

Notice of Special General Meeting

It was resolved at the Committee meeting held on 19 May 2009, that a Special General Meeting is to be held at 1.30 p.m. on Sunday 7th June at the Danish House, 6 Rockridge Ave, Penrose, preceding the Open House on that day.

This is the official notice of that meeting.

The purpose of the meeting is to alter Rule 3 and Rule 22 to comply with requirements for registering with the Charities Commission. Technical changes are also required for Rules 8.4 and 8.5.

An outline of the reasons for these changes was in the May newsletter.

The motion which will be put to the meeting follows, with comments in *italics*. This motion is the only item on the agenda.

Within the motion the existing rules are stated for comparison with the proposed changes.

Note: That there are four changes to the rules. Two of these (8.4 and 8.5) are purely “technical” - being consequential to creation of the Charities Commission, and merging of Registrar of Incorporated Societies into Ministry of Economic Development, so 8.4 is just a name change, and 8.5 is also mainly just a name change. The other two changes (rules 3 and 22) are required by the Charities Commission. There is only one motion, because all the changes need to be made contiguously (as one) to give effect to requirements of registration.

There are five pages in this document.

Motion

To meet requirements of registering with the Charities Commission, the existing Rule 3, Rule 8.4, Rule 8.5 and Rule 22 be changed as:

The existing Rule 3 which reads:

3	OBJECTS
	The objects of the Society are:
	3.1 The mutual benefit of members.
	3.2 To stimulate interest in the history and culture of Denmark.
	3.3 To extend a friendly and helping hand to all Danes, new settlers and visitors.
	3.4 To promote good fellowship and loyalty to New Zealand.

The existing Rule 3 be changed to read:

- 3 OBJECTS
- The objects for which The Danish Society Inc is established are:
- 3.1 To preserve, maintain, promote, foster and encourage Danish history, culture and language within New Zealand.
 - 3.2 To preserve, promote and advance generally the interests and welfare and status of Danish residents in New Zealand and Danish visitors to New Zealand.
 - 3.3 To promote better understanding and relations between Danes and other ethnic people in New Zealand.
 - 3.4 To exercise all or any of the powers contained or referred to in Rule 21 (*Power of Authority – of committee*) hereof for the purpose of benefiting the Society and/or the furtherance of its objectives.
 - 3.5 To maintain contact and establish liaisons with similarly interested organisations both in New Zealand and overseas and to encourage the exchange of information between these organisations.
 - 3.6 To do all such acts or things and make such arrangements whatsoever which, in opinion of the Committee of the Society, are incidental or conducive to the objectives of the Society and which, in the opinion of the Committee, can be advantageously carried out, performed, done or executed for the benefit of the Society and/or the furtherance of its objectives.

In the event of any ambiguity, this clause and each and every other clause shall be construed in such a way as to widen and not restrict the powers of the committee.

Comment: This replacement really changes nothing in the meaning or intent of our existing Rule 3, and possibly improves it, and does meet requirements for registering.

The existing Rule 8.4 which reads:

A copy of the Society's Rules and of the amendments thereto, displaying the date on which the same was registered with the Registrar of Incorporated Societies is to be forwarded to each member, and to be available at every General Meeting of the Society.

The existing Rule 8.4 be changed to read:

8.4

A copy of the Society's Rules and of the amendments thereto, displaying the date on which the same was registered with the Ministry of Economic Development is to be forwarded to each member and to the Charities Commission, and to be available to at every General Meeting of the Society.

Comment: This is a technical change only: the Registrar of Incorporated Societies has become part of the Ministry of Economic Development, and all future rule changes must be advised to Charities Commission.

The existing Rule 8.5 which reads:

No addition to or alteration of Rule 22 shall be approved without the Inland Revenue Departments' approval.

The existing Rule 8.5 be changed to read:

8.5

No addition to or alteration of Rule 22 (*as amended*) shall be approved without the Charities Commissions approval.

Comment: This is a technical change only: the fact of being registered automatically grants tax-exempt status, so the IRD is "out of the loop", and approval by the Charities Commission is all that is needed.

The existing Rule 22 which reads:

22 DISPOSITION OF SURPLUS ASSETS

In the event of the Society being wound up the surplus assets after payment of the Society's liabilities and the expense of the winding up shall be placed under the control of the Danish Charge d'Affairs until such time as a like Society shall commence its activities and then in such case the monies then held by the Danish Charge d'Affairs be transferred back to the new Society for its Building Fund, for the purpose of building Danish Club rooms for the Society.

The existing Rule 22 be changed to read:

22 DISSOLUTION

- 22.1 The Society shall not be dissolved or wound up except by resolution of the members present at a Special General Meeting. The quorum at such Special General Meeting shall be 75% of paid and life members of the Society.
- 22.2 Notices of such Special General Meeting shall be prepared by the Committee, and given to the members by sending them through the post 14 calendar days ahead of such meeting addressed to the respective members at their respective places of abode or business and by causing such notice to be published at least once in a daily newspaper circulating in the area where members are residing.
- 22.3 In the event of it being decided to wind up the Society, a Special Committee of seven (7) shall be appointed as follows to act as Liquidators.
- Five members shall be elected at the Special General Meeting to represent the Society.
 - One member shall be an independent Chartered Accountant to be appointed by the Special Committee.
 - One member shall be an independent qualified Solicitor who shall be appointed by the Special Committee.
- 22.4 The liquidators shall take into their custody or under their control all the property and things in action which the Society is or appears to be entitled.
- 22.5 The liquidators shall do all things such as may be necessary for winding up the affairs of the Society and settling all liabilities.
- 22.6 Should there be a surplus of assets after all commitments and liabilities of the Society have been met, they shall be distributed in the manner approved by a Special General Meeting called for that purpose, to any charitable organisation or Society operating within New Zealand having charitable objects similar to those for which The Danish Society Inc was formed, and is a registered charitable organisation or society registered with the Charities Commission, and approved by the Inland Revenue Department.

22.7 Should no such charitable organisation be identified, then the surplus assets are to be held by the Danish Charge d’Affairs in trust until such an organisation as in clause (22.6) above is identified.

Comment: It is highly unlikely that the Society would ever liquidate, but provision for this has to be in every Society’s rules. The replacement rule is more detailed than the existing rule but once again the effect of the change is minimal. Clauses (22.6) and (22.7) are the critical clauses. The significant differences are not placing surplus immediately in the hands of the Danish Charge d’Affairs, and not specifying for a building fund. The other difference is that any recipient of assets left over from liquidation has to be a registered charity.

End of Motion