects of our Association;
- (e) To apply for, obtain, hold, and renew any licences or permits required by law or necessary or expedient for any of the objects of our Association;
- (f) To sell, exchange, manage, let, lease, hire out, bail, mortgage, charge, pledge, assign, transfer, convey, surrender, dispose of, or otherwise deal with all or any part of the real and personal property of our Association and to grant any option easement or rights in or over any such property;
- (g) To provide funds for the objects of our Association or any of them and for that purpose to borrow or raise money and to give security in any manner over the whole or any part of the real and personal property of our Association;
- (h) To invest any moneys of our Association in such real or personal property and in such manner as our Association shall think fit;

- (i) To use the funds of our Association for furthering or carrying out the objects of or in the interests of our Association including the employment of professional advisers, agents, officers, and staff and in particular to establish and administer any benevolent fund or funds for the making of charitable grants or payments for any charitable purpose in New Zealand;
- (j) To do everything necessary to support the NZCA and to pay such sums to that Association as it lawfully directs and to appoint delegates to the Annual Conference and any special general meeting of that Association; and
- (k) To do all such other acts and things as are incidental or conducive to any of the objects of our Association.

5 NO PRIVATE PECUNIARY PROFIT

- (a) Any income, benefit, or advantage shall be applied to the charitable purposes of our Association.
- (b) No Member of our Association, or anyone associated with such a Member, is allowed to take part, or influence any decision made by our Association in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage. Our Association and the Member must comply with the requirements in the Act and the Conflicts of Interest requirements in Appendix B.
- (c) Without limiting Rule 5 (b), any such income paid shall be reasonable and relative to that which would be paid in an arms-length transaction (being the open market value).
- (d) The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied into any document replacing this document.

6 MEMBERSHIP

- (a) The members of our Association ("Members") shall in the first place consist of the Members of our Association as at the date of adoption of these Rules. Those Members have consented to become members when they applied to join our Association.
- (b) Any Chinese shall be eligible to become a member.
- (c) There shall be the following categories of membership –
 - (i) Full Members: shall be members aged 18 years or over who shall be entitled to exercise all rights and privileges of membership and subject to Rule 8 (d).
 - (ii) Life Members: shall be members as elected pursuant under Rule 6 (i).
 - (iii) Family Group Members: shall collectively comprise a member and the member's child or children aged 17 years or less. It also could include the member's partner. Each family group member shall be entitled to exercise all rights as if it were a single full member and shall be entitled to receive only one vote at any meeting of our Association.
- (d) An application for Membership shall include the name and contact details of the applicant. It shall be nominated by another Member and addressed to the Secretary of our Association. Contact details shall include at least a physical or an email address and a telephone number.

- (e) The applicant shall be admitted as a new Member unless the Committee by a majority decision decides otherwise. The decision of the Committee shall be final. The Committee shall not be called upon to give any reason for approving or not approving any application submitted to it.
- (f) A Member may renew their Membership by paying the subscription for the renewal period. Upon such payment, the Member has agreed that their written consent to be a Member will continue to apply for the renewal period.
- (g) A Member must update our Association of any changes to their details provided under Rule 6 (d) above.
- (h) Subject to Rule 6(i) and 8(d), only financial Members of our Association shall be entitled to the privileges of Membership and the benefits of our Association.
- (i) Our Association may by resolution in general meeting make any Member a life Member in recognition of long or special services rendered to our Association and the life Member shall be entitled to all the privileges of Membership but shall be exempt from all fees, subscriptions, and levies. The consent of the life Member to become a Member was provided when they applied to join our Association.
- (j) Any Member may resign his/her Membership by giving to the Committee written notice to that effect.

7 REGISTER OF MEMBERS

- (a) The Association shall maintain an up-to-date register of Members.
- (b) The register must contain—
 - (i) the name of each Member;
 - (ii) the last known contact details of each Member;
 - (iii) the date on which each person became a Member; and
 - (iv) all other information prescribed by any regulations made under the Act.
- (c) The Association shall maintain an up-to-date register of the interests disclosed by Members of the Committee, and any person in a position which allows them to exercise significant influence over the management or administration of our Association.
- (d) Our Association shall supply to the Executive Committee of NZCA (“NZCA”) the following:
 - (i) From time to time, non-identifying information about our Association’s membership to enable NZCA to co-ordinate, plan and work with our Association and other branches of NZCA to achieve the objects of NZCA; and
 - (ii) If requested, the names (in English and Chinese (where available)) and contact details of the following Members of our Association:
 - (a) Those who are attending the Annual Conference of NZCA; and
 - (b) Those who are Executive Committee Members of NZCA.

8 SUBSCRIPTIONS

- (a) Annual subscriptions are due and payable on the 1st day of January in each year for the period from 1 January to 31 December.
- (b) Every Member who has attained the age of 18 years or as described under Rule 6 shall pay to our Association an annual subscription of such amount as the Committee may from time to time determine and the Committee shall have the power to assess different rates of subscription for different classes of Membership.
- (c) The Committee may, at its discretion and on such grounds as it thinks fit, remit wholly or in part any fees, subscriptions, levies, or penalties due to our Association by any Member or may grant time for payment thereof or of any part thereof.
- (d) Unless otherwise decided by the Committee, no Member shall enjoy the privileges of Membership of our Association until the Member's subscription has been paid.
- (e) The Committee may decide by a majority vote that in any one year the payment of subscriptions be waived for that period.

9 PENALTIES AND EXPULSION

- (a) If a subscription is not paid at the time and in the manner provided herein and such default shall continue for three calendar months, the defaulter shall, if called upon so to do by the Committee, pay a fine of an amount to be fixed by the Committee. Such fine shall not exceed the amount of one year's subscription and shall be payable together with the subscription in arrears within 14 days of the demand. If the Member fails to pay such subscription and fine within the 14 days aforesaid, he/she shall cease to be a Member upon the expiration of the said 14 day period.
- (b) Any demand made in accordance with the Rule 9(a) hereof shall be made in accordance with and deemed to be duly made as if the demand was a notice sufficiently given under Rule 12(c) of these Rules.
- (c) Our Association (acting through the Committee) may remove a person as a Member if the person in a significant way:
 - (i) Acts against the objects of our Association;
 - (ii) Damages the interests of our Association; or
 - (iii) Brings our Association into disrepute.
- (d) Our Association (acting through the Committee) may remove a person as a Member under Rule 9(c) only if:

The Committee decided that one or more of the grounds for removal in Rule 9 (c)) have been proven against the person at the end of the Dispute Resolution process in **Appendix A**.
- (e) The power to remove a Member shall include the power to suspend or deprive a Member of any benefits or privileges of Membership for so long as the Committee shall think fit.
- (f) Suspension or cessation of Membership shall not release the Member from any past or present liability to our Association.

10 DEATH OF A MEMBER

Upon a Member's death his/her Membership shall cease and the Member's estate shall be released and discharged from any liability to our Association.

11 CONSEQUENCES OF REMOVAL OF MEMBERSHIP

Any Member ceasing to be a Member of our Association by removal shall not be eligible to re-apply for Membership unless our Association in a general meeting shall resolve to permit the Member to reapply for Membership.

12 NOTICES

- (a) Every notice to be given to any Member pursuant to any of these Rules shall be deemed to be sufficiently given and served if delivered by hand, posted or delivered to the address or transmitted by electronic mail to the email address of the Member appearing in our Association's register.
- (b) The loss, delay, or non-delivery of any notice sent or delivered to any Member shall not invalidate or prejudice any resolution passed or election made or other thing done by our Association.
- (c) Any notice if given or served by post or electronic mail shall be deemed to have been given or served:
 - (i) In the case of delivery by hand, the day it was delivered;
 - (ii) In the case of notice by post, 5 working days after the notice is posted and in proving such service, it shall be sufficient to prove that the notice was properly addressed or sent and put into the post office or a post box; and
 - (iii) In the case of notice by electronic mail immediately after the letter containing the notice was sent by electronic mail and in proving such service, it shall be sufficient to prove that such letter was properly sent to the correct electronic mail address.

13 FINANCIAL YEAR

- (a) The annual accounts of our Association shall be closed on 31 December of each year.
- (b) As soon as practicable after the close of the financial year, the accounts of our Association shall be balanced to enable the Annual Report and Balance Sheet to be prepared by the Treasurer.

14 PROCEDURE AT GENERAL MEETINGS

- (a) Every Member present at a general meeting shall be entitled to one vote. Proxy votes shall be allowed. The Chairperson shall first decide by voices or a show of hands, but any Member may demand a ballot. In the case of equality of votes, the Chairperson shall have an original as well as a casting vote.
- (b) If a ballot is demanded, it shall be taken in such manner as the Chairperson directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (c) The demand for a ballot may be withdrawn.
- (d) A resolution in writing, signed or consented to by email, or other forms of visible or other electronic communication by a majority of at least 75%, or such greater number of the Members

of our Association (each may act through the Chairperson, Secretary, or other authorised person) shall be valid as if it had been passed at an Annual General Meeting or Special General Meeting of our Association. Any such resolution may consist of several documents in the same form, each signed or consented to by or on behalf of one of more Members.

- (e) Any Member may participate in any meeting of our Association and vote on any proposed resolution at a meeting of our Association without being physically present. This may only occur at meetings by telephone, through video conferencing facilities, or by other means of electronic communication, provided that prior notice of the meeting is given to all Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Member in this matter at a meeting shall constitute the presence of that Member at that meeting.

15 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of our Association shall be held each year by no later than June in every year at a place, date, and time to be fixed by the Committee for the following purposes:
 - (i) To receive the annual report of the Committee and our Association accounts;
 - (ii) To elect the Committee, and the officers in Clause 17(f) from the Committee, for a term of 2 years;
 - (iii) To appoint a reviewer or an auditor for the ensuing year (if required by law); and
 - (iv) To decide upon any proposal or matter and to transact any other business which shall be submitted to the meeting.
- (b) The Members present shall elect one of their number as Chairperson to preside over the meeting.
- (c) The quorum at an Annual General Meeting shall consist of twenty (20) Members.
- (d) Notice of the Annual General Meeting and of the business to be dealt with at the meeting shall be delivered by hand, or sent by post or electronic mail to every Member at their contact address or email address in our Association's register and/or such other places as the Committee may decide but not less than 14 days before the date of the meeting.

16 SPECIAL GENERAL MEETING

- (a) The Committee may at any time for any special purpose call a Special General Meeting and shall do so upon the requisition of three (3) Members. Such requisition shall be in writing addressed to the Secretary and shall state the purpose of the meeting being required and upon receipt thereof the Committee shall call such Special General Meeting within one calendar month from the date of receipt of such requisition.
- (b) Notice of the Special General Meeting and of the business to be dealt with at the meeting shall be delivered by hand, or sent by post or electronic mail to every Member at their contact address or email address in our Association's register and/or posted on the notice board of our Association's premises and/or published in the regional daily newspaper and/or such other places as the Committee may decide but not less than 14 days before the date of the meeting.
- (c) At every Special General Meeting the person appointed Chairperson of the Committee pursuant to Rule 17(e) hereof shall chair the meeting or in his/her absence the meeting shall appoint its own chairperson.

- (d) No business other than that of which notice has been so given shall be brought forward at such meeting except by leave of the majority of the Members present.
- (e) The quorum at a Special General Meeting shall consist of twenty (20) Members.

17 MANAGEMENT COMMITTEE

- (a) The affairs of our Association (except as otherwise provided by these Rules) shall be managed and conducted by and entrusted to a committee consisting of the officers (elected under 17 (f)) and no more than eighteen (18) and not less than eight (8) Members elected every second year at the Annual General Meeting of our Association.
- (b) The Committee shall convene monthly or at such other intervals and at such times and at places as the Committee shall decide for the purposes of transacting the business of our Association
- (c) The quorum at a Committee meeting shall consist of 51% of the number of Members on the Committee for that given year.
- (d) Prior to becoming a Committee Member, each person must provide their written consent for doing so and certify that they are not disqualified from holding office as an officer of our Association under the Act. Such consent and certificate once given will deem to continue to apply until and unless any withdrawal of consent or disqualification is advised to the Secretary. It is the responsibility of each Committee Member to advise the Secretary of any such withdrawal or disqualification as soon as practicable.
- (e) The Committee shall hold office for 2 years as described under Rule 15 (a) (ii). All or any of the retiring Committee shall be eligible for re-election.
- (f) The Committee shall include the following officers who are elected at the Annual General Meeting:
 - (i) Chairperson
 - (ii) Deputy Chairperson
 - (iii) Secretary
 - (iv) Treasurer.
- (f) Each of the officers so appointed shall hold office for 2 years as described under Rule 15 (a) (ii) or until removed from office by the Committee or until he/she shall resign or cease to be a Member of our Association, whichever shall be the sooner. Such officers shall act under the supervision, control, and direction of the Committee and shall carry out such duties as are expressly imposed upon them by law, or by these Rules or by any by-laws made thereunder and such other duties as the Committee may from time to time direct.
- (g) Our Association (acting through the Committee) may remove a Committee Member if the Committee Member in a significant way:
 - (i) Acts against the objects of our Association;
 - (ii) Damages the interests of the Association; or
 - (iii) Brings our Association into disrepute.
- (h) Our Association may remove a Committee Member only after the Committee (other than the relevant Committee Member) has decided by two-thirds majority that one or more of the grounds

for removal have been proven against the relevant Committee Member at the end of the Dispute Resolution process as set out in **Appendix A**.

- (i) The Committee may from time to time appoint from its number such sub-committees as it deems expedient or necessary and may refer and delegate to them such of its powers and duties as the Committee may decide. Such sub-committee(s) shall conduct their business in accordance with the direction of the Committee and these Rules and report whenever required to the Committee.
- (j) The Committee shall have power to appoint a Member to fill any casual vacancy on the Committee.
- (k) A resolution in writing, signed or consented to by email,, or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form, each signed or consented to by or on behalf of one of more Committee Members.
- (l) Any Committee Member may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication, provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.
- (m) The Committee shall abide by the Conflicts of Interest provisions in **Appendix B**.
- (n) Despite [sections 96](#) and [97](#) of the Act, our Association may but is not obliged to indemnify, or effect insurance for, a Committee Member or any other deemed officer under the Act for the matters set out below:
 - (i) liability (other than criminal liability) for a failure to comply with—
 - (a) a duty under [sections 54 to 61](#) of the Act (officers' duties); or
 - (b) any other duty imposed on the Committee Member or any other deemed officer in their capacity as an officer:
 - (ii) costs incurred by any Committee Member or deemed officer under the Act for any claim or proceeding relating to that liability.

18 BANKING, INVESTING, AND BORROWING POWERS

- (a) All moneys received by our Association shall be banked into the banking account or accounts of our Association in such Bank or Banks as the Committee shall from time to time decide. Any withdrawals on the Bank Account(s) shall be approved by any two Committee Members duly authorised by the Committee. All mandates for withdrawals in connection with the Bank Account(s) shall be set up accordingly.
- (b) The surplus funds of our Association may be invested by the Committee in such financial investments as the Committee may from time to time approve. All dividends, interest, or other income arising out of such investments shall go to augment the funds of our Association.
- (c) The Committee may from time to time at its discretion raise or borrow any sum or sums of money for the purpose of our Association on the security of any or all of our Association's property assets or effects from time to time and may secure the repayment of such moneys in such manner and upon such terms and conditions as they think fit.

19 REGULATIONS AND BY-LAWS

The Committee shall have power from time to time to make, alter, and revoke any regulations and/or by-laws for the internal management of our Association provided, however, that in the event of any conflict between such regulations and/or by-laws and these Rules these Rules shall prevail

20 ALTERATION OF RULES

- (a) Subject to the Act these Rules or any of them may be altered, added to, repealed, amended, or rescinded by a resolution passed by a majority of not less than three fourths of those present and entitled to vote at a special general meeting of which 14 days' notice has been given specifying the intention of such resolution provided, however, that no addition, alteration, amendment, repeal, or rescission shall be made that will detract or alter in any way the charitable nature of our Association. Furthermore, no addition to or alteration or rescission of the Rules shall be approved if it affects the dissolution Rule 25(b).
- (b) Every such alteration, addition, rescission, or amendment shall be notified to the Registrar in accordance with the Act.

21 COMMON SEAL

- (a) The Committee shall be responsible for the custody and control of the Common Seal.
- (b) If used, the Common Seal shall only be used pursuant to a resolution of the Committee and shall be affixed in the presence of two duly authorised Committee Members.
- (c) Our Association may enter into any contract or other enforceable obligation pursuant to a resolution of the Committee by two Committee Members signing on behalf of our Association without using our Association's Common Seal.

22 AUDITOR OR REVIEWER TO BE APPOINTED IF LAW REQUIRES

- (a) If the law requires, our Association shall appoint at the Annual General Meeting an auditor or reviewer who shall be a Member of the New Zealand Institute of Chartered Accountants.
- (b) If the law requires, the accounts of our Association shall be audited or reviewed at least once every financial year and verified by the auditor/reviewer prior to being presented to the Annual General Meeting.

23 REGISTERED OFFICE & CONTACT PERSON(S)

- (a) The registered office of our Association shall be at such place as the Committee shall from time to time decide.
- (b) Our Association shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. Unless the Committee decides otherwise, the contact persons for our Association shall be the Secretary and the Treasurer.

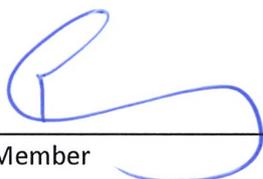
24 ENGLISH TO PREVAIL

If there is any difference in the interpretation between the English and Chinese versions of any writing or communication, the English version shall prevail.

25 DISSOLUTION

- (a) Our Association may be dissolved voluntarily if:
- (i) our Association at a General Meeting specially convened for the purpose of considering the winding up or dissolution of our Association and the disposal of the assets then passes a resolution requiring our Association to be wound up; and
 - (ii) the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- (b) If upon the dissolution of our Association there remains after the satisfaction of all costs and debts and liabilities any surplus property or assets whatsoever, such surplus shall not be paid to or distributed among the Members of our Association. Instead, such surplus shall be given to The New Zealand Chinese Association Incorporated if a society of that name is then incorporated and has approved charitable status. If that no longer is the case, then such surplus shall be given to such charitable institution or institutions within New Zealand having similar objects to the objects of our Association and which prohibit the distribution of its or their property and assets among its or their own Members. Our Association shall decide to give the surplus to such charitable institution or institutions by a majority of not less than three-fourths of the Members present at the final general meeting before the time of dissolution or in default thereof to such charitable institution or institutions within New Zealand as a Judge of the High Court of New Zealand may determine.

We certify that these are the Rules of The New Zealand Chinese Association Auckland Branch (Incorporated) adopted on the 15 day of February 2026


Member _____ (Chairperson) Richard Leung


Member _____ (Secretary) Sandra Young

APPENDIX A

Dispute Resolution Process

1 How Complaint is Made

- 1.1 A Member or a Committee Member may make a complaint by giving to the Secretary a notice in writing that states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with these Rules; and
 - (a) Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (b) Sets out any other information reasonably required by our Association.
- 1.2 Our Association may make a complaint involving an allegation against a Member or a Committee Member by giving to the Member or Committee Member a notice in writing that:
 - (a) States that our Association is starting a procedure for resolving a dispute in accordance with these Rules; and
 - (b) Sets out the allegation to which the dispute relates.
- 1.3 The information given under Clause 1.1(b) or 1.2(b) of this Appendix must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.4 The Committee may decide to accept any complaint made by a Member or a Committee Member other than in accordance with Clause 1.1 of this Appendix.

2 Person who makes complaint has right to be heard

- 2.1 A Member or a Committee Member who makes a complaint ("the Complainant") has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.2 If our Association makes a complaint,
 - (a) Our Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) a subcommittee of the Committee may exercise that right on behalf of our Association.
- 2.3 Without limiting the manner in which the Complainant may be given the right to be heard, they must be taken to have been given the right if
 - (a) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) An oral hearing (if any) is held before the decision maker; and
 - (d) The Member's, Committee Member's, or our Association's written statement or submissions (if any) are considered by the decision maker.

3 Person who is subject of complaint has right to be heard

- 3.1 This Clause applies if a complaint involves an allegation that a Member, a Committee Member, or our Association (the Respondent)
- (a) Has engaged in misconduct; or
 - (b) Has breached, or is likely to breach, a duty under our Association's Rules or Bylaws or the Act; or
 - (c) Has damaged the rights and interests of a Member or the rights and interests of Members generally.
- 3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.3 If the Respondent is our Association, a subcommittee of the Committee may exercise the right on behalf of our Association.
- 3.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if
- (a) The respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - (b) The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) An oral hearing (if any) is held before the decision maker; and
 - (e) The respondent's written statement or submissions (if any) are considered by the decision maker.

4 Investigating and determining dispute

- 4.1 Our Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with these Rules, ensure that the dispute is investigated and determined.
- 4.2 Disputes must be dealt with under these Rules in a fair, efficient and effective manner.

5 Association may decide not to proceed further with complaint

- 5.1 Despite Clause 4, our Association may decide not to proceed further with a complaint if
- (a) The complaint is trivial; or
 - (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - That a Member or a Committee Member has engaged in material misconduct;
 - That a Member, a Committee Member, or our Association has materially breached, or is likely to materially breach, a duty under our Association's Rules or Bylaws or the Act;
 - That a Member's rights or interest or Members' rights or interests generally have been materially damaged: or
 - (c) The complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) The person who makes the complaint has an insignificant interest in the matter;

- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with; or
- (f) There has been an undue delay in making the complaint.

6 Committee or Association may refer complaint

6.1 The Committee, or our Association if it is the Respondent, may refer a complaint to

- (a) A subcommittee or an external person to investigate and report; or
- (b) A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

6.2 The Committee, or our Association if it is the Respondent, may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7 Decision makers

7.1 A person may not act as a decision maker in relation to a complaint if two (2) or more Members of the Committee or a complaints sub-committee consider there are reasonable grounds to believe that the person may not be

- (a) Impartial; or
- (b) Able to consider the matter without a predetermined view.

APPENDIX B
- Conflicts of interest

1. For the purposes of these Rules, a member of the Committee is an **Interested Committee Member** if they are deemed to be “interested” as an officer under the Act.
2. A member of the Committee and/or member of a sub-committee who is an Interested Committee Member in respect of any matter being considered by our Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)

to the Committee and /or sub-committee. Disclosure of any ongoing conflict must be recorded in an Interests Register kept by the Committee. Disclosure of any one-off conflict must be noted in the minutes or record of any decision on the matter.
3. Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
4. A member of the Committee and/or sub-committee who is an Interested Committee Member regarding a matter—
 - (a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; and
 - (c) must not take part in any discussion of the Committee and/or sub-committee relating to the matter or influence the decision of the Committee and/or sub-committee; and
 - (d) must not be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
5. Where more than 50% of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise. Where more than 50 per cent of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

Consent and certificate of officer

Page 1 of 2
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Section 47 Incorporated Societies Act 2022

Society name

New Zealand Chinese Association Auckland Inc

Registration number or NZBN (complete this field only if this consent relates to an existing society)

710506

NOTES FOR OFFICERS

Ensure that you meet the qualification criteria for being an officer of this society before signing this consent form (see the qualification criteria on page 2). By signing this consent, you also consent to these details being added to the Incorporated Societies Register for this society. Your contact address and email address will only be visible to, and used by, the Registrar – they will not be displayed on the public register. Remember to advise the society any time these details change.

NOTES FOR SOCIETIES

You will not be asked to upload a copy of this consent and certificate to the Incorporated Societies Register but you must keep a copy in your records.

Officer's details

Provide your full legal name as it appears on a form of identification, such as your driver licence or NZ passport.

First name

David

Middle name(s)

Last name

Wong

Are you a member of this society?

Yes

No

Contact address – This must be a street address that you use, it cannot be a PO Box or DX address.

Street number & name

15A Kerry Road

City

Remuera, Auckland

Post code

1050

Country

Contact email address

david.wong@xtra.co.nz

Date elected or appointed

Jan' 2003

Officer's declaration

I consent to be an officer of the above society and certify that I am not disqualified from being appointed or holding office as an officer of a society.

(Signature)

Date signed

15/02/2026

Consent and certificate of officer

Qualification criteria

Before signing this consent form, ensure that you meet the qualification criteria set out in [section 47 of the Incorporated Societies Act 2022](#).

1. Every officer of a society must be a natural person.
2. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society:
 - a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993
 - d. a person who is disqualified from being an officer of a charitable entity under section 36C of the Charities Act 2005
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence under section 22(2) of the Incorporated Societies Act 2022
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs i. to iv.
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
 - f. a person who is subject to any of the following orders:
 - i. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - g. a person who is subject to an order that is substantially similar to an order referred to in paragraph f. under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations.
 - h. in relation to the society, a person who does not comply with any qualifications for officers contained in the society's constitution.
3. A natural person who is disqualified from being an officer but who acts as an officer is an officer for the purposes of a provision of this Act that imposes a duty or an obligation on an officer.

Consent and certificate of officer

Page 1 of 2
Template IS22-CCO

Section 47 Incorporated Societies Act 2022

Version | November 2025

Society name

New Zealand Chinese Association Auckland Inc

Registration number or NZBN (complete this field only if this consent relates to an existing society)

710506

NOTES FOR OFFICERS

Ensure that you meet the qualification criteria for being an officer of this society before signing this consent form (see the qualification criteria on page 2). By signing this consent, you also consent to these details being added to the Incorporated Societies Register for this society. Your contact address and email address will only be visible to, and used by, the Registrar – they will not be displayed on the public register. Remember to advise the society any time these details change.

NOTES FOR SOCIETIES

You will not be asked to upload a copy of this consent and certificate to the Incorporated Societies Register but you must keep a copy in your records.

Officer's details

Provide your full legal name as it appears on a form of identification, such as your driver licence or NZ passport.

First name

CATHRINE

Middle name(s)

LIAUNE

Last name

MING

Are you a member of this society? Yes

No

Contact address – This must be a street address that you use, it cannot be a PO Box or DX address.

Street number & name

9 PURIRI AVENUE GREENLANE

City

AUCKLAND

Post code

1051

Country

NEW ZEALAND

Contact email address

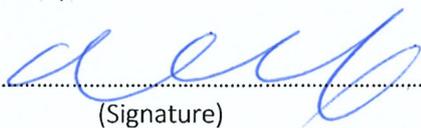
cathrine.ming@gmail.com

Date elected or appointed

4 MAY 2025

Officer's declaration

I consent to be an officer of the above society and certify that I am not disqualified from being appointed or holding office as an officer of a society.


.....
(Signature)

Date signed

15/2/2026

Consent and certificate of officer

Qualification criteria

Before signing this consent form, ensure that you meet the qualification criteria set out in [section 47 of the Incorporated Societies Act 2022](#).

1. Every officer of a society must be a natural person.
2. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society:
 - a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993
 - d. a person who is disqualified from being an officer of a charitable entity under section 36C of the Charities Act 2005
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence under section 22(2) of the Incorporated Societies Act 2022
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs i. to iv.
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 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - g. a person who is subject to an order that is substantially similar to an order referred to in paragraph f. under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations.
 - h. in relation to the society, a person who does not comply with any qualifications for officers contained in the society's constitution.
3. A natural person who is disqualified from being an officer but who acts as an officer is an officer for the purposes of a provision of this Act that imposes a duty or an obligation on an officer.

Consent and certificate of officer

Section 47 Incorporated Societies Act 2022

Society name

New Zealand Chinese Association Auckland Inc

Registration number or NZBN (complete this field only if this consent relates to an existing society)

710506

NOTES FOR OFFICERS

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NOTES FOR SOCIETIES

You will not be asked to upload a copy of this consent and certificate to the Incorporated Societies Register but you must keep a copy in your records.

Officer's details

Provide your full legal name as it appears on a form of identification, such as your driver licence or NZ passport.

First name

Richard

Middle name(s)

Graeme

Last name

Leung

Are you a member of this society? Yes

No

Contact address – This must be a street address that you use, it cannot be a PO Box or DX address.

Street number & name

61 Namata Road

City

Auckland

Post code

1061

Country

NZ

Contact email address

rgleung67@gmail.com

Date elected or appointed

4/5/2025

Officer's declaration

I consent to be an officer of the above society and certify that I am not disqualified from being appointed or holding office as an officer of a society.



(Signature)

Date signed

15-2-2026

Consent and certificate of officer

Qualification criteria

Before signing this consent form, ensure that you meet the qualification criteria set out in [section 47 of the Incorporated Societies Act 2022](#).

1. Every officer of a society must be a natural person.
2. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society:
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 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - g. a person who is subject to an order that is substantially similar to an order referred to in paragraph f. under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations.
 - h. in relation to the society, a person who does not comply with any qualifications for officers contained in the society's constitution.
3. A natural person who is disqualified from being an officer but who acts as an officer is an officer for the purposes of a provision of this Act that imposes a duty or an obligation on an officer.