

**The Constitution of  
The Magazine Publishers Association of  
New Zealand Incorporated**

November 2025

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**1. NAME**

The name of the Association is The Magazine Publishers Association of New Zealand Incorporated, hereinafter referred to as the Association.

**2. DEFINITIONS AND INTERPRETATION**

In these Rules and any regulations made hereunder, unless the context otherwise requires, the following words and phrases have the following meanings:

- a) "The Association" means The Magazine Publishers Association of New Zealand Incorporated.
- b) "The Act" means "The Incorporated Societies Act 2022" and its amendments.
- c) "Member" means a Member of the Association, and subject to Rule 6 includes a Full Member, and other classes of member per Rule 6a) and Membership shall have a corresponding meaning.
- d) "The Executive" means the Executive Committee of the Association or, if the context so requires, the Executive Committee of a branch of the Association.
- e) "Bylaws" means any Bylaws, policies, regulations and codes of The Association
- f) "Contact Details" means a physical or an electronic address and a telephone number.
- g) "Interested" has the meaning given in section 62 of the Act.
- h) "Matter" has the meaning given in section 62(4) of the Act.
- i) "Constitution" means this Constitution, including any amendments and any schedules to this Constitution.
- j) "Annual turnover", in respect to Rule 11a (Annual Subscription), is the publisher's total revenue gained from qualifying titles for the most recent financial year completed by the publisher prior to 31 March.
- k) "Magazine" means an editorial product with a clearly defined audience target and treatment with regularly refreshed content across one or many platforms.

**Interpretation:**

- a) Unless the context otherwise requires:
- b) Where a masculine is used, the feminine is included
- c) Words referring to the singular include the plural and vice versa.
- d) Clause headings are for reference only.
- e) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- f) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- g) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- h) All periods of time or notice exclude the days on which they are given.

### 3. PURPOSE

The Purposes of the Association are:

- a) To promote and champion the benefits of the magazine medium across all platforms and its unique ability to engage and influence both mass and niche audiences.
- b) To focus on activity that supports magazine advertising market share.
- c) To maintain and develop member services, including networking, training, and education within the scope of increasing magazine market share.
- d) To advocate on matters of importance to the magazine industry.
  - a. To advance the principle of the self-regulatory industry governance including but not limited to supporting the Advertising Standards Authority and Press Council.
  - b. Advocate for magazines with central government and relevant Institutions
- e) To advance the principles surrounding audience currency development.
- f) To advance the principals of excellence in the craft of magazine publishing.
- g) Pecuniary Gain is not a purpose of the Society
- h) Protect the integrity of magazine publishing by developing standards of conduct, ethical behaviour and implementing good governance

### 4. CODE OF ETHICS

Members shall:

- (a) At all times abide by the laws of the land, but notwithstanding their compliance shall use their democratic right to strive for and safeguard the freedom of the press and free expression;
- (b) Actively promote the right of the media to serve the public interest through informed reporting and without fear or favour;
- (c) Objectively balance self interest and pecuniary gain against the entitlement of just rewards for services rendered;
- (d) Accept advertising which is legal, decent and honest and which conforms with relevant fair trading legislation and/or codes of practice;
- (e) Conduct their business affairs with professionalism, prudence and integrity, employing and training staff to high levels of competence which promote trust and confidence in the marketplace; and
- (f) Uphold the good name of the magazine publishing industry in word and deed, competing fairly while striving to maintain high technical and aesthetic publishing standards.

### 5. POWERS

The Association shall have the power to do all such lawful acts and things as are incidental or conducive to its Objects or any of them, and without in any way limiting the generality of the foregoing, the following powers shall be included:

- (a) To purchase, take on-lease or in-exchange, hire, or otherwise acquire, any real or personal property and any rights or privileges which the Association may think necessary or convenient.
- (b) To raise money by subscription, levies or otherwise, and to grant any rights and privileges to subscribers and to such Members as may from time to time be deemed necessary.
- (c) To borrow or raise or secure the payment of money in such manner as the Association may think fit, and to mortgage, pledge and/or charge in any manner all or any of its property, rights, interests and assets.
- (d) To enter into any contracts, agreements or arrangements with any person, firm, syndicate, corporation or company which the Association may deem conducive to its objects, or any or all of them.
- (e) To invest, lend or deal with the monies of the Association not immediately required for carrying out its Objects upon such securities and in such manner as may from time to time be determined by the Executive Committee of the Association.
- (f) To make, amend or rescind rules, regulations, standards of practice, by-laws or standing orders not inconsistent with those Rules pertaining to the carrying out of all or any of the Objects of the Association, the discipline and control of its Members, the management of its affairs, and the observance of its Rules and Regulations.
- (g) In the case of any breach or non observance of its rules or regulations, or the nonpayment of any such subscription or levy, to suspend any member for such time as it sees fit or to expel any Member.
- (h) To enter into any joint venture with any other similar organisation in New Zealand.
- (i) To provide suitable premises for meetings and carrying on the work of, and for the purpose of carrying into effect, the Objects of the Association, and to employ and dismiss servants and agents.
- (j) To establish branches and branch offices, and to provide for the appointment of local committees to deal with local matters or matters of general interest to the Association, which may require local attention.
- (k) To give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable investments.
- (l) To take or otherwise acquire and hold membership and shares in any other association or company or corporation having objects altogether, or in part, similar to those of the Association, or carrying on any business of whatsoever nature which is deemed by the Association to be capable of being conducted, so as to further directly or indirectly the Objects for which the Association is established.
- (m) To do any act or anything which may appear to the Association to be incidental or conducive towards carrying into effect or attainment of the Objects of the Association.

## **6. MEMBERSHIP**

- a) Application: An application to become a Member (Application) must be in the form required by The

Association. All Applications are decided by The Executive Board, which may accept or decline an application in its absolute discretion. A person becomes a member when their application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

- b) Member Consent: A person or entity consents to become a member by submitting an application to the Association or paying fees, unless otherwise specified in this Constitution.
- c) Membership of the Association shall consist of an unlimited number of Members, who may be Full, Affiliate or Honorary Members.
- d) Full Members of the Association shall be publishers producing New Zealand created and/or distributed magazines
- e) Any person, including a body corporate, government department or state corporation, shall be eligible to apply for Full membership if he, she, or it, is the publisher and/or owner of an approved publication (being a publication that conforms to the definition of ‘magazine’ in this document)
- f) The approval of a publication shall be in the absolute discretion of the Association Executive
- g) All Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that all members of their staff are aware of the Advertising Codes and their implications.
- h) All members may, if there is a dispute, be required to provide verification of any audience (readership, circulation or digital user) claims made either by supplying industry recognised independent data or by supplying documentary proof of claim to the Magazine Publishers Association management for verification.

Redress: Where an audience verification or Standards Code is not adhered to the Executive have the sole right to act as they deem fit in regard to the Publisher membership to the Association.

## **7. AFFILIATE MEMBERSHIP**

- (a) Affiliate Membership is restricted to Non-Publishing organisations that can be demonstrated to be offering services or benefits to the New Zealand magazine publishing industry and to have a close association with, and interest in, the industry’s success.
- (b) Affiliate Members shall have no voting rights, but otherwise shall be entitled to such benefits of membership as specified under paragraph d. of this clause, and shall pay such annual subscription as shall be fixed by the Association from time to time.
- (c) Affiliate membership may be granted to any organisation or individual if that organisation or individual:
  - i. has a pecuniary interest in a Full Member of the Association; or
  - ii. has a representational interest in a publishing company; or
  - iii. can bring benefit to the Magazine industry and Association.
  - iv. Be a sole trader or freelancer operating within the magazine industry
- (d) Affiliate Members will:

- i. not be permitted to hold office within the Association;
  - ii. not have voting rights;
  - iii. not be permitted to use symbols, logos, signs, promotional or other material as the Association may make available to Full Members;
  - iv. be permitted to attend meetings of the Association or Association branches at the invitation of the Association or branch Executive;
  - v. otherwise participate in the benefits of membership in such way as the Executive may from time to time determine.
- (e) All applications for Affiliate membership will be on the prescribed form.
- (f) Affiliate Members of the Association shall be required to abide by the advertising industry Codes of Practice which are issued from time to time, and have the responsibility to ensure that all members of their staff are aware of the Codes and their implications.

## **8. HONORARY MEMBERS**

Honorary Members may be elected from persons who have served the magazine industry, subject to their consent, where the Executive so resolves.

Honorary Members shall have no voting rights and shall pay no subscription, provided that an Honorary Member eligible to be a Member and paying such subscription shall not be deprived of the rights of the membership by also being elected an Honorary Member.

Honorary membership can be terminated at any time at the discretion of the Executive

## **9. CESSATION OF MEMBERSHIP**

- (a) A Member shall cease to be a Member of the Association on any of the following events:
- i. If, having paid the then current year's and all previous years' subscriptions and levies, shall by notice in writing to the Association resign from membership.
  - ii. If, having failed to pay the subscription 60 days after the date appointed for the payment thereof and the Executive of the Association having resolved to terminate the Membership, provided that all unpaid membership fees to that date shall remain a debt due to the Association and recoverable by court action.
  - iii. If membership shall be terminated by a resolution of the Association.
  - iv. If membership is otherwise terminated in accordance with the Rules.
  - v. If the Member shall become bankrupt, die, pass into liquidation, or be convicted of a crime of such seriousness that the Executive, at its discretion, determines could bring the Association into disrepute.
  - vi. Breaches the Code of Ethics of the Association

## **10. APPLICATION FOR MEMBERSHIP**

- (a) An application for membership shall be in writing in a form to be prescribed by the Executive.
- (b) When applying for Membership, each applicant shall also notify the Association of the class of membership into which it falls.

**11. CLASSES OF FULL MEMBER**

- (a) Members shall be divided into classes designated A, B, C on the basis of the annual turnover.
- (b) Member shall notify the Association, in writing, before 31 March in each year of the class of membership into which its annual turnover falls.
- (c) The figures for annual turnover which are used for classifying Members shall be:
  - Class A – annual turnover of up to \$500,000.
  - Class B – annual turnover of between \$500,000-\$3 million
  - Class C – annual turnover In excess of \$3 million.
- (d) The Association may, not less than 3 months before a new subscription period, by resolution of the Executive confirmed at the next general meeting of the Association, alter the figures of gross revenue defining each class.
- (e) A Member shall change from one class to another, consequent upon any increase or decrease in such Member's annual turnover. Such change shall take effect in the subscription year following the notification of such increase or decrease.

(Explanatory Note: The financial year terminates on 31 March and the Annual Meeting is held in May or June, and Members are consequently called upon to pay subscriptions based on the figures for their most recent completed financial year.)

- (f) In addition to the classified annual levy, the Association may determine to make a special levy upon giving the Members not less than 14 days' notice of the meeting at which it is proposed to consider the making of such levy, and such notice shall specify the amount of the proposed levy to be payable by each Member and the method of calculation adopted in assessing the proportionate part of the levy, which it is considered should be payable by each particular Member.

In the event of the Association approving of a levy after such notice in particulars as aforesaid, Members shall be advised by notice in writing of the amount of the levy payable by each Member and shall be given at least 30 days within which to make payment of the same.

**12. ANNUAL SUBSCRIPTION**

- (a) The annual subscription to be paid by Members shall be related to the annual turnover as notified by each Member to the Association prior to 31 March, or such amount as may be determined at any Annual General Meeting.
- (b) Each subscription shall be due for payment annually in advance (Monthly payment can be authorised but the full annual sum is due) , and shall be payable whether or not the Member remains a Member during the financial year ending on 31 March next following the Annual General Meeting.

**13. OFFICERS AND THEIR ELECTION**

- (a) The association will at the Annual General Meeting elect an Executive. This Executive will then elect a Chairperson and a Deputy Chairperson. The roles will be for a period of two years. Such persons could be re-elected should they remain on the Executive.
- (b) Candidates for election to the offices of Chairman or Deputy shall be a principal of or employed as a senior executive by a member.

#### 14. EXECUTIVE MEMBERS

- a) The management and control of the affairs of the Association shall be vested in the Executive (elected as herein after provided), which has all the powers of the Association not expressly required by these Rules, or the Act, to be done or executed by the Association in General Meeting.
- b) The Executive shall consist of not more than 8 persons and not less than 4 persons, including the Chairman and Deputy Chair.
- c) The Members of the Executive shall be elected at the Annual General Meeting each year.
- d) Each candidate for election to the Executive shall be employed by a Member of the Association, and shall be proposed and seconded in writing by separate Member organisations not being associated with the same Member organisation as that of the candidate.

Such nominations can be made prior to or at the Annual General Meeting and shall be signed by a director or manager of each of the proposing and seconding Member companies, or the chief executive in the case of an incorporated society, and by the candidate.

- e) The names of the candidates shall be circulated prior to the Annual General Meeting.

14.1 **Qualification:** Every Board Member must, in writing:

consent to be a Board Member; and  
certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act

14.2 **Disqualification:** The following persons are disqualified from being elected, or holding office as a Board Member,

- a) A person who is an employee of, or independent contractor to The Association
- b) A person who is disqualified from being elected, or holding office as a Board Member under section 47 of Act

14.3 **Suspension of Board Member:** If any Board Member is or may be the subject of an allegation, notice or charge described in the sub-clause headed “Disqualification” or any circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may by Special Resolution suspend the Board Member from the Board and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension

14.4 **Absent:** If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person’s position to be vacant

14.5 **Removal of Board Member:**

The Board may, by Special Resolution, remove any Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

- a) has seriously breached duties under this Constitution or the Act; or
- b) is no longer a suitable person to be a Board Member; or
- c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring The Association into disrepute or which may be prejudicial to the Purposes or the interests of The Association if they remain as a Board Member.
- d) The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- e) Before considering a motion for removal, the Board Member affected by the motion must be given:
- f) Notice that a Board meeting is to be held to discuss the motion to remove the Board Member; and
- g) adequate time to prepare a response; and
- h) the opportunity prior to the Board meeting to make written submissions; and
- i) the opportunity to be heard at the Board meeting.

14.6 **Board Member ceasing to hold office:** A person ceases to be a Board Member if:

- a) Their term expires;
- b) the person resigns by delivering a written notice of resignation to the Board;
- c) the person is removed from office under this Constitution;
- d) the person becomes disqualified from being an officer under section 47(3) of the Act;
- e) the person dies.

14.7 **Executive Meetings and Procedures**

- a) Meetings of the Executive shall be held at such times and places as the Executive shall determine and may be held online/remotely.
- b) The Chairman and Deputy Chair or any two Members of the Executive may direct the calling of a meeting, by a request in writing including by email. At least 7 days' notice in writing or by email shall be given to each Member in respect of each Executive Meeting, unless there shall be special circumstances.
- c) A resolution in writing signed or approved via email by all Members of the Executive, including the ex officio Member/s, shall be as effective and binding as if it had been passed at a duly convened meeting.

- d) Voting at meetings of the Executive shall be on the basis of one person/one vote, but the Chairperson shall have a casting vote in addition to his/her deliberative vote in the case of an inequality of votes.
- e) The quorum for meetings of the Executive shall be 50% of those persons currently elected, co-opted or ex officio members of the Executive as at the date of the meeting.
- f) The Executive shall have the power to fill casual vacancies but any such appointee shall hold office only until the next Annual General Meeting at which an election for the Executive takes place.
- g) A retiring Member of the Executive shall be eligible for re-election.
- h) Members of the Executive shall hold office until the conclusion of the meeting at which their successors are elected.
- i) The Executive may delegate any of its powers to committees consisting of such Member/s of the Executive as it thinks fit, and/or employees of the Members of the Association and/or other persons with suitable experience within the publishing industry and any such committees in the exercise of the power so delegated shall conform to any regulations that may be imposed by the Executive.
- j) Contact person: At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details
- k) Resolution in writing: A resolution in writing signed or consented to by email or other electronic means by a majority of Board Members is valid as if it had been passed at a Board meeting. Any resolution may consist of several documents in the same form each signed by one or more Board Members

## 15. OFFICER'S DUTIES

### 15.1 **An Officer:**

- a. when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of The Association
- b. must exercise a power as an Officer for a proper purpose;
- c. must not act, or agree to The Association acting, in a manner that contravenes the Act or this Constitution;
- d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of The Association, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them
- e. must not agree to the activities of The Association being carried on in a manner likely to create a substantial risk of serious loss to The Association's creditors or

cause or allow the activities of The Association to be carried on in a manner likely to create a substantial risk of serious loss to The Association's creditors;

- f. must not agree to The Association incurring an obligation unless the Officer believes at that time on reasonable grounds that The Association will be able to perform the obligation when it is required to do so; and
- g. when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - h. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - i. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - j. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,
- k. if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## 15.2 **Officer Roles**

The Chair is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Association;
- (e) Providing a report on the operations of the Association at each Annual General Meeting.

## 16. **MEETINGS**

- (a) The Association shall hold one meeting each year: the Annual General Meeting within 6 months of the end of the financial year. Provided always that the Executive may alter the date of the Annual General Meeting.
- (b) The Executive may, at any time, call an extraordinary General Meeting of the Association and shall do so on a requisition in writing by not less than six Members of the Association.
- (c) **RESOLUTION:** An Ordinary resolution of members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this constitution
- (d) **Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by a 75 % majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members

## 17. **VOTING AT GENERAL MEETINGS**

- (a) Voting shall be by a show of hands, provided that any person present may require a ballot to be held.
- (b) Voting shall be held at such time as the Chairperson may determine and voting papers shall be supplied to Members when a ballot is held.
- (c) When such a ballot is held, Members of the Association shall be entitled to one vote
- (d) A Member whose place of business is more than 60 kilometres from the place of meeting, or who is unavoidably unable to attend a meeting, may appoint a proxy to exercise that Member's rights, including the right to vote, at any meeting or may attend online/remotely.

The instrument appointing a proxy shall be in writing signed by the appointer and shall be in the hands of the meeting co-ordinator before the meeting begins at which it is to be used. The person appointed under such proxy must be a Member of the Association or the designated Chair of the AGM.

- (e) Unless a ballot is required as aforesaid, a declaration by the Chairperson that a resolution on a show of hands has been carried, or carried unanimously or by a certain majority, or lost, and an entry to that effect in the Association's minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (f) The quorum for an Annual General Meeting or an Extraordinary General Meeting shall be persons representing not less than 15% of all Association Members including registered proxy votes. Any business transacted without a quorum present is not binding until notified to members via an Extraordinary General Meeting.

#### **18. CHAIRPERSON AT GENERAL MEETINGS**

- (a) The elected Chairman and failing him/her the Deputy Chair shall be the Chairperson at all meetings of both the Association and the Executive. In the absence of both the Members present shall elect one of their number as Chairperson.
- (b) In the case of an equality of votes either on a show of hands or on a ballot, the Chairperson shall have a casting vote in addition to his/her deliberative vote.

#### **19. NOTICE OF GENERAL MEETINGS**

- (a) Not less than 14 days' notice in writing of each Annual General Meeting shall be given to each Member.  
Notice for an Extraordinary General Meeting (which can be by teleconference) requires only 5 business/working days
- (b) The accidental omission to give notice of a meeting or the non receipt of notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings of that meeting.

#### **20. ALTERATION TO RULES OR REGULATIONS**

These Rules and/or regulations may be altered, added or rescinded at any Annual General Meeting or Extraordinary General Meeting, subject to the following conditions:

- (a) Notice of any proposed alteration in, or addition to, or rescission of, the Rules or regulations or any of them, shall be posted to each Member entitled to receive notices under these Rules not less than 14 days prior to the date of the meeting at which such alteration, addition or

rescission is to be considered.

- (b) The meeting may amend any such proposals.
- (c) No resolution at any such meeting shall effect any alteration in, or addition to, or rescission of, the Rules or regulations or any of them unless it is carried by at least two thirds of the total votes cast for or against such resolution.
- (d) No alteration shall be inconsistent with the charitable purpose for which the Association is constituted.
- (e) **Minor effect or technical alteration:** If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, then the Board may make that amendment. If it does receive an objection, then the Board may not make the amendment
- (f) **Bylaws** The Board may make and amend Bylaws for the conduct and control of The Magazine publishers Association activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the constitution, the Act and any other laws. All Bylaws are binding on The Magazine publishers Association Inc and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

## 21. REGISTER OF MEMBERS

The Association shall keep a Register of its Members containing the names, addresses and occupations of those Members and the dates at which they became Members.

## 22. REGISTERED OFFICE

In accordance with Section 18 of the said Act, the Association shall have a registered office to which all communications may be addressed, and the notice of the situation of that office and of any change therein shall be given to the Registrar as provided by that Section.

## 23. INDEMNITY OF OFFICERS

No officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer of the Association, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office in relation thereto, unless the same happens through his/her own wilful default or dishonesty.

## 24. THE MPA ADMINISTRATION

A nominated person will:

- (a) Notify each person when elected of his election to the membership of an office.
- (b) Notify Members of the Association of each meeting (AGM) of the Association and give all such notices as may be required by these Rules.

- (c) Keep a register of Members herein before mentioned.
- (d) Keep a record of all proceedings of meetings and of the attendance of officers and Members of the Association at such meetings.
- (e) Keep records of the number of Members voting at the election of candidates for Membership and the result of such voting.
- (f) Do other Acts in relation to the affairs of the Association as from time to time may be directed by the Executive.

**25. BOOKS AND FINANCIAL STATEMENTS**

- (a) The Association shall cause to be kept, proper books of account in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Association.
- (b) At the close of each financial year and at such other times as the Association may elect, an income and expenditure account and a statement of assets and liabilities of the Association shall be prepared, and shall be examined and the correctness thereof ascertained. The Association is not obligated to have an Auditor or reviewer appointed.
- (c) **No Personal benefit:** The Officers and Members may not receive any distributions of profit or income from The Association. This does not prevent Officers or Members:
  - a. receiving reimbursement of actual and reasonable expenses incurred, or
  - b. entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,  
provided no Officer or Member is allowed to influence any such decision made by The Association in respect of payments or transactions between it and them, their direct family or any associated entity
- (d) The Association shall deliver annually to the registrar (pursuant to Section 23 of the said Act), in such form and at such times as the registrar requires, a statement containing the following transactions.
  - i. The income and expenditure of the Association during the Association's last financial year.
  - ii. The assets and liabilities of the Association at the close of the said year.
  - iii. All mortgages, charges and securities of any description affecting any of the property of the Association at the close of the said year.

The said statement shall be accompanied by a certificate signed by the Chairperson to the effect that the statement has been submitted to and approved by the Members of the Association at a General Meeting.

**26. AUDITOR OR REVIEWER**

- (a) If the Association chooses to appoint an auditor or reviewer then the remuneration of the auditor shall be fixed by the Association, and the appointment shall be governed by this clause.
- (b) If appointed, every auditor or reviewer shall have a list delivered to him/her of all books kept by the Association and shall at all reasonable times have access to the books and documents of the Association, and he/she may, in investigating such accounts, examine the Association or

any other officers of the Association who shall at times render all assistance to such auditor or reviewer.

- (c) The auditor or reviewer shall make a report to the Members upon the accounts and statements aforesaid, and in every such report he/she shall state whether in his/her opinion, the same is or are full and fair accounts and statements containing the particulars required by the Rules of the Association and properly drawn up so as to exhibit a true and fair view of the Association's affairs, and such report shall be read together with the report of the Association at the Annual General Meeting.
- (d) If the auditor or reviewer is willing to act as the Association's confidential accountant for the purpose of Rule 26, then the auditor or reviewer shall be the person so appointed under the rule.

**27. PROPERTY AND USE OF FUNDS**

The property and funds of the Association shall be applied solely towards promotion of the Objects of the Association and in such manner and such amounts as the Executive shall from time to time resolve.

All monies received by or on behalf of the Association shall be paid into a bank account with such bank as the Executive shall appoint.

All accounts shall be submitted for the approval of the Executive and shall be paid drawn on the Association's account.

**28. NOTICES**

- (a) Every notice to be given to any Member pursuant to any of these Rules shall be deemed to be sufficiently given to and served on him, if posted, emailed or delivered to him at his/her address appearing in the Association's register of Members.
- (b) The loss, delay or non delivery of any notice sent, emailed or delivered to any Member of the Association, whether through the post or otherwise, shall not invalidate or prejudice any resolution passed or election made or other thing done by the Association.

## **29 WINDING UP**

### Liquidation and removal

Notice: The Board must give notice to all Members at least 20 Working Days of a proposed motion:

- a. to appoint a liquidator;
- b. to remove The Association from the Register of Incorporated Societies; or
- c. for the distribution of The Association's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered. The notice must state:

- the time and place of the meeting;
- the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it;
- the text of the resolution;
- the right of a member to appoint a proxy or to cast a vote by post or electronic means (in all cases, if the society's constitution allows); and
- for a resolution under section 216(1)(c) (disposing surplus assets), a statement confirming that the committee has had regard to the society's purposes.]

16.2 Special resolution: Any resolution for a motion set out in clauses (a) to (c) must be passed by a Special Resolution of Members

16.3 Surplus assets: The surplus assets of The Association, after the payment of all costs, debts and liabilities, must be disposed of to a society incorporated under the 2022 Act or an association or trust that is not carried on for the private benefit of an individual or business, that share similar purposes to The Association or to such charities as agreed by The Meeting.

## **30. INTERPRETATION**

A substantial compliance with this constitution whether as to form, time, number, or as to any other matter shall in all cases be good and sufficient, and no regulation, resolution, decision, election, appointment, notice of other matter or thing shall be invalidated by reason only of a failure to comply exactly with these Rules.

## **31 MATTERS NOT PROVIDED FOR**

If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

## **32 TRANSITION**

Transition: This clause applies to facilitate transition of The Association from the previous rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

- a) Power of Board during transition period: Subject to the Act, the Board may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for [time period] and is solely to enable flexibility in the transition of The Magazine Publishers Association Inc from the previous [rules/constitution] to this Constitution and to correct any unintended consequences occurring through different wording being used.
- b) Transition of Board Members: Board members under the previous rules continue until the next AGM