

Hon. Mr. Fraser.

JOINT COUNCIL OF THE ORDER OF ST. JOHN
AND THE NEW ZEALAND RED CROSS
SOCIETY INCORPORATION.

[PRIVATE BILL.]

ANALYSIS.

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A BILL INTITULED

AN ACT to constitute and incorporate the Joint Council
of the Order of St. John and the New Zealand
Red Cross Society. Title.

5 WHEREAS on the eighteenth day of October, nineteen
hundred and twenty, a society known as the New
Zealand Branch of the British Red Cross Society and
Order of St. John, but sometimes also known as the New
Zealand Branch of the British Red Cross and Order
10 of St. John (hereinafter referred to as the old Society),
was incorporated under the provisions of the War
Funds Act, 1915: And whereas the old Society holds
and administers certain war funds within the meaning
of the said Act and also holds a capital sum of thirty
15 thousand pounds received by the old Society from
the Joint Committee in England of the British Red

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Cross Society and the Order of St. John, which capital sum is not a war fund within the meaning of the War Funds Act, 1915: And whereas the New Zealand Red Cross Society (hereinafter referred to as the Red Cross Society) on the twenty-second day of December, nineteen hundred and thirty-one, was duly incorporated under the provisions of the Incorporated Societies Act, 1908, and the Red Cross Society was on the third day of June, nineteen hundred and thirty-two, by Proclamation of the Governor-General of the Dominion of New Zealand, recognized as the National Red Cross Organization of New Zealand for the purposes of Article 25 of the Covenant of the League of Nations: And whereas in New Zealand a Commandery has been established of the Grand Priory in the British Realm of the Venerable Order of the Hospital of St. John of Jerusalem (hereinafter referred to as the Order): And whereas for some years past the income arising from the said capital sum of thirty thousand pounds has been administered by a Joint Council of the Order and the Red Cross Society: And whereas it was intended after the incorporation of the Red Cross Society to dissolve the old Society and it is expedient so to do, but no statutory provisions are in existence for that purpose: And whereas the similarity in the names of the old Society and the Red Cross Society has resulted in inconvenience and confusion, and it is the desire of the Order and of the old Society that there shall be only one Red Cross Society in New Zealand to avoid confusion and to ensure the more efficient and economical performance of Red Cross work and activities: And whereas the objects and purposes of the Order and the Red Cross Society are to a large extent similar, and a Joint Council of the Order and the Red Cross Society was formed in the year nineteen hundred and thirty-four to co-ordinate the charitable work being carried on by the Order and the Red Cross Society with a view to the elimination of overlapping in such work and to increase the usefulness and efficiency of the same: And whereas the old Society and the Order and the Red Cross Society are desirous that all the funds

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and property of the old Society, whether war funds within the meaning of the War Funds Act, 1915, or not, shall be transferred to the said Joint Council of the Order and the Red Cross Society upon the trusts and for the purposes upon and for which the old Society has heretofore held the same, and that upon such transfer the old Society shall be dissolved: And whereas it is desired to provide that the said sum of thirty thousand pounds and the income thereof shall be expended for the relief of soldiers, sailors, or nurses who served in the Great War in priority to other charitable purposes: And whereas the old Society and the Order and the Red Cross Society are also desirous that the said Joint Council shall be incorporated with power to hold and administer the said funds and property of the old Society and any other funds:

BE IT THEREFORE ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:—

1. This Act may be cited as the Joint Council of the Order of St. John and the New Zealand Red Cross Society Incorporation Act, 1938.

Short Title.

2. There is hereby established a body corporate, to be called the Joint Council of the Order of St. John and the New Zealand Red Cross Society (hereinafter referred to as the Corporation), which shall have perpetual succession and a common seal, and under that name may sue and be sued, prosecute, defend, and take all other proceedings in all Courts, and it shall be further lawful for the Corporation to hold, receive, purchase, possess, and enjoy real and personal property of any description whatsoever, and also to sell, grant, convey, demise, or otherwise dispose of either absolutely or by way of mortgage any of the property held by or belonging to the Corporation, and generally to exercise and do all the powers, privileges, matters, and things incidental or appertaining to a body corporate, and in particular, but without in any way limiting or derogating from the powers aforesaid, the Corporation may exercise all or any of the powers mentioned in its constitution set forth in the Schedule hereto.

Incorporation
and powers
of the
Joint Council.

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Constitution
and rules
of the
Joint Council.

3. The constitution and rules set forth in the Schedule hereto, subject to any amendments, modifications, and additions as may from time to time be made thereto, shall be the constitution and rules of the Corporation.

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Amendments
to the
constitution
and rules.

4. No amendment, modification, or addition to the constitution and rules for the time being of the Corporation shall be valid or effective unless and until the same has been approved by the Minister of Internal Affairs and such approval has been signified to the Corporation in writing.

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Transfer of
property of
old Society to
Joint Council.

5. (1) As from the date of the passing of this Act, all real and personal property whatsoever held by the old Society, or by any branch, centre, or sub-centre thereof, including the capital sum of thirty thousand pounds hereinbefore mentioned, and all other property, real or personal, held by any person or persons on behalf of the old Society or on behalf of any branch, centre, or sub-centre thereof, shall be vested without conveyance, transfer, or assignment in the Corporation, subject to all liabilities, charges, obligations, and trusts affecting the same, and the Corporation shall also take over and satisfy any general obligations and liabilities of the old Society.

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(2) With respect to all real and personal property vested in the Corporation by virtue of the *preceding* subsection which prior to the passing of this Act was held by the old Society on behalf of its Auckland centre or by the said Auckland centre, such property shall be held upon trust for the purposes for which the same was heretofore held by or on behalf of the said Auckland centre and shall be administered, controlled, and disposed of for such purposes by a committee, one-half of whose members shall be appointed by the Auckland Centre of the New Zealand Red Cross Society and the other half by the Auckland Centre of the St. John Ambulance Association, and so far as such property is concerned the constitution and rules of the Corporation shall accordingly be read subject to this provision.

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(3) The New Zealand Branch of the British Red Cross and Order of St. John Empowering Act, 1933, is hereby repealed.

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(4) All deeds, contracts, securities, and other documents relating to any real or personal property by virtue of this Act vested in the Corporation shall be read and construed in all respects as if all references 5 therein to the old Society were references to the Corporation, and as if all references therein to the Council or Executive of the old Society were references to the Council of the Corporation.

(5) All real and personal property vested in the 10 Corporation by virtue of this Act which prior to such vesting were war funds within the meaning of the War Funds Act, 1915, shall continue to be war funds for the purposes and within the meaning of the said Act.

(6) If in any will or other instrument executed 15 before or after the passing of this Act provision is made for any devise, bequest, gift, or payment to the old Society, or to any branch, centre, or sub-centre thereof, such will or instrument shall be construed 20 as if every reference therein to the old Society or to any branch, centre, or sub-centre thereof, were a reference to the Corporation, and all moneys or other property that may be acquired by the Corporation under such will or instrument shall be held and applied 25 by the Corporation for the purposes directed by the testator or donor, and in default of any such direction for the general purposes of the Corporation.

6. (1) A memorandum referring to this Act may 30 be registered in any Deeds Registry Office against any instrument of title registered under the Deeds Registration Act, 1908, and affecting any land which by virtue of this Act is vested in the Corporation, and such registration shall have the same effect as if this Act were actually registered in full. Registration
of title.

(2) All District Land Registrars shall, on written 35 application under the seal of the Corporation, register the Corporation as proprietor of all lands registered under the Land Transfer Act, 1915, and vested in the Corporation by virtue of this Act.

40 7. The old Society shall be dissolved as from the passing of this Act. Dissolution
of old
Society.

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Payment of
expenses of
Act.

8. All costs, charges, and expenses of and incidental to the preparing for, promotion, and passing of this Act or otherwise in relation thereto and of and incidental to the formation of the Corporation or otherwise in relation thereto shall be paid out of the funds of the Corporation.

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Private Act.

9. This Act is hereby declared to be a private Act.

Schedule.

SCHEDULE.

CONSTITUTION AND RULES OF THE JOINT COUNCIL OF THE ORDER
OF ST. JOHN AND THE NEW ZEALAND RED CROSS SOCIETY.

1. The Society shall be called the Joint Council of the Order of St. John and the New Zealand Red Cross Society (hereinafter referred to as the Corporation).

2. His Excellency the Governor-General and Her Excellency shall be invited to become the Patrons of the Corporation.

3. The objects and powers of the Corporation are—

(a) To ensure harmonious and efficient co-operation between the Commandery in New Zealand of the Grand Priory in the British Realm of the Venerable Order of the Hospital of St. John of Jerusalem (hereinafter referred to as the Order) and the New Zealand Red Cross Society, a body incorporated under the Incorporated Societies Act, 1908 (hereinafter referred to as the Society), in carrying out their respective objects and to eliminate so far as may be expedient overlapping, duplication, or waste of energy in the work carried on by the Order and the Society respectively.

(b) To receive and take over all the property and funds of the New Zealand Branch of the British Red Cross Society and Order of St. John, but sometimes known as the New Zealand Branch of the British Red Cross and Order of St. John, a body incorporated on the 18th day of October, 1920, under the War Funds Act, 1915 (hereinafter referred to as the old Society), subject to all trusts upon which the same have heretofore been held by the old Society and subject to all liabilities, charges, and obligations affecting the same.

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- (c) To promote so far as practicable within the means in its power the improvement of health, the prevention of disease, and the mitigation of suffering throughout the world, whether in peace or war.
- (d) To undertake, execute, and perform any trusts or conditions affecting any real and personal property of any description deemed likely to be useful for any of the purposes of the Corporation.
- (e) To purchase, take on lease, or hire or otherwise acquire and hold any lands, buildings, easements, or hereditaments of any tenure or any other real or personal property, and to construct, provide, maintain, repair, and alter any buildings, works, stores, plants, and things which may from time to time be deemed requisite, whether within the Dominion of New Zealand or elsewhere, for any of the purposes of the Corporation.
- (f) To accumulate, sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with or turn to account all or any property or rights of the Corporation.
- (g) To borrow and raise money, including the power to borrow money by way of overdraft or otherwise, for any of the purposes of the Corporation, and to secure the repayment thereof by mortgage or charge on all or any part of the property of the Corporation or by debentures or bonds payable to bearer or otherwise, and either secured by mortgage in favour of trustees or otherwise.
- (h) To invest all moneys and funds of the Corporation which are not immediately required to be expended for the purposes thereof and which the Corporation thinks proper to be invested in such investments as may be authorized with respect thereto by or by the powers contained in the instrument (if any) of gift of such moneys or funds or of the moneys or property from which the same shall have arisen or so far as such instrument does not extend in investments authorized by the law for the time being in force for the investment of trust money or funds. All investments may be varied or transposed from time to time into or for other investments authorized according to the provisions of this paragraph with respect to the original investments or the proceeds thereof.
- (i) To make and carry out any arrangements for joint working or co-operation with any other association or body, national or international, whether incorporated or not, carrying on in the Dominion of New Zealand or elsewhere work similar to any work for the time being carried on by the Corporation, and to subsidize such association or body with money or otherwise.

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(j) To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Corporation or the exercise of any of its said powers.

4. No person contracting with or taking any assurance from the Corporation shall be concerned to see whether these rules have been complied with or be affected by any notice or information of non-compliance, and in particular no person from whom money is borrowed and whose obligation is under the seal of the Corporation shall be concerned to inquire whether the consent of the Council or Executive Committee has been given or to see to the application of any money so borrowed or be responsible for the misapplication or non-application thereof; and no lender holding security executed under the seal of the Corporation shall be concerned to inquire whether such security was properly authorized or be affected by notice of any defect or irregularity in such borrowing or in the giving of such security.

5. The Corporation shall have a membership of twenty-four persons, of whom one-half shall be appointed by the Order and one-half shall be appointed by the Society. Casual vacancies shall be filled by the body which the person causing the vacancy represents. The Council of the Corporation may from time to time co-opt, whether as regular members of the Corporation or *ad hoc*, for the consideration of any special matter or matters, such persons, not exceeding twelve in number (whether members of the Order or of the Society or not), as the Council shall select. Such co-opted members shall hold office until resignation or until termination of their appointment by resolution of the Council. The Order or the Society may from time to time revoke the appointment of any of the members of the Corporation appointed by the Order or the Society respectively.

6. The first twelve persons appointed by the Order are the following:—

Colonel the Hon. Sir R. Heaton Rhodes, K.C.V.O., K.B.E., M.L.C.; Colonel J. J. Esson, C.M.G., V.D.; Lieut.-Colonel George Barclay, O.B.E., V.D.; Lieut.-Colonel Sir James Elliott, M.D.; Lieut.-Colonel A. R. Falconer, C.B.E., M.B.; Sir James Gunson, C.M.G., C.B.E.; J. W. Jack, Esq.; C. M. Luke, Esq.; The Hon. Sir Charles Statham, M.L.C.; Major J. Restell Thomas, M.B.; C. J. Tunks, Esq., M.B.E.; William Young, Esq., M.D.

The first twelve members appointed by the Society are the following:—

Lady Wigram, O.B.E.; Mrs. T. H. Lowry, O.B.E.; Major J. Abel, V.D.; C. J. Ronaldson, Esq.; J. T. Spears, Esq.; J. I. Goldsmith, Esq.; I. J. Bridger, Esq.; T. B. McNab, Esq.; Miss E. M. King, M.B.E.; Sir Alexander Roberts, K.B.E.; Alexander Gillies, Esq., F.R.C.S.E., F.R.A.C.S.; E. C. Hale, Esq.

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7. The direction and control of the affairs of the Corporation shall be vested in a Council (hereinafter referred to as the Council), which shall consist of all the members for the time being of the Corporation.

8. The Council shall hold at least one general meeting in every year at such time and place as may be prescribed by the Council in general meeting, and if no time and place is so prescribed, at such time and place as may be determined by the Executive Committee hereinafter mentioned. At such general meeting the Council shall, *inter alia*, receive and consider the annual report of the Executive Committee and the annual accounts of the Corporation. A special meeting of the Council may be called at any time by the Chairman or, in his absence, the Vice-Chairman thereof, and a special meeting shall be called by the Chairman or, in his absence, by the Vice-Chairman on request in writing of six members of the Council.

9. At meetings of the Council ten shall form a quorum. If no quorum is present within half an hour from the time fixed for the meeting of the Council, the meeting shall be deemed to be adjourned for one week to the same time and place. At such adjourned meeting the business for which the meeting was called may be transacted whether a quorum is present or not.

10. The Council in general meeting shall have the following powers:—

- (a) To appoint from its own members a Chairman and Vice-Chairman, who shall hold office for one year but shall be eligible for re-election and shall be *ex officio* members of the Executive Committee and all sub-committees, but so that both offices shall not be held by representatives of the same body (that is to say, of the Order or the Society) at the same time.
- (b) To make such rules and regulations for its own procedure as it shall think fit.
- (c) To decide on the general policy to be adopted with a view to carrying out the objects for which the Corporation was established.
- (d) To delegate any of its powers to the Executive Committee or to any sub-committee.
- (e) To elect so soon as may be from the members of the Council, and similarly at the annual general meeting of the Council in each year, an Executive Committee, with such powers and duties as shall from time to time be delegated to it by the Council.
- (f) To fill any casual vacancy occurring through the death or resignation of a member of the Executive Committee by the appointment of any member of the Council belonging to the same body as the member of the Executive Committee so dying or resigning.

11. The Executive Committee shall be selected from the members of the Council and shall consist of five representatives of the Order and five representatives of the Society, who shall hold office for one year but shall be eligible for re-election,

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except that the members first elected shall hold office until the conclusion of the annual general meeting of the Council to be held in the year 1939. The Executive Committee shall hold at least four meetings in each year, and a special meeting may be called by the Chairman of the Executive Committee at any time, and shall be called by the Chairman on the requisition in writing of any four members of the Executive Committee.

12. The Executive Committee shall have the following powers, that is to say:—

- (a) To make rules for its own procedure and for that of any sub-committee, and to appoint a Chairman and a Vice-Chairman to hold office concurrently with the Executive Committee and upon such terms as the Executive Committee shall think fit, but so that both offices shall not be held by representatives of the same body at the same time.
- (b) To appoint such sub-committees and officers as it shall think fit, and in particular to appoint as members of any such sub-committees persons who are not members of the Executive Committee, or of the Council, or of the Order, or of the Society, but so that no sub-committee shall hold office after the Executive Committee so appointing it has ceased to hold office.

13. The Chairman and Vice-Chairman of the Executive Committee shall be *ex officio* members of all sub-committees.

14. The quorum for a meeting of the Executive Committee shall be four.

15. The Executive Committee shall undertake the organization of the work of the Corporation and regulate and manage its general business and its affairs and shall carry out the policy of the Council and shall comply with any directions given by the Council.

16. In the event of any vacancy occurring in the Council, the Executive Committee, or any sub-committee appointed in pursuance of these rules, or in the Great War Committee, the same shall be filled up at the earliest reasonable moment, but the continuing members may act notwithstanding any vacancy in their body, and the validity of any act of the Corporation, or of its Council, or its Executive Committee, or any sub-committee, or of the Great War Committee, shall not be affected or called in question by reason of any such vacancy or by reason of any defect or informality in the appointment of any member thereof respectively.

17. Seven days' clear notice at the least of any meeting of the Council or of the Executive Committee, specifying the place, day, and hour of such meeting, and in case of special business the general nature of such business, shall be given to every member of the Council or Executive Committee by notice sent by post, provided always that the accidental omission to give any such notice to any member or the non-receipt by any member of such notice shall not invalidate any resolution passed at such meeting.

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18. The financial year of the Corporation shall end on the 31st day of March in each year.

19. At all meetings of the Council, the Executive Committee, the Great War Committee, or any sub-committee, each member thereof shall have one vote. The Chairman of the Council, the Executive Committee, the Great War Committee, or any sub-committee shall have a deliberative but no casting vote.

20. At any meeting of the Council, the Executive Committee, the Great War Committee, or any sub-committee, every question shall be determined by a majority of the votes of the members present. Members of the Council, the Executive Committee, the Great War Committee, or any sub-committee may vote, either personally or by proxy. All instruments appointing proxies shall be in writing under the hand of the appointor, whose signature shall be attested by a witness. A proxy may be appointed only for a specified meeting and any adjournments thereof.

21. The property and funds of the old Society to be taken over by the Corporation shall henceforth be administered by a Special Committee of the Corporation which shall be known as the Great War Funds Administrative Committee (herein referred to as the Great War Committee).

22. The Great War Committee shall consist in the first instance of twenty-seven persons, as follows:—

(a) The Lieutenant of the Commandery in New Zealand of the Order and the Chairman of the Executive Committee of the Society shall be *ex officio* members of such Committee.

(b) Two representatives of the New Zealand Returned Soldiers' Association, to be nominated by the association and approved by the Council.

(c) The following fourteen members of the old Society:—

Auckland: Mrs. A. M. Ferguson; Sir James Gunson, C.M.G., C.B.E.; G. H. Fleming, Esq. Wellington: Lady Myers; Mrs. T. H. Lowry, O.B.E.; Miss E. M. King; L. O. H. Tripp, Esq., O.B.E.; A. H. Bath, Esq. Canterbury: Lady Wigram, O.B.E.; Mrs. H. H. Smith, M.B.E., J.P.; C. J. Ronaldson, Esq. Otago: Sir Alexander Roberts, K.B.E.; C. G. White, Esq.; Rev. V. G. Bryan King, O.B.E.

(d) The following nine representatives of the Order:—

Colonel the Hon. Sir R. Heaton Rhodes, K.C.V.O., K.B.E., M.L.C.; Lieut.-Colonel George Barclay, O.B.E., V.D.; Lieut.-Colonel Sir James Elliott, M.D.; Lieut.-Colonel A. R. Falconer, C.B.E., M.B.; J. W. Jack, Esq., J.P.; C. M. Luke, Esq.; The Hon. Sir Charles Statham, M.L.C.; Major J. Restell Thomas, M.B.; C. J. Tunks, Esq., M.B.E.

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23. The Order may from time to time revoke the appointment of any of its representatives on the Great War Committee and appoint any other person or persons as representatives of the Order in their places, and the Order shall be entitled to fill any vacancy caused by the death or resignation of any representative of the Order upon such Committee.

24. The fourteen persons mentioned in paragraph (c) of clause 22 hereof shall hold office until death or resignation.

25. The first two vacancies in the Great War Committee by death or resignation of two of the fourteen persons referred to in the *last preceding* clause shall be filled by two representatives of the Order to be appointed by the Order. The third vacancy among the persons referred to in clause 24 hereof shall not be filled, and thereupon the personnel of the Great War Committee shall be reduced to twenty-six persons. Upon a fourth and subsequent vacancies occurring in the Great War Committee by death or resignation of any of the persons referred to in clause 24 hereof their places shall be filled by members of the Society to be appointed by the Executive Committee of the Society, it being the intent of these rules that ultimately there shall be, excluding the persons mentioned in paragraphs (a) and (b) of clause 22 hereof, eleven representatives of the Order and eleven members of the Society upon the Great War Committee.

26. The said sum of thirty thousand pounds and the income thereof shall, in priority to other purposes of the Corporation, be applied as follows: For the relief of any of the persons hereinafter mentioned, or their dependants—that is to say, soldiers, sailors, and nurses—who served beyond the Dominion of New Zealand in the Great War as members of any of His Majesty's military or naval forces and are now resident in the said Dominion.

27. The Great War Committee may appoint and may remove and may determine the duties and remuneration of its Secretary and other officers.

28. The existing Centre Committees of the old Society shall become Centre Committees of the Great War Committee and shall continue to administer the property and funds heretofore administered by them subject to any general directions of the Great War Committee.

29. The personnel of the said Centre Committees shall remain unchanged, save that upon the death or resignation of members thereof vacancies shall be filled by appointees of the Order and the Society in such manner that there shall be so far as practicable equal representation thereon of the Order and the Society, and save that one representative of the New Zealand Returned Soldiers' Association shall be included in the personnel of each Centre Committee to be nominated by the said Association. The said Association may from time to time revoke the appointment of any representative upon a Centre Committee and nominate another representative.

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30. At all meetings of the Council, the Executive Committee, the Great War Committee, or any sub-committee, voting shall be by ballot of the members present in the following cases:---

(a) If before the question is put to the vote the Chairman in his discretion so decides.

(b) If before the question is put to the vote the meeting by resolution so decides.

In other cases voting shall be on the voices, save that immediately the Chairman has declared the result on the voices any member present may require a show of hands.

31. The Executive Committee shall submit to the annual general meeting of the Council a statement of income and expenditure and balance-sheet for the preceding year, certified by the auditor, together with a report as to the general position of the affairs of the Corporation and an estimate of the income and expenditure for the ensuing year.

32. A copy of the report, statement of income and expenditure, and balance-sheet shall be sent to every member of the Council with the notice of the annual general meeting.

33. The Chairman and Vice-Chairman of the Council shall be proposed, seconded, and elected at the annual general meeting of the Council, but shall not enter upon their office until the termination of such meeting.

34. At the annual general meeting of the Council in each year an auditor shall be appointed to audit the accounts of the Corporation for the ensuing year and to certify to the annual balance-sheet. The Executive Committee shall in the event of the auditor being unable to act appoint another in his stead. The annual balance-sheet shall not be passed unless certified to by the Auditor.

35. No person shall be elected to hold office as auditor of the Corporation who is a member of the Council or Executive Committee.

36. The Corporation's bank account may be operated on and cheques and other negotiable or transferable instruments may be signed and endorsed on behalf of the Corporation by the Chairman or Vice-Chairman of the Executive Committee and any other member thereof, or by such other two persons as the Executive Committee may from time to time by resolution determine.

37. All securities of the Corporation shall be kept in such custody as the Council may from time to time direct.

38. The Executive Committee may from time to time, subject to any directions of the Council, make, repeal, and amend by-laws and regulations for carrying into effect the powers and objects of the Corporation for the conduct of its business and for the guidance of its officers, but no such by-law or regulation shall be valid if inconsistent with or repugnant to the provisions of this constitution or these rules.

39. No new rules shall be made, nor shall any rule herein contained or hereafter made be amended, altered, or rescinded, unless a resolution approving the same is passed at a general

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meeting of the Council specially called for the purpose, and unless at least two-thirds of the members of the Council present in person shall vote in favour thereof. Notice in writing of any proposed amendment, alteration, or rescission of any rule or substituted or amended rule shall be furnished to all members of the Council at least two weeks prior to the matter being discussed at a meeting. No amendment, modification, or addition to the constitution and rules for the time being of the Corporation shall be valid or effective unless and until the same has been approved by the Minister of Internal Affairs and such approval has been signified to the Corporation in writing.

40. The Corporation shall at all times have a registered office, which shall be situated in the City of Wellington. All writs, notices, or other documents required or authorized to be served on or delivered or sent to the Corporation shall be deemed to be duly served, delivered, or sent if left at the registered office of the Corporation.

41. The members of the Council may by resolution (in favour of which at least two-thirds of all the members of the Council shall vote in person) at a special general meeting convened for the purpose (provided that all liabilities of the Corporation have been duly discharged) resolve that the Corporation be wound up, and may also direct the method of disposition of the funds and property of the Corporation after the winding up. Such resolution shall be confirmed by a similar resolution at a subsequent general meeting to be held not earlier than thirty days after such first special general meeting.

42. The seal of the Corporation shall consist of the words "The Joint Council of the Order of St. John and the New Zealand Red Cross Society" in the form of a circle with the word "Incorporated" in the centre thereof.

43. The seal of the Corporation shall be kept in such custody as the Executive Committee may determine and shall be affixed to such documents as the Executive Committee may by resolution from time to time direct, and such seal shall be affixed to such documents in the presence of at least two members of the Executive Committee, who shall attest such affixation by signing their names to the document; and any document so sealed and attested shall be deemed to be duly sealed and be binding on the Corporation.

44. Nothing in this constitution or these rules shall affect the status of either the Order or the Society or their respective duties or privileges, and the work or objects of the Corporation shall be carried out in such manner as to preserve the individuality of the Order and the Society respectively and so as not to interfere with their corporate powers and limitations or with their present activities.