

These rules revised on the 6th day of January 2008

CONSTITUTION AND RULES
OF
THE THEOSOPHICAL SOCIETY
IN NEW ZEALAND
(INCORPORATED)

Registered under the "Incorporated Societies Act 1908"

NAME AND OBJECTS

1. The name of the Society is "The Theosophical Society in New Zealand (Incorporated)".
2. The objects for which the Society is established are:
 - (a) **To form a nucleus of the Universal Brotherhood of Humanity without distinction of race, creed, sex, caste or colour.**
 - (b) **To encourage the study of Comparative Religion, Philosophy and Science.**
 - (c) **To investigate unexplained laws of Nature and the Powers latent in man.**

And incidentally,

- (d) The holding and management of all funds raised for the above objects.
- (e) The purchase or acquisition on lease or in exchange or on hire or by gift or otherwise of any real or personal property, and any rights and privileges necessary or convenient for the purpose of the Society.
- (f) The sale, improvement, management and development of all or any part of the property of the Society.
- (g) The doing of all such things as are incidental or conducive to the attainment of the above objects or any of them, including the founding and maintenance of Libraries.

Definitions

3. **"Dues"**, **"annual dues"**, **"fees"** and **"annual fees"** have the same meaning and unless otherwise required by the context mean the capitation fee paid by branches to the National Society, or by the National Society to the Parent Society.
"Financial year" means a Calendar year commencing on the 1st day of October and ending on the 30th day of the following September.
"Headquarters" means, as required by the context either the administrative office of the National Society or the building within which this is situated, unless preceded by the words **"International"** or **"Adyar"**.
"A Headquarters member" is a member not currently attached to a branch as provided in Rule 5d.
"International Headquarters" or **"Adyar"** means the Administrative Office of the Parent Society.
"A Lodge member" is a member attached to a branch as provided in Rule 5c.
"Lodge" and **"Branch"** have the same meaning being units of the National Society as defined in Rule 4.
"Lodge Secretary" means the person elected to that position in accordance with the branch Constitution or a person who, being a member in good standing, may have any of the Secretary's duties delegated to him or her by the Lodge Secretary with the approval of the Lodge Committee.

“**A member**” is a person who has been accepted as a member of the National Society in accordance with Rule 5 and Rule 6.

“**A member in good standing**” is a member whose dues for the year have been paid or as provided in rule 10c.

“**National President**” has the same meaning as the words “**General Secretary**” in the International Constitution.

“**The National Society**” means The Theosophical Society in New Zealand Inc (which is a component part of the Parent Society).

“**The Office Manager**” means a person from time to time appointed by the Management Team as provided in Rule 19 [g] to operate the Headquarters Office and may, but need not, be the National Secretary.

The abbreviations **NP** and **NVP** mean National President and National Vice President respectively.

“**The Parent Society**” means the Theosophical Society, founded in New York, U.S.A. on 17 November, 1875 and incorporated at Madras, India on 3 April, 1905 and having its permanent headquarters at Adyar, Chennai (Madras) 600 020, India.

“**The Society**” unless otherwise required by the context has the same meaning as “the National Society”.

“**South Pacific area**” means those island states and territories in the South Pacific Ocean area which customarily have an association with New Zealand including but not necessarily restricted to the Cook Islands, Samoa (other than American Samoa) and Tokalau Islands, Solomon and Santa Cruz Islands, Kermadec Islands, Tonga Islands, Fiji and other island states lying to the East and North of New Zealand or any of them, but excluding those islands states and or territories which customarily are principally in association with Australia, France, Japan or the United States of America.

“**Subscriptions**” are amounts set by branches in the case of Lodge members, or by the National Council in the case of Headquarters members.

RULES

4. [a] The Rules of the Parent Society are hereby adopted as an integral part of the constitution of the National Society and shall apply to all its members.

[b] The Rules of the Parent Society shall apply in respect of any matters about which the Rules of the National Society or its Lodges or Branches are silent.

[c] The National Society consists of members united in chartered Lodges or Branches located within New Zealand and the South Pacific area and of other persons who, without joining any Lodge or Branch, become members of the National Society as Headquarters members. All charters and diplomas derive their authority from the President of the Parent Society and may be cancelled by the same authority.

[d] The National Society shall have the power to make its own Rules which however shall not be incompatible with the Rules of the Parent Society. If by a change made in a rule of the Parent Society, at anytime, any rule or rules of the National Society, which were previously not incompatible with the rules of the Parent Society, ceases to be compatible, such rule or rules shall cease to be valid and shall be amended to be in accordance with Parent Society rules.

[e] Lodges or Branches shall have the power to set their own subscription rates as provided in Rule 10 [b] and to make their own Rules which must not be incompatible with National Rules. All new Rules and amendments shall be submitted to the National President for approval within 30 days of their adoption and may be put in force on receipt of such approval or if approval has not been refused within 90 days of acknowledgment of their receipt by the National President (Rule 37 of Parent Society).

Compatibility

[f] If by a change made in a Rule of the National Society, any Rule of a Lodge, which at its inception was not incompatible with the Rules of the Society, ceases to be compatible, such a Rule of the Lodge shall cease to be valid and shall be amended so as to be in consonance with the Rules of the National Society.

Changes to Rules

[g] Alterations and amendments to these Rules can be made only at the Annual Convention or at a Special Convention called for the purpose. Notice of any proposed alterations shall reach the National President not later than the 30th September, if to be considered at an Annual Convention, or in the case of a Special Convention not later than two calendar months prior to the date set, who will then notify the Lodges as to the proposed changes.

[h] All new Rules and amendments to Rules shall, in accordance with Rule 37 of the Parent Society, be submitted directly to the President of the Parent Society within 30 days of their adoption and shall be put into force if approval has not been refused within nine months of acknowledgment of their receipt.

[i] No addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause, shall be approved without the Inland Revenue Department's approval.

[j] The Constitution and Rules of the National Society shall be printed and shall bear the name of the National President and the date when the edition is issued. A copy shall be forwarded to each Lodge and every subsequent alteration in the Rules shall be notified by the National President to the Secretary of each Lodge and to the Secretary of the Parent Society.

[k] By-Laws may be approved and/or from time to time be altered by addition, amendment, deletion or rescinding at an Annual Convention or by the National Council and shall be read in conjunction with the Constitution and may not conflict with it. In the event of a conflict then the Constitution shall take precedence.

MEMBERSHIP

5. [a] Membership in the Society is open to every person of ten full years of age without distinction of race, creed, sex, caste or colour, who is in sympathy with the objects of the Society and is willing to abide by its rules. However, no person under the age of 18 years shall be admitted without the written consent of parent or guardian and shall have no voting rights until reaching the age of 18 years.

[b] Application for admission must be made upon the prescribed form issued by the National or Lodge President. Admission shall be determined as set out in clauses [c] and [d] of this Rule.

[c] If the applicant desires to join a Lodge, the application shall be presented to the Lodge Secretary and, if approved by the Lodge Committee, it shall be forwarded to the National President accompanied by a remittance of the Society dues payable in accordance with Rule 10.

[d] If the applicant desires to join the Society as a Headquarters member the application shall be forwarded to the National President, together with the Headquarters subscription payable in accordance with Rule 10 and acceptance shall be subject to approval by the National Council.

[e] Diplomas (certificates) of membership shall be issued bearing the signature of the International President and countersigned by the National President in accordance with Rule

29[a] of the Parent Society. The date of membership will begin as entered by the National President duly reported to the Secretary of Parent Society.

6. Members may not be full members of more than one Lodge (Branch) at a time, but may be accepted as Affiliated or Honorary Members of Lodges (Branches) other than the one in which they are full members. Affiliated or Honorary Members may possess such rights and privileges as are accorded to them by the Lodge (Branch) in which they hold such membership, but Affiliated or Honorary Members are not to be counted in the international records nor vote in international elections other than through the Lodges (Branches) in which they hold full membership.(Int Rules 29 [d] & 30)

7. [a] Any member wishing to change Lodge membership to Headquarters membership or vice versa, shall communicate in writing with the National President, at whose discretion the desired change may be made after consultation with the Lodge concerned.

[b] Any member wishing to transfer membership from one Lodge to another must be a member in good standing and must be accepted by the Committee of the Lodge to which they wish to transfer. The necessary forms shall be completed as provided in the By Laws.

8. [a] No member in good standing for less than twenty-four consecutive months immediately prior to the date of voting may vote in elections and other matters pertaining to duly constituted bodies of the National Society except where a waiver has been granted by the National President as per Int Rule 29 [e].

[b] No member in good standing for less than twenty-four consecutive months immediately prior to the date of voting may vote in an International election.

9. Membership in the Society ceases as follows:

[a] Upon resignation

[b] When two year's dues are in arrears.

[c] Upon the member becoming directly attached to the Parent Society at Adyar, Chennai (Madras) (Int Rule 31)

[d] When membership of a Branch has been revoked in accordance with the Branch Rules the procedure set out in Rule 9[f] shall apply, but notwithstanding anything in Rule 9[f] termination of membership of the Society shall be subject to the right of appeal to the International President within three months of notification of such termination being issued to the member.

[e] Any Branch committee may make a complaint regarding a member to the National President in writing, who after consultation with the Branch concerned will bring the complaint before the National Council who will deal with the complaint as outlined in Rule 9[f].

Complaints and discipline

[f] Any complaint about any member, whether from a study group, Branch committee or another member or any other person, shall be lodged in writing with the National President, and the procedure set out below in 9[g] and 9[h] shall be observed.

[g] The National Council shall have the following discretion:

[i] If the nature of the complaint indicates that the subject-matter should be dealt with by any Court or tribunal, the National Council may decline to investigate or deal with the

complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:

a. Effectively disposes of the complaint, the National Council may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submission, or

b. Does not effectively dispose of the complaint, the National Council may decide to undertake such further investigation as it thinks fit, and then follow the procedures set out in paragraphs h(iv) to h(vii) inclusive of this rule.

[ii] The National Council may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject-matter is petty, frivolous, inconsequential or mischievous.

[iii] The National Council may decline to investigate or consider the complaint if during inquiries being made by or on behalf of the National Council, it becomes apparent to the National Council that it is not appropriate to further investigate or consider the complaint.

[iv] If the investigation or consideration of the complaint is likely to require extensive inquiries, a considerable time input, or advice to the National Council from professional advisers, the National Council may at any time:

a. Decline further to investigate or consider the complaint, or

b. Require the complainant to deposit with the Society such a sum of money as the National Council thinks fit to reimburse the Society wholly or partly for the costs of those making the inquiries or considering the complaint and/or the Society's professional advisers' fee before further investigating or considering the complaint.

[h] The following procedures shall be observed when a complaint is investigated and considered:

[i] The member shall be given a copy of the complaint,

[ii] The member shall have the opportunity to provide a detailed written response to the complainant within not less than two weeks after receiving a copy of the complaint,

[iii] Further inquiries may be made by or on behalf of the National Council, and the results of those inquiries shall be made known to the complainant and the member,

[iv] The National Council shall allow the complainant and the member the opportunity to be heard by the National Council or any special committee established by it for the purpose of hearing and deciding upon the complaint (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear or determine the complaint).

[v] The National Council or any special committee hearing and deciding upon any complaint may:

a. Dismiss the complaint, or

b. Uphold the complaint and:

I. Reprimand or admonish the member or

II. Suspend the member from membership for a specified period or

III. Expel the member.

[vi] The National Council or any special committee hearing and deciding upon the complaint shall respect the confidentiality of the proceedings, and

[vii] The decision and any reason which may be given (without any obligation to give such reason) for the decision shall be conveyed to the complainant and the member in writing.

[i] The decision of the National Council or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge except as provided in rule 9[d].

[j] A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the financial year in which membership is terminated, shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society including membership diploma.

Re-admission of former members

[k] Any former member may apply for re-admission in the manner prescribed for new applications, and may only be re-admitted by decision of the Branch Committee or in the case of Headquarters members, by the Management Team. However if a former member's membership was terminated under either of Rules 9[d] or Rule 9[f] the applicant shall not be re-admitted by the Branch Committee without the prior approval of a General Meeting and of the National President of the Society.

FEES

10. [a] The annual dues payable to the Theosophical Society in New Zealand for Lodge and Headquarters members shall be determined from time to time by an Annual or Special Convention of the Society. Members joining after 31 March shall pay half the annual dues for that year. Members under 18 years of age shall pay only half dues per annum.

[b] Annual Subscriptions shall be set in the case of Lodge members by the Lodge according to its own rules, and in the case of Headquarters members by the National Council as it may from time to time determine

[c] A member in good standing is defined as one whose Annual Society dues have either been paid for the last official year or for some special reason have been reduced or remitted by the National President on the recommendation of the National Council of the Lodge concerned, such recommendation being valid only for the year to which it applies.

11. Each Lodge shall be responsible for the collection of the annual dues of its members and shall remit the Society dues to the Society Treasurer. Dues are payable in advance after 1st October and before the 31st August of the following year.

12. The Secretary of each Lodge must at once notify the National President of the name and address of any member of the Lodge who resigns, or who, on any other ground, is removed from Lodge membership.

13. The National President may reduce or remit the annual Society dues in special circumstances, upon the recommendation of the Lodge concerned, and in the case of a Headquarters member the National President may use his own discretion.

OFFICERS

14. [a] The Officers of the Society shall consist of the National President, National Vice President and Treasurer.

[b] National President, and National Vice President shall be elected by postal ballot of all members of the society who have been members in good standing for not less than twenty-four consecutive months immediately prior to the election.

[c] These elections shall take place in August of each year, or as required by the National Society's By-Laws.

[d] Nominations for the above offices must be in writing and proposed by at least three members of the Society in good standing and be signed by the Nominee.

[e] The election shall be conducted by a Returning officer and two scrutineers appointed by the National Council. These officers shall be responsible for implementation of election procedure and verification of results.

[f] The Office Manager shall ensure that a list of nominations is sent out to all members who are eligible to vote with relevant information as required in the By-laws. The new officers shall take office at the end of the immediately following Annual Convention.

[g] The Treasurer and Education Coordinator will be appointed by the National President on the recommendation of the Management Team and subject to approval by the National Council as provided in Rule 18 [c].

[h] Voting for each office shall be by show of hands unless there is more than one nomination, in which event voting shall be by ballot.

[i] Should any vacancy occur, it shall be filled by a Special Convention or National Council meeting, and any person so appointed shall hold office until after the next Annual Convention.

[j] The term of office of the National President, the National Vice President, Treasurer and Education Co-ordinator shall be for three years, the NP may remain in office for no more than two consecutive terms – or six years consecutively but shall be eligible to stand again after one term or part of a term. The NP and NVP will be elected in different years (unless a vacancy occurs) to ensure there is continuity of officers during change over of NP or NVP.

[k] The Financial Auditor shall be appointed annually by a simple vote of Convention for a maximum of 5 consecutive years.

[l] Any Officer of the Society may be removed from office by a no-confidence motion put as a remit at an Annual Convention or a Special Convention and won by a two-thirds majority.

GOVERNANCE.

15. The supreme control of the affairs of the Society rests with the members of the Society voting by their Delegates or Proxies at an Annual or Special Convention.
16. The general administration of the Society shall rest in the hands of the National President and the Management Team. As required by Rule 38 of the International Society, the National President, other Officers, and members of the National Council and Management Team shall have been members in good standing for not less than thirty-six consecutive months immediately prior to their election or appointment to the office concerned. The National Council shall have the power to waive the requirements of this rule in special circumstances.

The National Council

17. The National Council will be responsible for the Society's Strategic direction, dealing with member representation and policy. It will approve reports from the National President and deal with overall issues.
18. [a] The National Council shall consist of the President of each branch or his/her representative as provided in clause [k] of this rule and the National President, National Vice-President, Education Co-ordinator and Treasurer and News Media Co-ordinator. The News Media Coordinator shall have full speaking rights but not voting powers.

[b] The chairperson shall be chosen by the National Council subject to Rule 19 and any meeting shall have a quorum of at least 50% of its members.

[c] The Council shall meet at least twice a year. At the National Council meeting prior to Annual Convention, reports from the Management Team (Annual Report, Financial Reports and Budgets) shall be tabled for approval for presentation at the Annual Convention and the Treasurer for the ensuing year appointed.

[d] The National Council shall be custodian of the Society's strategic plan and shall review this on a regular basis as well as recommend changes to the National Convention as appropriate.

[e] The primary role of the National Council shall be to discuss and determine issues of policy and/or direction. At the discretion of the National Council any member may raise policy and/or direction issues that in his/her opinion are not being dealt with adequately.

[f] Between meetings resolutions may be made via email, mail, fax or conference-call and require 75% of all its members to vote in favour of such resolutions. All resolutions shall be sent to council members by email, mail or fax at least ten working days before a vote is taken. The number of votes and the result shall be entered in the minutes of the next National Council Meeting, along with a record of the voters.

[g] Any member in good standing may attend National Council meetings as an observer with the permission of the Chairperson, without speaking or voting rights, however speaking rights only, may be granted by resolution of the National Council meeting.

[h] Each member of the National Council shall have one vote. Unless otherwise provided all questions shall be decided by a simple majority of votes. In the event of a tie the National President may, at his discretion, exercise a casting vote in addition to his deliberative vote.

[i] The method of voting shall be by voices, or if requested by one or more Council Members by show of hands, or if requested by two or more Council Members by a ballot.

[j] The National President shall ensure that the minutes of all National Council meetings shall be forwarded to all Lodges within one month of such meeting.

[k] In the event of a Lodge President being unable to attend a National Council Meeting a member of the Lodge Committee in good standing shall be authorised to act as proxy with full voting rights.

Expenses

[l] National Council members, or their proxies, attending a National Council Meeting shall be reimbursed reasonable travelling and approved accommodation expenses from the Society funds.

Delegation of President's duties

19. [a] The National President and National Vice President are charged with the overall administration and delegation of the Society's activities. All other Officers report to the National President.

[b] The National President ensures that the National Society is kept in tune with the International Society and also undertakes to represent the National Society at General Council meetings.

[c] The National President may delegate appropriate duties or tasks to suitable persons.

[d] National President is entitled to chair all meetings at which he or she is present.

[e] The National Vice President shall stand in if the National President is not available.

ADMINISTRATION

Management Team

20. [a] The Management Team shall consist of the National President, the National Vice-President, the Education Co-ordinator and the Treasurer, plus two further members who have good skills and/or knowledge of the Theosophical Society. These two extra members shall be appointed by the National Council upon recommendation by the National President and they shall be honorary rather than paid positions.

[b] The Immediate Past National President will automatically have an advisory position on the Management Team for the first year after his/her term of office has expired, except where this was terminated as provided in Rule 14 [1] in which case such position shall be at the discretion of the National Council.

[c] The Management Team shall in all cases work within the constraints of the Budget as approved by Convention or as modified by resolution of the National Council.

[d] The Management Team shall meet regularly (at least once every two calendar months) to discuss management and administration issues and also receive a report of activities since the previous meeting from the National President. This shall include up-to-date financial reports and advice as deemed necessary by the Management Team.

[e] At least Two weeks prior to each National Council meeting the National President shall provide a written report to the members of the National Council from the Management Team.

[f] As required by Rule 38 of the International Society all members of the Management Team must have been members of the Theosophical Society for at least thirty six months prior to their election.

[g] The Management Team shall be charged with filling all staff positions, but such appointments shall be subject to ratification by the National Council as provided in Rule 18[f]. These positions shall include the Office Manager, Librarian, Archivist, News Media Coordinator and any other positions that may require filling by persons who are not officers of the Society.

[h] Three members of the Management Team shall constitute a meeting quorum.

[i] Meeting minutes shall be sent to all members of the National Council within one month of the meeting.

[j] Any member in good standing may attend Management meetings as an observer with the permission of the Chairperson without speaking or voting rights, but speaking rights only, may be granted by resolution of the Management Team.

Administration Team

21. The Administration Team of the National Society shall be the National President, National Vice President, Treasurer, Office Manager and the Education Co-ordinator.

Working Groups

22. [a] The National Council and also the Management Team shall have the power to appoint and disband Working Groups as they deem appropriate. The Working Groups shall undertake specific tasks required by either the National Council or Management Team. In each case the Working Group shall report back to the body that created it.

[b] Working Groups shall perform the tasks outlined in their terms of reference. The groups may make recommendations to their parent body but shall not have the power to make binding decisions.

[c] Each Working Group shall appoint a Chairperson and give progress reports to either the Chairperson of the National Council or Management Team as appropriate.

[d] The National President or the National Vice President is entitled to participate in any Working Group.

[e] There shall be no fewer than three members in good standing on any working group. Any member in good standing would be eligible to become a member of a Working Group.

[f] Each Working Group shall communicate via telephone, fax and email where appropriate and meet together in person when possible, but without expense to the Society unless approved beforehand by the body that created it.

CONVENTION MEETINGS

23. [a] An Annual or a Special Convention is a meeting of the Society at which all Lodges are entitled to attend and vote by means of delegates or proxies, or vote by signed correspondence with the National President.

[b] All delegates, proxies and signatories of correspondence of voting results shall be members in good standing as per Rule 8(b)

24. One calendar month's notice of the holding of an Annual or Special Convention shall be given in writing to the Secretary of each Lodge. In the case of the Annual Convention it shall suffice if notice be given in the official organ of the Society.

25. A quorum at any Convention shall consist of delegates personally present representing five Lodges and if no quorum be present the National President shall without further notice take a vote of the Lodges by means of signed correspondence. For procedure see Rule 29 .

26. The National President shall, upon the written request of a majority of the National Council, call a Special Convention, and with the notice thereof shall forward to the Secretary of each Lodge a copy of the resolutions to be submitted, and no business other than that named in the resolutions shall be considered at any such Special Convention.

27. At the discretion of the National Council a Special Convention may be held without the personal attendance of the delegates, in which case, as in the case of Conventions lacking a quorum, the National President shall forward to the Secretary of each Lodge the text of the resolutions to be considered and shall call upon him or her to take the vote of the Lodge members and to forward a signed result of the said vote within the time specified in the notice calling the Convention. Such vote, with a copy of the resolutions, shall be entered in the Convention Minute Book and shall be signed by the National President.

28. A Chairperson, who shall be a member in good standing see Rule 8 (b), but not necessarily a delegate, shall be elected at each Convention to preside over the meeting of that Convention alone, and shall possess a casting vote only, unless s/he is a delegate.
29. [a] Each Lodge shall be entitled to send to Convention one delegate who shall be empowered to speak and vote on its behalf. Any Lodge containing fifty members or more in good standing may send two delegates, any Lodge containing one hundred or more in good standing may send three delegates and any Lodge containing five hundred members or more in good standing may send four delegates. No Lodge shall be represented by more than four delegates.
- [b] Should a Lodge not be represented by its full number of delegates, its delegate or delegates present at Convention shall be entitled to use the full voting power of the Lodge concerned. All delegates must be members in good standing of the Society.
- [c] The Headquarters members of the Society in good standing shall be represented by the National President, the National Vice President and the National Treasurer
- [d] The method of voting shall be by show of hands unless any three or more delegates desire a ballot, in which case a ballot shall be taken.
- [e] Reasonable travel expenses of all delegates to the Annual Convention shall be reimbursed by the Society.
30. Any Lodge which is not represented by a delegate may appoint any member or members of the Society in good standing personally present, to represent it, and each representative shall have all the privileges and powers of a delegate.
31. During the month of November the National President shall prepare, from information supplied by the Secretary of each Lodge, lists of members in good standing at the 30th September and the number of delegates to which a Lodge is entitled shall be determined according to these lists.
32. A Convention shall be held preferably in the North Island and in the South Island alternately as soon as may be convenient after the 25th day of December in each year. The actual time and place for holding each Convention shall be determined by the previous Convention. If the decision of Convention shall subsequently be found for any reason to be impracticable then such decision shall rest with the National Council and shall be communicated to all Lodges as provided in the By-Laws.
33. All remits to the Annual Convention shall reach the National President not later than the 30th September. Any remit to Convention similar in purpose which has been rejected twice shall not be presented again for another two years.

GOVERNMENT OF LODGES

34. [a] Lodges shall have Officers and a Committee appointed as provided in their Rules and as provided in Rules 4[e] and 5 [c] herein.
- [b] The President, Secretary and other Committee Members must have been in good standing for not less than twenty-four consecutive months immediately prior to their election. In the case of newly formed Lodges or other special circumstances, the National President shall have the power to waive the requirements of this Rule.
- [c] If membership of a Lodge falls below the number of seven, the Charter may be withdrawn by the National President, subject to the provision of rules 44 & 45 herein.

New Lodges

35. [a] Applications for a Charter to form a Lodge within New Zealand and the South Pacific Area, must be made on the requisite form, obtainable from the National President and signed by not less than seven members of the Society. Such applications, if approved and signed by the National President, shall be forwarded to the International President for approval. The Charter of a Lodge shall bear the signature of the International President, from whom it derives its authority

[b] The number of Lodges which may be formed in any one place is not limited, but no Charter shall be granted for a second or subsequent Lodge in a given place until the National President has communicated with the existing Lodge or Lodges, and has had its views on the matter and has considered the same. (Rule 33, Int Rules).

[c] The inaugural meeting shall adopt either the recommended Lodge Constitution approved by the National Council or a variant thereof subject to Rule 4 [e] herein.

Study Centres

36. [a] The National President, in consultation with any Theosophical Society Branch near the proposed centre may authorise a Study Centre which shall consist of three or more members of the Society who with other interested persons will gather together for the purpose of studying Theosophy.

[b] Such an authorised Centre may use the name of the Theosophical Society and is entitled to receive help and support from Theosophical Headquarters.

[c] Within each Centre one member, who is a member in good standing of the National Society, shall be appointed by the National President as Co-ordinator responsible for the operations of the Centre and shall also be responsible for the maintaining contact with Headquarters.

[d] The National President may withdraw the authorisation of the Centre if it is unable to provide an acceptable Co-ordinator or fails to meet any of the requirements set out above.

ACCOUNTS AND PROPERTY

37. [a] The accounts and Balance Sheet of the National Society shall be prepared by the Treasurer as at the 30th September, the end of the financial year. Copies of the audited Accounts and Balance Sheet shall be forwarded to the President and Secretary of each Lodge, and a further copy shall be provided for each delegate before the Annual Convention.

[b] The annual report of the National Society, the audited statement of accounts, and statistics of Lodges and members shall be sent every year, not later than the first day of November to the International President; fifteen percent of the annual fees shall be remitted to the International Treasurer before the first day of March of the current financial year.

Personal Benefit

38. The Income and Property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise by way of profits to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member thereof or other person in return for any services rendered to the Society and any such income shall be reasonable and may be less than but shall not exceed that which would be paid in an arms length transaction (being open market value)

39. The funds of the Society shall be deposited in such Bank or Banks as may from time to time be selected by the Officers of the Society who shall also determine the mode by which the said funds may be operated upon, and the said Officers may at their discretion invest surplus funds in such securities as may by law be available for the investment of trust funds, but no Society Officers shall be answerable for any loss arising in the administration or application of the funds of the Society or for any damage to or deterioration in the property of the Society unless such loss, damage or deterioration shall happen by or through their wilful default or neglect.
40. Subject to prior approval by the National Council, the Management Team shall have power to borrow any sums of money for the purpose of the work of the Society, and to secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as the National Council may think fit, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities, or by mortgage or charge of all or any part of the property of the Society.

COMMON SEAL

41. The Common Seal shall be kept in the custody of the National President. When necessary to execute a document under seal, the National President shall sign the document and affix the seal in the presence of two other members of the Management Team, who also shall sign their names as witnesses.

THE MAGAZINE

42. The Official organ of the Society, "Theosophy in New Zealand", shall be sent free to every member in good standing.

INTERNATIONAL PRESIDENTIAL ELECTION

43. [a] In the event of a International Presidential Election the National President shall consult with the National Council of the Society and shall make nominations in the prescribed manner.

[b] On the receipt of the list of qualified nominees from the International Secretary, the National President shall take the votes of the individual members of the Society who are eligible to vote, as prescribed by the Rules and Regulations of the Parent Society, and shall communicate the results to the International Secretary.

CANCELLATION OF CHARTERS & DIPLOMAS

44. [a] The Charter of the Society and all Charters of Lodges and all Diplomas of membership derive their authority from the International President, acting as Executive Officer of the General Council of the Parent Society, and may be cancelled by the same Authority.

[b] The National Council may cancel Lodge Charters and membership Diplomas of those under its jurisdiction, but only in accordance with International Rules 36[a] and 36[b]. Orders of cancellation must specify there is a right of appeal to the International President within three months of receipt of notice of cancellation.

DISSOLUTION, OR WINDING UP

45. [a] In the event of the cancellation of the Charter of the National Society or its dissolution or winding up, the Charter granted by the International President shall, ipso facto, become forfeited or lapsed, and all property, real or personal, including Charters, Diplomas, Seals, Records, and other papers belonging to, or in the custody of the Society, shall not be paid to or distributed among the members of the Society, or any of them, but shall vest in the parent Society, provided that at the time of dissolution of the National Society, the parent Society is qualified as a Charitable entity as outlined in the Charities Act 2005 meeting the requirement contained in section 13(1)(b)(ii). Delivery shall be made, after the satisfaction of all debts and liabilities, to the President of the parent Society or to his or her nominee on his or her behalf, and the provisions of Rule 44 of the Rules of the parent Society shall apply.

[b] In the event of the law of the country prohibiting such vesting, the property shall vest in a local Trustee or Trustees appointed by the International President, who shall hold the assets in trust for a period not exceeding 10 years and to vest the assets in the National Society should it be reformed and granted Charitable status and provided that if the National Society is not reformed within such period then the assets shall be distributed for charitable purposes within New Zealand to such charitable organisation as may be approved by the parent Society.

[c] In the event of the cancellation of the Charter of a Lodge, or its dissolution or winding up, the Charter shall, ipso facto, become forfeited or lapsed, and all property, real or personal, including the Charter Diplomas, Seal, Records and other papers belonging to, or the custody of the Lodge shall not be paid to or distributed among the members of the Lodge or any of them, but shall vest in the National Society and delivery shall be made, after the satisfaction of all debts and liabilities, to the National President on behalf of the National Society, to be put into a trust fund so that when a Lodge can again open in that district, it can begin with funds from the previous Lodge.

[d] No Lodge whose charter has become forfeited or lapsed shall continue to use the name, motto, or seal of the Society except for the purpose of vesting in the Parent or National Society as the case may be, the real and personal property of such Lodge. (Int Rule 44b)

Warwick Keys
National President