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**UNDER THE**

**INCORPORATED SOCIETIES**

**ACT, 1908**

**CONSTITUTIONAL RULES OF THE**

**KAITAIA BUSINESS ASSOCIATION**

**INCORPORATED**

AMENDED: JUNE 2020

**CONTENTS**

CONTENTS 2

NAME 3

DEFINITIONS AND INTERPRETATION 3

OBJECTS AND POWERS 3

MEMBERSHIP TYPES 5

MEMBERSHIP RESIGNATION 5

MISCONDUCT 5

TARGETED RATE 6

ANNUAL GENERAL MEETINGS 6

SPECIAL GENERAL MEETINGS 6

QUORUM AT GENERAL MEETINGS 6

PROCEEDINGS AT GENERAL MEETINGS 7

VOTING AT GENERAL MEETINGS 7

ELECTION OF EXECUTIVE COMMITTEE 7

ELIGIBILITY FOR THE EXECUTIVE COMMITTEE 8

VICE CHAIR, TREASURER AND SECRETARY 8

CASUAL VACANCIES 9

REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE 9

CO-OPTING MEMBERS OF THE EXECUTIVE COMMITTEE 9

THE POWERS OF THE EXECUTIVE COMMITTEE 10

QUORUM AT COMMITTEE MEETINGS 10

PROCEEDINGS AT COMMITTEE MEETINGS 11

VOTING AT COMMITTEE MEETINGS 11

COMMITTEE MEETING VENUE 11

BYLAWS 11

MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION 12

PECUNIARY PROFIT 12

SUB-COMMITTEES 13

PROCEDURE 13

MANAGEMENT OF FUNDS 13

ANNUAL ACCOUNTS 13

AUDITOR 14

INSURANCE 14

REGISTERED OFFICE 14

CUSTODY AND USE OF COMMON SEAL 14

NOTICES 14

DISSOLUTION 14

ALTERATION OF RULES 14

INTERPRETATION OF RULES 15

UNDER THE INCORPORATED SOCIETIES ACT, 1908

RULES OF THE

**KAITAIA BUSINESS ASSOCIATION INCORPORATED**

**NAME**

1. The name of the Association shall be the Kaitaia Business Association Incorporated.

**DEFINITIONS AND INTERPRETATION**

2. In these Constitutional Rules, unless the context otherwise requires:

The Act means: the Incorporated Societies Act 1908 or any enactment for the time being in force in substitution or amendment thereof.

The Association means: KAITAIA BUSINESS ASSOCIATION INCORPORATED

Business Improvement District means: the defined area in which businesses must pay a targeted rate to the Far North District Council.

The Chair means: the Chairperson of the Executive Committee, or in the Chair’s absence from a General Meeting, whoever has been selected to preside over that meeting.

The Council means: the Far North District Council.

The Executive Committee means: the following office-holders who shall constitute the Executive Committee of the Association. Such office-holders shall be:

a. a Chair and a Treasurer, who are Full Members of the Association; and

b. up to nine other persons who are Full Members of the Association.

The Members means: all Full or Associate Members of the Association.

The Rules means: the Constitutional Rules of the Kaitaia Business Association Incorporated.

3. For the purpose of these Rules, words used in the singular include the plural, and words used in the plural include the singular.

**OBJECTS AND POWERS**

4. The principal Objects of the Association are:

1. To promote industry and commerce in the Kaitaia and surrounding areas through the following secondary objectives:

i. Education: Increasing the skills of its members through business training

ii. Cooperation: Supporting the efforts of other community groups on behalf of members

iii. Communication: Keeping members informed of the organisation and other relevant Northland information

iv. Promotion: Engaging in promotion of Kaitaia and surrounding areas to increase economic growth

v. Aggregation: Working together as a group rather than as individuals to benefit members

vi. Socialisation: Facilitating networking opportunities for members

b. All acts, matters or things relating to the welfare and advancement of the members of the Association and the wider Kaitaia community.

* 1. 5. In addition, the Association shall have the following powers, objects and authorities:
  2. a. To acquire, sell or dispose of land and buildings and any other property both real and personal.
  3. b. To co-operate with other organisations interested in sporting, recreational and community activities and be represented at any meeting of such organisations and play a part in their activities.
  4. c. To borrow or raise money and secure payment of money by any means and under such conditions as the Association sees fit.
  5. d. To raise, receive, hold and administer funds in the form of subscriptions, donations, gifts, legacies, bequests, funds and grants arising from any source for the benefit of the Association.
  6. e. To lease, administer and otherwise deal with property both real and personal of any kind and to invest any funds of the Association in such manner as the Association sees fit.
  7. f. To make, draw, accept, endorse, execute and issue bills of exchange, promissory notes, debentures and any other instruments.
  8. g. To remunerate any person, firm or company for services rendered to the Association or to pay for any privileges, concessions or any other thing or interest acquired by the Association.
  9. h. To support, subscribe, establish, or aid in the establishment of associations, institutions, provident and benefit funds, trusts, clubs and societies which may directly or indirectly benefit the Association or be in keeping with its Objects.
  10. i. To improve, alter, repair or reconstruct and otherwise deal in any property of the Association, both real and personal.
  11. j. To apply for and obtain such licenses, permits, authorities, powers and rights as the Association sees fit under the Sale of Liquor Act or under any other Act, Regulation, Rule or Governmental or local body authority, entitling or enabling the Association to sell or otherwise deal in liquor, wines, spirits, ale and other alcoholic beverages.
  12. k. To do all such other things which, in the opinion of the Association, may result in the attainment of any of its Objects or the exercise of any of its powers outlined in a. through j. above.

6. The objects and powers set forth in any clause or sub-clause of these Rules shall not, except where the context expressly requires, be in any way limited or restricted by any other clause or sub-clause, or by the name of the Association.

7. The Association shall have full power to exercise all and any of the objects and powers conferred by these Rules, independently of any other such objects and powers.

**MEMBERSHIP TYPES**

8. Those businesses which reside within the Business Improvement District (BID) and pay a targeted rate are welcome to be Full Members of the Association. Full Members of the Association have both speaking and voting rights at Annual General Meetings and Special General Meetings, with one vote per business.

9. Those businesses located outside of the BID area which submit a written request to the Association for membership and pay an annual subscription are deemed to be Associate Members of the Association. Associate Members of the Association have speaking and voting rights at Annual General Meetings and Special General Meetings. The annual subscription amount shall be set each year by the Executive Committee and should be guided by the average BID levy with the exception of BID levy increases or removal of the BID.

10. The Association shall keep a current register of its members and their designated membership which will also include the name, and address of each member of the Association and the date upon which their membership began.

**MEMBERSHIP RESIGNATION**

11. Associate Members of the Association may resign by giving the Secretary notice in writing. Resignation shall not relieve the member from liability for any levies, fees or subscriptions due by that member to the Association, or from any other liability in respect of that person’s membership.

12. Full Members of the Association may resign their membership but will not be exempted from paying any targeted rate.

**MISCONDUCT**

13. In the event that any member breaches these Rules or misconducts themselves in relation to the Association, the Executive Committee may, at its discretion, decide to take action. In this case, the following procedure will apply:

a. The Association Chairperson or an appointed representative will meet with the member to discuss the breach and document the meeting, issues and agreed actions. The Executive Committee will then make a formal judgement on the matter, the outcome of which is binding on both the member and the Association.

b. Any expulsion or suspension of membership shall remove that member’s speaking and voting rights.

c. Any expulsion or suspension of membership shall not relieve members of their liability for any targeted rate, fee or subscription due to the Association or from any liability in respect of their membership of the Association.

d. Any person expelled or suspended from the Association may, at the discretion of the Executive Committee, be readmitted as a member at any time.

**TARGETED RATE**

14. The annual targeted rate shall be set by the Council in consultation with the KBA. Any change in the levy total must be fixed at an annual General Meeting of the Association and cannot exceed 5% or $5000 (whichever is the lesser), without a majority decision of those businesses located in the defined Business Improvement District.

15. The Council will collect the targeted rate through its normal rate collection processes and forward to the Kaitaia Business Association in its entirety.

16. A Memorandum of Understanding (MOU), will determine payment schedules in agreement with the Association. The MOU will exist between the Association and the Te Hiku Community Board of behalf of the Council.

**ANNUAL GENERAL MEETINGS**

17. The Annual General Meeting of the Association shall be held within four months after the expiration of each financial year, and at a place determined by the Executive Committee. The business transacted at such meetings shall include the election of the Executive Committee and, on minimum every other year, that being the uneven number, receipt of the audited financial accounts for the financial year just ended and the previous financial year, if it has not already been audited.

18. Notice calling an Annual General Meeting must be given in accordance with the Notice clause in these Rules.

19. Notice is to be given at least seven (7) days prior to the date of the meeting and shall specify the place, date and hour of the meeting.

20. In the case of Special Business, the general nature of such business must be specified in the notice.

**SPECIAL GENERAL MEETINGS**

* 1. 21. A Special General Meeting may be called by:

a. The Executive Committee at any time.

* 1. b. The Secretary upon receiving a written requisition signed by at least 60% of members and specifying the business for which the meeting is to be held.

22. A Special General Meeting shall be held within fourteen (14) days of the receipt of the requisition.

23. Any notice calling a Special General Meeting must be given in accordance with the Notice clause in these Rules.

**QUORUM AT GENERAL MEETINGS**

24. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

25. The quorum shall be at least seven Full Members of the Association.

26. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the time and at the same place, unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members before the day to which the meeting is adjourned.

**PROCEEDINGS AT GENERAL MEETINGS**

27. The Chair shall preside at every General Meeting of the Association. In the absence of the Chair, the Vice Chair shall preside at the meeting, and in the Vice Chair’s absence, the meeting attendees shall choose a member to preside at the meeting.

28. The Chair of any General Meeting at which a quorum is present may, with the consent of the members present, adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29. At every General Meeting, every question submitted to the meeting shall be decided in the first instance on the voices, or by show of hands or by a poll as requested by any member of the Association present.

30. At any General Meeting, unless a poll is demanded by the Chair or by at least fifteen persons entitled to vote, a declaration by the Chair that a motion or resolution has been carried or lost (an entry to that effect being made in the Minute Book) shall constitute evidence of the outcome of the resolution without proof of the number of votes recorded in favour or against that resolution.

31. If a poll is demanded, it shall be taken in such manner as the Chair directs.

32. Minutes of every General Meeting shall be kept by the Secretary or by a person selected by the Chair of that meeting.

**VOTING AT GENERAL MEETINGS**

33. Every Full Member of the Association shall be entitled to vote at General Meetings of the Association, and is entitled to one vote only. Each Full Member may appoint one person to vote on its behalf.

34. All questions shall be decided on a majority vote unless a special resolution is required, in which case the majority shall be three-fourths of the members present at the meeting and entitled to vote.

35. The Chair shall have, in the event of a deadlock, a casting as well as a deliberative vote.

**ELECTION OF EXECUTIVE COMMITTEE**

36. A new Executive Committee shall be elected every year at the Annual General Meeting.

37. Nominations for candidates for election as Chairperson, Treasurer, and up to nine other members of the Executive Committee shall be:

a. made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

b. delivered to the Secretary of the Association by the closing date specified on the nomination form.

38. If no nomination is received for the positions of Chairperson or Treasurer, nominations for the relevant position shall be called for at the Annual General Meeting. If fewer than nine nominations are received for the other five positions in the Executive Committee, nominations shall be called for at the Annual General Meeting.

39. If insufficient further nominations are received to fill all available positions, those remaining positions shall be deemed to be casual vacancies. The Executive Committee may appoint Members of the Association to fill such vacancies.

40. If all positions are able to be filled from those nominated and no ballot is required, the persons nominated shall be deemed to be elected.

41. If more than one nomination is received for the position of Chairperson or Treasurer, a ballot shall be held. If the number of nominations received for the other office positions on the Executive Committee exceeds nine, a ballot shall be held.

42. Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

43. All Executive Committee members are elected.

**ELIGIBILITY FOR THE EXECUTIVE COMMITTEE**

44. Only Full Members of the Association, or representations of Full Members by way of co-opting, are eligible for any position on the Executive Committee of the Association.

**VICE CHAIR, TREASURER AND SECRETARY**

45. The Executive Committee shall appoint one member of the Executive Committee as Vice Chair of the Association. In the absence of the Chair, the Vice Chair shall be the chair for General Meetings and, in the absence of the Vice Chair, Members present shall be entitled to elect a chair for the meeting.

46. It is the duty of the Treasurer of the Association to ensure that:

a. All money due to the Association is collected and received and all payments authorized by the Association made; and

* 1. b. Correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

47. The Executive Committee shall appoint the Secretary of the Association. The Secretary may be a non-member of the Association, or a Member of the Association who is not a member of the Executive Committee.

48. It is the duty of the Secretary to keep minutes of:

a. all appointments of Officers and member of the Executive Committee; and

b. the names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and

c. all proceedings at Executive Committee meetings and General Meetings.

49. Minutes of proceedings at a meeting shall be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

**CASUAL VACANCIES**

50. For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

a. dies;

b. ceases to be a Member of the Association;

c. is declared bankrupt;

d. resigns office by notice in writing given to the Secretary;

e. is removed from office;

f. becomes of unsound mind or becomes a person who is liable be dealt with in any way under the law relating to mental health; or

g. is absent without giving the apologies to the Executive Committee for three meetings of the Executive Committee.

51. The Executive Committee may appoint members to fill such casual vacancies as needed.

**REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE**

52. The Association in a General Meeting may, by resolution, remove any member of the Executive Committee from office before the expiration of the member's term of office.

53. Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 50 relates:

* 1. a. makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson; and
  2. b. requests that the representations be notified to the Members of the Association; then the Secretary or Chairperson may send a copy of the representations to each Member of the Association. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
  3. **CO-OPTING MEMBERS OF THE EXECUTIVE COMMITTEE**

54. Any person may be co-opted by the Executive Committee at any time:

a. for the purposes of a particular project or task; or

b. where the Executive Committee considers that the co-optee, by virtue of the co-optee’s expertise and skills, can make a beneficial contribution to the activities of the Executive Committee; or

c. where the Executive Committee considers that the co-optee will assist in ensuring that the composition of the Executive Committee provides a balanced representation of the view of property owner, retail tenants and commercial tenants with in the Business Improvement District.

55. Co-opted members of the Executive Committee need not be Members of the Association and can represent the interest of a property or business owner. The co-opted member of the Executive Committee can vote on behalf of the property or business owner to which they represent.

56. Co-opted members must sign a disclaimer stating they have no convictions, fraud charges or bankruptcy.

**THE POWERS OF THE EXECUTIVE COMMITTEE**

57. The business activities and affairs of the Association shall be managed by the Executive Committee. The Executive Committee may exercise all such powers of the Association that are not required to be exercised by the Association at a General Meeting.

58. The Executive Committee shall have the power to:

a. raise any sum or sums of money for the purpose of the Association;

b. pledge, mortgage or give as security for such monies all or any of the real or personal property, assets and effects (both present and future) of the Association, providing that this has been approved by an Annual General Meeting or a Special General Meeting;

* + 1. c. borrow money from the Association’s bank on overdraft or otherwise, with or without security, providing that this has been approved by an Annual General Meeting or a Special General Meeting;
    2. d. employ, engage, or dismiss any person;
    3. e. form, alter and disband Sub-Committees as it sees fit;
    4. f. appoint representatives and delegates;
    5. g. co-opt to the Executive Committee any person whose qualifications or experience may be of assistance to the Executive Committee.

**QUORUM AT COMMITTEE MEETINGS**

59. Any five members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

60. No business shall be transacted by the Executive Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present but there are at least six people in attendance the meeting will continue and minutes taken and shared. No action will be taken until the consensus of a quorum has been recorded.

1. Minutes will only be passed and approved at a meeting when a full quorum is present.
2. Decisions will only be approved outside of a meeting when there is a record of a consensus of at least five (making up the quorum) either by way of email or online platform.

61. If there are insufficient numbers at a meeting then the meeting shall be adjourned to a date and time when a full quorum can be present. If at the adjourned meeting, a quorum is not present and there is insufficient attendance within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

**PROCEEDINGS AT COMMITTEE MEETINGS**

62. The Chair shall preside at every Executive Committee Meeting, and in the Chair’s absence, the Vice Chair shall preside. If the Vice Chair is also absent, the Executive Committee shall select a committee member to chair the meeting.

63. Each Sub-Committee shall present a report to the Executive Committee, either verbally or in writing.

64. The Secretary or any person selected by the Executive Committee shall take minutes at the Executive Committee Meetings. Such minutes shall be circulated to all members of the Executive Committee at least one week prior to the next Executive Committee Meeting.

**VOTING AT COMMITTEE MEETINGS**

65. The Executive Committee shall decide every question on a majority of votes and each member of the Executive Committee present shall have one vote. In the case of equality of votes, Chair or the member presiding at the meeting shall have a casting vote as well as a deliberative vote.

66. No person co-opted to the Executive Committee, who is not a Full Member or representing a Full Member, may exercise a vote in any Association business, nor shall they be counted as a member of the Executive Committee for the purposes of determining whether a quorum is present at Executive Committee meetings.

**COMMITTEE MEETING VENUE**

67. A Committee Meeting can be held at a venue that is agreed upon by the majority of the Executive Committee. This venue may be a physical place or an online forum.

**BYLAWS**

68. The Executive Committee may make bylaws and regulations as it sees fit for:

a. the management of the business affairs and activities of the Association;

b. defining the rights and duties of the members.

69. The Executive Committee may amend, enlarge or rescind such bylaws and regulations as required.

70. Any bylaws or regulations must not be contrary to the Act or any law or any of these Rules.

**MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION**

71. Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

a. must disclose the nature and extent of that Member's interest to the other Members; and

b. must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.

**PECUNIARY PROFIT**

72. No private pecuniary profit shall be made by any person of the Association except that:

a. any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;

b. the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;

c. any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;

d. any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

73. Notwithstanding anything contained or implied in these Rules, any person who is:

a. a Member of the Association; or

b. a shareholder or director of any company carrying on any business of the Association; or

c. a shareholder or director of any company which is a Member of the Association; or

d. a member of any association which is a shareholder or any company carrying on any business of the Association; or

e. an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director; shall not by virtue of that capacity in any way (whether directly or indirectly) determine or materially influence the determination of the nature or the amount of any benefit, advantage or income, or the circumstances in which it is received, gained, achieved, afforded or derived by that person.

**SUB-COMMITTEES**

74. The Executive Committee may appoint Sub-Committees to deal with all or any of the Association’s activities.

75. Any such Sub-Committee shall be under the control of the Executive Committee, which may form, disband, reform, alter the members of and alter the terms of reference of any such Sub- Committee as it sees fit.

76. The Executive Committee may, in its absolute discretion, appoint such officers as it sees fit to carry out the functions of the Association and may pay such officers such emoluments and disbursements and allowances as it sees fit.

**PROCEDURE**

77. The Chair, at the time of any General Meeting or at any Committee or Sub-Committee Meeting, shall decide all questions of procedure. The Chair’s decision on any procedural matter shall be final and binding unless the meeting resolves otherwise by a majority vote.

**MANAGEMENT OF FUNDS**

78. Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee determines.

79. All online banking, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or approved by two authorised signatories of the Executive Committee.

80. All funds received by the Association remain the property of the Association. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever be used to benefit any director, officer or Member of the Association or to the benefit of any private persons.

81. All monies received by or on behalf of the Association shall be paid into the Association’s bank account.

**ANNUAL ACCOUNTS**

82. The Executive Committee Shall cause true accounts to be kept of:

a. the assets of the Association

b. the sums of money received and expended by the Association and the manner in which this takes place

c. the credits and liabilities of the Association.

83. The Executive Committee shall file minimum biennially, that being an odd year, a statement in the prescribed form with the Registrar of Incorporated Societies, after such statement has been duly certified by an auditor and approved by members at the Annual General Meeting. If two or more BID members have any reason to be concerned of how the finances are spent in the even year then they can request that an audit be conducted.

**AUDITOR**

84. The Executive Committee shall appoint an auditor to audit the books of the Association at the completion of minimum every other financial year and before the following Annual General Meeting. The report of the auditor will be presented to the members at the Annual General Meeting.

**INSURANCE**

85. The Association shall effect and maintain full and proper insurance on all of its assets including a Public Liability Insurance of no less than $1 million, and may effect and maintain other insurance as it sees fit.

**REGISTERED OFFICE**

86. The registered office of the Association shall be at a place determined by the Executive Committee.

**CUSTODY AND USE OF COMMON SEAL**

87. The Common Seal of the Association shall be kept in the custody of the Secretary and shall be used only by authority of a resolution of the Executive Committee. Every instrument to which the Seal is affixed shall be signed by two members of the Executive Committee.

**NOTICES**

88. Notices may be served personally or by electronic mail or by an online platform or by post or by advertisement in any newspaper circulating in the Association’s district.

**DISSOLUTION**

89. Should the dissolution of the Association be deemed necessary, two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to dissolve the Association, which must be carried by a majority of valid votes. The second meeting must be called no earlier than 30 days after the first, for the purpose of confirming the resolution to be passed.

90. Upon the dissolution of the Association and after the satisfaction of all its debts and liabilities, any remaining property shall be given or transferred to another charitable organization or approved not-for-profit body within New Zealand having objects similar to the Association. In the event of the Executive Committee being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

**ALTERATION OF RULES**

91. The Association may add to, amend, alter or rescind any of its Rules at a General Meeting or Special Meeting by a majority of not less than three-fourths of the members present and entitled to vote at such meetings. No alteration, amendment, addition or rescission shall be valid until accepted by the Registrar of Incorporated Societies, and it shall be the duty of the Executive Committee to see that the provisions of the Act relating to alterations of Rules are complied with.

92. No addition to or alteration or rescission of the Rules shall be approved if it affects the pecuniary profit clause or the dissolution clauses.

**INTERPRETATION OF RULES**

93. Any question arising to the interpretation of these Rules or any question arising on any subject within the scope of the Association’s authority not otherwise provided for in these Rules shall be decided by the Executive Committee. The decision of the Executive Committee shall be final and binding on all members.