

Design Association of New Zealand Incorporated



DANZ Rules

*"Promoting Professional Development
and Design Excellence"*

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Design Association of New Zealand Incorporated
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Rules of the Design Association of New Zealand Inc.

NAME

1. The name of the society is: Design Association of New Zealand Incorporated, herein called the Association. The approved abbreviation is DANZ.

DEFINITIONS

2. Design, for the purposes of membership scope, is herein defined as:

the industrial activity evidenced by occupational, vocational and professional knowledge, and set of skills required to satisfactorily carry out all or some of the following tasks:

- research and establish project performance criteria;
- receive instructions from an employer, colleague, another discipline or client;
- organise and process preliminary information;
- analyse preliminary information to discharge legal, statutory and commercial requirements;
- synthesize solutions to stated problems;
- initiate, maintain and keep effective records;
- account for time spent and materials used;
- prepare sketch plans;
- prepare and consummate contracts;
- illustrate proposed schemes using documents, models or other means for use by technical and non-technical people;
- perform appropriate mathematical and technological procedures;
- interpret for use technical and commercial data;
- interpret for use Codes of Practice, Standards and Design Rules;
- select appropriate projections, scales, views and image layouts, produce working drawings, either manually or computer aided;

- produce bills of material;
- produce specifications;
- conduct interviews with clients, statutory authority officers and commercial suppliers;
- revise, adapt, annotate and amend images and related documents;
- raise and serve invoices, account for monies, pay accounts and taxes;
- attend at work site, interpret documents at work site;
- approve progress payments;
- sign off work in accordance with contractual obligations.

A Design Practitioner, for the purposes of membership is an Associate or a Member, and additional to fulfilling the above definition is expected to:

- train, instruct, advise, counsel or encourage students and trainees;
- engage in design related continuing education to further occupational, vocational, professional and industrial interests and to do all things to promote professional design excellence in the service of an employer and in the service of the Public.

A Registered Designer, for the purposes of membership is;

- a practising Member who having been advised of and accepted the endorsement, fully complies with the criteria set by the Board of Directors from time to time and implemented by way of a Memorandum attached to the Minutes of a Board of Directors meeting. In any case, the Memoranda shall contain the minimum requirement for the Registered Designer to be covered by professional indemnity insurance, PII.
- Additionally, the Directors may require applicants for, and including continuations of the endorsement, to successfully complete a form of examination appropriate to their discipline of practice, and the relevant commercial aspects. Upon payment of the prescribed fee, successful applicants shall be awarded an Annual Practicing Certificate.

REGISTERED OFFICE

3. The Registered Office shall be at the place decided from time to time by the Board of Directors, who shall notify the Registrar of Incorporated Societies.

SUCCESSION

4. Nothing in these Rules has the intention of substantially disadvantaging any member of the Association in respect of their membership of the Draughting Association of New Zealand Inc.

OBJECTS

5. The objects of the Association are to promote the occupational, vocational and professional wellbeing and interests of people engaged in design related activities. Specifically, it may include the following:

EDUCATIONAL

- 5.01 To aid and assist in the development of the skills, knowledge and competences required to practise the occupation, vocation and profession of design.
- 5.02 To aid and assist in increasing the efficiency and effectiveness of design practice.
- 5.03 To advise persons contemplating engaging in design activities.
- 5.04 To recommend to the membership, both individually and wholly, an appropriate career development path.
- 5.05 To devise, facilitate and support delivery of continuing education for the advancement and benefit of the membership.
- 5.06 To arrange the dissemination of learned and topical papers.
- 5.07 To devise, maintain and promulgate a standard form of contract for the engagement of the membership upon client's work.
- 5.08 To devise, maintain and promulgate a model employment contract for use by the membership in negotiations with their employer
- 5.09 To advise employers on the workplace design required for optimal quality and quantity of output of design related occupation.
- 5.10 To advance the occupational, vocational and professional status of the membership's activities to the public at large and to the client base.
- 5.11 To seek to influence Government, employers and other interested parties as to the workplace needs of persons engaged in design related activities

- 5.12 To advise educational establishments and Government officers of the prospects in design related careers.
- 5.13 To carry out research into all matters of concern and to publish appropriate findings for the benefit of the membership.
- 5.14 To establish and maintain effective liaison with national and international bodies affecting the formal qualifications and skills recognition of members
- 5.15 To promulgate appropriate technical and statutory information to the membership for their benefit.
- 5.16 Acquire artifacts of the history of design technology for the benefit of the membership and in the national interest.
- 5.17 To establish and maintain a library of relevant reference media and to appropriately disseminate this information for the benefit of the membership.

AFFILIATIONAL

- 5.18 To advance the well-being of the membership and to foster amity amongst them.
- 5.19 To provide an infrastructure to facilitate affiliation amongst the membership and related kindred bodies.
- 5.20 To assist in directing work and job opportunities to the membership.
- 5.21 To facilitate gatherings of members, learned visitors and experts in their field of endeavour, to expound theories and practices, exchange opinions and ideas on all matters of interest to the membership, their colleagues and acquaintances.
- 5.22 To establish and maintain effective communications with national and international bodies.
- 5.23 To devise, maintain and administer, a Code of Professional Ethics and Practice required of the membership and persons under their business control, for the protection of the reputation of complying members and for the Public at large.
- 5.24 To publicise the membership's works of excellence and innovation.
- 5.25 To publish, or cause to be published, news, views and information to be circulated appropriately to the membership, to the economic sectors served by the Association membership, and to other interested parties.
- 5.26 To mediate in disputes between the membership, and to propose a plan of resolution thereof.

5.27 To mediate in disputes between the membership and their clients, to the general public and to propose a plan of resolution.

5.28 To bestow awards upon the membership and to other persons in respect of meritorious service to the design industry or to the Association.

5.29 To solely own the intellectual property licensed to the membership and to reserve the right to withdraw such licence should the Directors see fit to do so.

5.30 To compose wording and affix emblems or seals upon certificates at the discretion of the Directors.

5.31 To issue a membership licence in the form of a Certificate of Membership and/or Professional Competency in respect of payment of an annual licence fee, and to grant or deny permission to display any such licence for any purpose, at the sole discretion of the Board of Directors.

FINANCIAL

5.32 To set the amount of annual licence fees according to the decision of the Annual General Meeting of the Association.

5.33 To levy members, either wholly or in part, for purposes and amounts agreed to at a General Meeting of the Association.

5.34 To open and operate current, deposit and investment bank accounts of the operating monies of the Association, either wholly or in part, and to require the signatures, under conditions of delegated authority of the executive director upon all cheques and other instruments of exchange.

5.35 To cause accounts of all moneys and asset transactions to be kept, and to be audited to the satisfaction of the Inland Revenue Department.

5.36 To invest the capital moneys of the Association and to receive interest from the capital and to employ these proceeds to the benefit of the Association.

5.37 To borrow money or raise and give security for loans, by way of bonds, promissory notes, bills of exchange.

5.38 To effect insurance over the real and intellectual assets of the Association at the discretion of the Board of Directors.

5.39 To sell, hire, lease, convey, transfer, assign, exchange, mortgage or otherwise dispose of the real or valuable property of the Association at the discretion of the Board of Directors.

5.40 To acquire land, buildings and other real and valuable property by way of purchase, lease, tenancy, endowment, gift or any other legal means and to hold safe for the benefit of the Association.

5.41 To engage the services of persons or enterprises for the purposes of benefit to the Association and to pay to those person or enterprises such sums of money or other valuable consideration as may be decided between those persons and the Board of Directors.

5.42 To solicit and contract with commercial sponsors for contribution of valuable consideration to the benefit of the Association and upon the discretion of the Board of Directors.

5.43 To facilitate the design, offer and promotion of a professional indemnity insurance scheme for the protection of the members, and the Association.

5.44 To generally do all such other things as are desirable or required to ensure the good reputation of the membership and continuance of the Association.

MEMBERSHIP

6.01 Any person may join the Association who can provide substantial evidence as to their design industry knowledge, skills, experience and competence, and of their good character in one or more of the following categories in accordance with the criteria stated below:

6.02 All persons, whether acting on their own behalf or on behalf of another party shall, upon Application, be deemed to have accepted the Rules and Codes of Practice of the Association as may be amended and interpreted from time to time.

6.03 All persons having been accepted into the Association undertake to abide by the Rules and Codes of Practices of the Association as a condition of being part of the membership.

6.04 The total membership shall consist of:

- Directors
- Fellow Members
- Life Members
- Members
- Retired Members
- Honorary Member

- Associates
- Affiliates

6.05 Application for admittance to the Association shall be upon the form provided by the Association from time to time for that purpose.

DIRECTORS

6.06 Two directors, together with their nominated alternate directors, shall represent each administrative region.

6.07 There shall be no more than 10 regional directors and 10 regional director alternates at any one time.

6.08 Any persons may be nominated and elected as a regional director for a term of two years at the Annual General Meeting, provided that they are a Member, including a Life Member, Fellow Member or Retired Member of the Association.

6.09 Each regional director, upon election shall nominate an alternate regional director who, being acceptable to the Annual General Meeting, shall normally reside in the same region as the regional director represents. The alternate regional director shall act to the assistance of, or at the request or in the stead of the regional director in their absence.

6.10 Regional directors, including alternates, may be re-elected for a further term of two years, making a total of four years continuous service. After which time they shall retire as a regional director. After which time they may be re- elected as if they have not previously held office as a regional director.

6.11 One of the regional directors elected at each Annual General Meeting shall be nominated from the membership as chair of directors and shall have a single casting vote to decide any matter at any general meeting of the Association

6.12 Upon election the chair of directors shall nominate an alternate chair of directors who, being acceptable to the Annual General Meeting, shall act in the stead of the chair of directors in their absence, at the request and in the assistance of the chair of directors.

6.13 An executive director shall be appointed by the Annual General Meeting each second year upon the recommendation of the board of directors.

6.14 The day to day affairs of the association shall be under the control of the executive director, who shall act in the capacity of managing director.

6.15 The executive director shall provide an office service for the origination, maintenance and delivery of services to the membership and shall be paid at the rate authorised by the Board of Directors.

FELLOW MEMBERS

6.16 The total of Fellow Members at any one time shall not be more than 1% of the membership of the Association obtaining at the time of election.

6.17 Any Member may become a Fellow Member provided they shall:

- have continuously been within the Association for at least 15 years.
- have received nomination from two regional directors and elected at an Annual General Meeting of the Association.

LIFE MEMBERS

6.18 The total of Life Members at any one time shall not be more than 1% of the membership of the Association obtaining at the time of election.

6.19 Any Member may become a Life Member provided they shall:

- have continuously been within the Association for at least 20 years.
- have received nomination from four regional directors and elected at an Annual General Meeting of the Association.

MEMBERS

6.20 Any person may become a Member of the Association provided they shall:

- a. have achieved a formal qualification in design technology accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of New Zealand Certificate in Engineering, or Draughting and, have had at least 5 years on-job design related experience.

or

- b. have had at least 10 years on-job design related experience, of which at least 5 years have been in a position of responsibility and, at the discretion of the board of directors, submitted a minimum of 4000-word written statement, paper or report upon a topic prior approved by the Board of Directors.

or

- c. have completed at least 15 years of on- job design related experience in a position of responsibility.

RETIRED MEMBERS

6.21 Any member may become a Retired Member of the Association provided that they have retired from full-time design work permanently due to age or ill-health.

6.22 Retired member status may also be obtained as temporary relief of membership obligations due to ill health or other unforeseen circumstances for a period of up to 6 months upon each application.

6.23 The granting of Retired member shall be decided, upon application, by the Board of Directors, who may delegate this authority to the executive director.

HONORARY MEMBERS

6.24 The total of Honorary Members at any one time shall not be more than 1% of the membership of the Association obtaining at the time of election.

6.25 Any person may become an Honorary Member of the Association provided that they are:

- not already holding membership of the Association,
- nominated by four regional directors of the Association

ASSOCIATES

6.26 Any person may become an Associate of the Association provided that they are engaged in a design related occupation and provide evidence to the board of directors:

- a. as to their intention to engage in relevant course of instruction

or

- b. have achieved a relevant formal qualification accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of New Zealand Trade Certificate,

or

- c. have achieved a formal qualification in design technology accredited by the New Zealand Qualifications Authority as being equivalent to or above the requirements of the award of an appropriate New Zealand Certificate.

AFFILIATES

6.27 Any person or enterprise may become Affiliated to the Association upon application, provided that they have a general or particular interest in the well-being of the design industry at large or are in a position to be of service to the Association.

DUTIES OF DIRECTORS

7.01 The prime duty of all directors, including their alternates, is to serve the needs of the membership by implementing the objects and rules and decisions of general meetings of the Association, and especially act in the interests of Public safety.

7.02 Notwithstanding that in the normal course of events, and for ease of membership access, regional directors are assigned to represent the membership of a region. In the event of a serious matter of urgency or emergency any director may act for any of the membership.

7.03 The Directors shall report fully and formally to the Membership of the Association at the Annual General Meeting.

7.04 Upon election each regional director, including their alternates shall be deemed to have accepted the past decisions of the Association and to act upon them for the benefit of the Association.

7.05 All directors, and their alternates, upon election are to form a Board of Directors who shall meet in total as a board of management at least two times a year to formulate and authorise the implementation of the business plan affecting the affairs of the Association and to conduct such other Association business as required from time to time.

7.06 Regional directors, including their alternates, shall be not entitled to any payment for their time spent on carrying out the duties of a director of the Association.

7.07 Regional directors, including alternates may receive reasonable reimbursements for the actual cost of travel and accommodation whilst engaged on business of the Association that has been approved either by the Annual General Meeting or by the board of directors acting through the executive director, or in circumstances where a delay in obtaining approval would seriously imperil the Association.

7.08 Each regional director shall cause a copy of the transcript of the Minutes of all meetings of the Board of Directors to be circulated to or otherwise made available to the membership within the region for which they act.

7.09 Directors shall keep safe the business of the Association and this obligation shall survive their retirement as a director.

7.10 Directors shall observe a quorum of not less than five of the elected number of directors at any meeting of the board of directors.

REMOVAL OF A DIRECTOR

8. No attempt to remove a director shall be made by any person, except at a Special General Meeting convened for that purpose, or at the Annual General Meeting after serving formal notice upon the executive director at least 30 days prior to the meeting stating details, in writing, as to the complaint made against the director or such other matters or circumstances that have arisen.

REGISTRATION

9. Any person being a practising Member, may apply to the Board of Directors to have their name added to the roll of registered designers, and to use the appellation Registered Designer.

ADVERTISING

10.01 No person shall advertise membership status of the Association unless:

they are the executive director, or authorised agent thereof, of the Association acting for and on behalf of the board of directors, or, they are a financial Member and being; a Member may use the full title or the abbreviation, MDANZ. Likewise, a Fellow Member may use FDANZ and a Life Member, LMDANZ.

10.02 No person, being of the membership of the Association, shall stand in the market and offer their services to the public unless they have prior satisfied the board of directors as to their competence so to do, and evidenced by being a Member.

10.03 In circumstances decided as appropriate by the board of directors, the qualification of Member status may be bestowed provisionally, upon Application for a period decided by the directors, for the purposes of facilitating Supervision of an Applicant presently unable to comply with Rule 6.20. Acceptance by the Applicant shall be deemed to constitute their abiding agreement until Notified that the Supervision is suspended.

TERMINATION OF MEMBERSHIP

11.01 No membership of the Association may be terminated unless one or more of the following breach of the rules is in evidence:

- the authorised annual licence fee remains unpaid for a period of more than fifteen months from the due date, and no evidence of hardship has been received by the executive director.
- the person concerned gives written notice to the executive director that they wish to terminate their membership.
- refusal by the person to pay any levy or fee approved at the Annual General Meeting.
- serious breach of the Code of Ethics that has the capacity to bring the Association into disrepute.
- and that in the opinion of the board of directors, there is no prospect of the breach being satisfactorily remedied, and that the person concerned has been given notice of the breach and of the impending termination.

11.02 In case of financial or other hardships the executive director may act to remit all or part of any monies payable and may act in camera in cases where so not to do may breach the privacy of the person concerned. All such dealing shall in any event be disclosed for the purposes of legal compliance.

11.03 All memberships are deemed to lapse upon the death of the person or the cessation of an enterprise.

11.04 The obligation for any fees or levies due and payable by the person whose membership is terminated shall remain recoverable or be remitted at the discretion of the board of directors and who may act upon the advice of the executive director.

USE OF MEMBERSHIP INFORMATION

12.01 The Association shall keep, work with and use all personal information provided to it from the membership on a - need to know- basis.

12.02 Annually, the membership shall be given the opportunity to annotate their personal information and to re-authorise the withholding or release of items of personal information.

12.03 Notwithstanding the above clause, it shall be the duty of the membership to advise the executive director of any significant changes to the information known to be held by the Association.

ORGANISATION

13.01 For the general convenience of the membership, the Association shall be territorially divided in four regions which shall be known as Northern, Midland, Southern and Central Regions.

13.02 Each person or enterprise comprising the membership shall only belong to one region at a time.

13.03 The region to which any person or enterprise comprising the membership belongs shall be decided on the basis of the territorial boundaries decided by the Board of Directors from time to time. Except that the Central Region shall consist of the office of the executive director and of the membership residing outside the territorial extent of New Zealand.

13.04 Each region may be sub-divided into Chapters according to the local or national demands of the membership.

13.05 Any local Chapter of the Association shall be under the supervision of the regional directors, who may delegate to other persons such duties as may be necessary to organise chapter activities.

13.06 Any national or international chapter shall be under the supervision of a director appointed by the Board of Directors. The appointed director may delegate to other persons such duties as may be necessary to organise chapter activities.

13.07 A Chapter may be formed when not less than four Members request the executive director, in writing, to licence a Chapter and provide facilities agreed to by the board of directors from time to time, for the furtherance of the objects of the Association.

13.08 A Chapter may continue to hold a licence for as long as it remains active in the pursuit of the objects of the Association as evidenced by providing details of its activities to the executive director at least annually for publication purposes.

13.09 Regional directors shall invite applications from the membership within their respective boundaries and shall arrange an election to elect a maximum of four regional delegates to represent the views and wishes of the membership of the respective regions at General Meetings.

13.10 Regional delegates may, upon application to the executive director and using the form provided for the purpose, receive reimbursement of all or part of reasonable travel and accommodation expenses actually incurred in attending a General Meeting. Such reimbursement shall be at the discretion of the board of directors, but shall not be unreasonably refused.

MEETINGS

14.01 The executive director shall each year convene the Statutory Annual General Meeting of the Association at a date, time and place agreed to by the board of directors not less than 12 weeks prior to the meeting.

14.02 The executive director shall invite the membership to attend the Statutory Annual General Meeting by giving Notice of the date, time and place of the meeting and the business to be transacted.

14.03 It shall be considered fair notice of the Statutory Annual General Meeting, AGM, when the media form carrying the Notice of meeting is sent to the address of the person concerned as shown on the executive director's records at the time the Notice was placed.

14.04 Any person may attend the AGM of the Association provided that they currently have paid all fees and levies due.

14.05 The quorum for a General Meeting of the Association shall be of at least five directors + (if any) regional delegates, who are duly authorised to represent the membership of at least three of the regions.

14.06 The executive director of the Association shall be in attendance and may invite the Association, Accountant, Banker, Legal Advisor or other professional advisor to participate in the business at any General Meetings.

14.07 The board of directors can invite guests to the meeting and they may speak but they may not participate in the formal business of the meeting.

14.08 Any persons, either in person or by authorised proxy upon the form provided for the purpose, may exercise one vote at a general meeting of the Association provided that they are:

- a Director
- a Fellow Member
- a Life Member
- a Member
- a Retired Member

14.09 Any person eligible to vote at a General Meeting but not present at the meeting may lodge a proxy vote by giving instructions upon the form provided in writing to the executive director at least 7 clear days prior to the meeting.

14.10 Any of the membership may request a Special General Meeting be convened by writing to the executive director stating the reason for the need for a Special General Meeting. Upon receiving such request, the executive director will, within 10 days, advise the board of directors on the matter.

14.11 Within 30 days from receiving the advice, the Board of Directors will, in their absolute discretion, advise the executive director whether or not to convene a Special General Meeting, and to advise the membership accordingly, or to implement any other cause of action.

14.12 The executive director shall convene a Special General Meeting by giving 30 days notice to the membership, stating the date time and place and the business to be transacted.

14.13 It shall be permissible to transact any business by referendum, by the mail or by any other technological means, provided that that provisions of these rules are met.

14.14 All matters decided at meetings shall be by voting, and being practical, in the first instance be on the voices.

14.15 Any of the membership entitled to vote and who disputes the outcome of the voiced vote may request a show of hands to decide the matter. The Chair shall request the executive director together with a scrutineer chosen from the meeting attendees by the person requesting a show of hands, shall agree the votes in favour and those against the matter, and shall pass this information in writing to the Chair who shall immediately announce the result to the meeting.

14.16 In the case of distance meetings or postal ballots, the executive director shall arrange for a scrutineer, not being of the membership, to receive the voting papers and report to the director: the number of votes cast, the number of voided votes, the votes in favour and the votes against. The executive director shall immediately report this information to the Chair of the meeting who shall immediately announce the result to the meeting.

FUNDS

15.01 The Board of Directors shall cause a business plan to be prepared for the use of the funds of the Association in achieving the objectives of the Association and shall have this approved by a general meeting.

15.02 The administration of the funds shall be under the control of the executive director who may consult with the Association's appointed Accountant, Financial or Legal Advisor or Banker as the case may require.

15.03 The annual balance date of the Association shall be 30 September each year subject to the approval of the Commissioner of Inland Revenue.

15.04 All income from the membership including annual licence fees, levies, sales of goods and services is to be credited to the Association's current account at a Bank nominated by the executive director from time to time.

15.05 All funds surplus to the immediate requirements of the Association are to be invested with a Bank nominated by the executive director from time to time.

15.06 No person shall incur any financial liability or obligation to the Association without prior knowledge of the board of directors acting through the executive director.

15.07 All accounts for services rendered or goods supplied to the Association via a local Chapter administration shall be paid by the executive director from the Association funds after verification by the regional director or his delegated person that the goods or services have been satisfactorily supplied.

15.08 Association funds may be administered through imprest Bank accounts set up by the executive director and operated on by local Chapter administration, provided that the amount in the imprest account does not exceed \$100.

15.09 For the purposes of tax compliance and the Annual General Meeting, a Balance Sheet and Profit & Loss Statement is to be prepared by a firm of Chartered Accountants retained by the Association on a two yearly contract payment basis.

15.10 The executive director shall provide information to the Association's Accountants for the purposes of preparation of the Association's Annual Accounts for presentation at the AGM.

15.11 The Association's Accountants shall supply to the executive director a set of Annual Accounts and copies of the Annual Returns made on behalf of the Association to the Inland Revenue Department and the Registrar of Incorporated Societies, to the standard of the New Zealand Society of Chartered Accountants.

15.12 Goods and Services Tax returns shall be made by the executive director on a six-monthly payment basis according to the approval of the Commissioner of Inland Revenue.

15.13 No person shall cause any distribution, whether by way of money, property, or otherwise howsoever, to any proprietor, member or shareholder except reasonable remuneration for services rendered.

CHANGES TO THE RULES

16.01 No new rules shall be made, nor any rule amended, rescinded or altered except at the Annual General Meeting or at a Special General Meeting, or by the Board of Directors acting upon specific instructions from a Special General Meeting or the Annual General Meeting.

16.02 Notice of any proposed changes to the rules shall be given in writing to the executive director by a regional director acting at the request of not less than five of the membership entitled to vote at a Special General Meeting or the Annual General Meeting.

16.03 Upon receipt of such notice that shall state the names of the applicants, the executive director shall advise the board of directors who shall consider the matter and within a reasonable period of time request the executive director to:

- arrange to have the matter dealt with at the next Annual General Meeting,
- request from the applicants a written synopsis of their reasons for the proposed change to the rules,
- research the matter and advise to the board of directors at their next meeting the implications for and against the proposed change.

16.04 Where a proposed change to the rules is being dealt with at a General Meeting, the meeting may amend the proposal but shall not pass it into effect unless a majority of two thirds of the membership represented at the meeting and entitled to vote agrees to the amended rules being adopted.

16.05 Prior to any change of the rules being notified to the Registrar of Incorporated Societies the Board of Directors may receive advice from the executive director, hearing none the Board of Directors shall authorise the executive director to seek to have the change registered.

16.06 Upon receipt of the acceptance of the change from the Registrar of Incorporated Societies, the executive director shall advise of the change of rule and this shall be evidence that all of the membership has been advised of the change.

16.07 Any person, provided they are a financial member, may request from any director a written copy of amended rules at no charge. This shall be in addition to the copy of the rules obtaining at the time and supplied to them as of right when they were Admitted to the Association.

16.08 No new rule, change or amendment shall be legal if it in any way affects the not-for-profit status of the Association or its benefactors or successors.

INTERPRETATION OF RULES

17.01 Where a doubt, dispute or difference arises from the effect of the application of the rules to the membership, the matter shall be referred, in the first instance, to the executive director.

17.02 The executive director shall refer the matter to the board of directors who may request advice.

17.03. After due consideration, the Board of Directors shall advise the membership of the matter arising and of their decision of any action required to deal with the doubt, dispute or difference.

17.04 In all cases of interpretation the decision of the board of directors shall be final and binding on the membership.

COMMON SEAL

18.01 The Common Seal of the Design Association of New Zealand Inc shall be in the custody of the executive director.

18.02 The Common Seal of the Association shall not be affixed to any document or instrument unless by prior instruction written as a Minute in the proceedings of a Special General Meeting or the Annual General Meeting.

18.03 Every affixing of the Common Seal shall be in the presence of the executive director and the chair of directors whose signatures shall attest to this upon every document, deed or instrument.

WINDING-UP

19.01 In the event of the cessation of the Association its affairs are to be wound-up by the executive director.

19.02 All assets remaining after the payment of all debts, including all taxes, are to be notified to the board of directors, who shall advise the membership of the state of affairs and of their proposals for the dispersal of the remaining assets.

19.03 The executive director shall convene a Special General Meeting and the matters of winding-up shall be placed before this meeting.

19.04 The resolutions of this meeting shall be final.

FINAL RULE

20. This is the final rule.