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ADDITION, ALTERATION
OF RULES
(Section 7 (b) and 21)

(for office use only)

Please note that the information in this form should be either typewritten, printed, or neatly handwritten in block capitals

Society Name
WELLINGTON UNDERWATER CLUB
INCORPORATED

Society Number
WNIS 216283

I, TIMOTHY KEMMITT
of 5 BLUFF CLOSE, KELSON, LOWER HUTT.

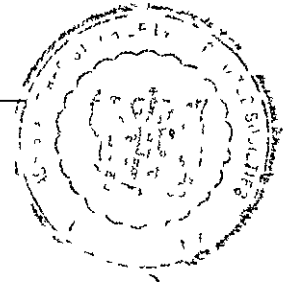
do solemnly and sincerely declare as follows

- 1 That I am* a member of/~~the Solicitor~~ to the abovenamed Society
- 2 That annexed hereto and marked with the letter "A" is/are -
~~*(a) the rules, signed and sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation; or~~
 *(b) the alteration of rules of the society, which alteration has been made in accordance with the rules of the society

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957

Declared at Lower Hutt)
this Fifth)
day of October)
19 96 before me)

[Signature]



[Signature] (DARJ Furkert JP SCIENTIST LOWER HUTT)
A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration

Presented by
Postal Address

Account No
Telephone
Facsimile

*Delete whichever is not applica

CONSTITUTION OF THE WELLINGTON UNDERWATER CLUB INCORPORATED
As at Sep 1996

1 TITLE

The title of the Club shall be the "Wellington Underwater Club Incorporated", hereinafter called the Club

2 OBJECTS

- a) To further all types of underwater swimming for sport, work, or study, water safety, and to promote fellowship amongst underwater swimmers
- b) To instruct all members in the safe and correct use of underwater equipment, and to ensure that all members engaged in underwater activities have a proficient working knowledge of such equipment, lifesaving, and artificial respiration
- c) To afford support and assistance to other organisations, where specialised underwater knowledge may be of benefit to the community, and to take an active interest in the preservation of the environment
- d) To affiliate to the New Zealand Underwater Association
- e) To promote good relations with the General public
- f) To purchase, take on lease, or in exchange, hire or otherwise acquire any real, or personal property and rights and privileges which the Club may think necessary, or convenient, for the purpose of the Club, and to sell, exchange, mortgage, lease or build upon, any land so acquired, with power to alter and pull down buildings and again rebuild
- g) To borrow and raise money upon mortgage of any such property, sell, lease, or exchange or otherwise deal with any property, upon such terms as the Club may decide, issue debentures, invest and deal with the funds of the Club in furthering these objects, and Generally do all such things for the benefit of the welfare of members of the Club
- h) To invest and lend monies of the Club not immediately required
- i) To do all such things as are incidental to the attainment of, or for the carrying into effect of, the foregoing objects or any of them

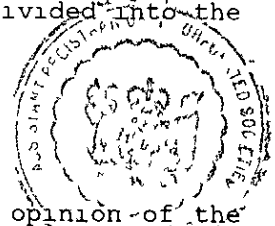
3 COLOURS

The colours of the Club shall be Green and Gold

4 MEMBERSHIP

There shall be three classes of membership as hereinafter defined

- a) Ordinary Members who shall be entitled to all the privileges of the Club Ordinary Members shall be further subdivided into the following groups
 - (i) Senior 20 years and over
 - (ii) Junior 14 Years to 19 Years
- b) Associate Members shall be members who, in the opinion of the Committee cannot fully participate in Club activities, and have applied in writing to be specifically included in this group The Committee may also select an associate member without the need for a written application An Associate member shall not be required to pay either separately, or by part of his



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subscription, any dues or levies, to any other body, whether or not such body is affiliated to the Club Wives or Husbands of ordinary members shall automatically become Associate members upon the granting of ordinary membership to their spouses This ordinary membership remains as long as their spouses ordinary membership remains in force, and shall not be liable for a subscription, provided always the wife or husband granted associate membership under this provision shall have the right to apply for ordinary membership and be subject to the conditions of this constitution for that class of membership

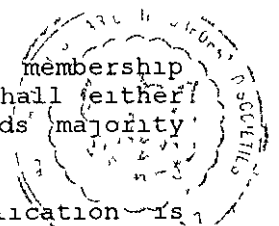
- c) Honorary Life Members Any member who in the opinion of the Committee, has given the Club Specially meritorious service, may be nominated for election as an Honorary Life Member of the Club, at any Annual General Meeting or Special General Meeting called for that purpose, PROVIDED THAT no member may be elected an Honorary Life Member of the Club, unless the following provisions have been complied with -

- (1) His name must first be submitted to, and approved by, a two thirds majority of the Committee of the Club
- (11) He must be proposed and seconded by two Committee members at the Annual General or Special General Meeting

Honorary Life Members shall be entitled to all the privileges of the Club, and shall not be required to pay an Annual Subscription

5) ELECTION OF MEMBERS

- a) Any person shall be eligible for membership of the Club, who is aged 14 years and over, and is prepared to abide by the Constitution of the Club All intending members (except Honorary Life Members) shall be subject to election as hereinafter provided
- b) A candidate for election, including both husband and wife in the case of a married couple, shall complete an "Application For Membership" form, provided by the Club, which shall contain the applicant's name, address, telephone number, occupation, date of birth, class of membership applied for and any other information which the Committee may from time to time require This form shall be signed by the applicant's proposer and seconder, both of whom shall be financial Club members
- c) Minors In the case of an application for membership from a person under the age of 20 years, the application shall be signed by a parent or guardian in addition
- d) The completed application form shall be lodged with the Secretary, accompanied by the appropriate subscription fee, and an entrance fee as hereinafter defined
- e) The Secretary shall place such application for membership before the Committee at it's next Meeting, who shall either approve or reject the application on a two thirds majority vote
- f) Rejected Application If the candidate's application is rejected by the Committee, the Secretary shall accordingly advise the candidate in writing, and return all monies paid The Committee shall not be bound to give any reason thereof
- g) Successful Application A successful candidate shall be forthwith entitled to the privileges and responsibilities of membership, after having been advised accordingly in writing by



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the Secretary, and shall be furnished with a copy of the Constitution and Rules, and a membership card. An accepted member shall be deemed to have read, and agreed to abide by, the constitution and rules of the Club

6) MEMBERSHIP GENERAL

- a) Closing of Membership The Committee may from time to time temporarily declare the membership closed and in the event, a waiting list shall be established, and any future members shall be elected from the waiting list in order of rotation
- b) Changing of Membership Class Any member of the Club may change from one class of membership to another, upon written application to the Secretary, or automatically when becoming ineligible for his present class as defined in Clause 4. The Committee may also change a member's status, without the member's written application, and shall notify the member accordingly
- c) Resignation Any member of any class may resign from the Club, upon notifying the Secretary in writing of his intention, previous to the beginning of the financial year. In the default of such notice he shall be liable for his subscription for the current and any previous years, PROVIDED ALWAYS that the Committee has the power to remit the whole, or any portion thereof, of such subscription, as they may consider the circumstances warrant
- d) Expulsion Should the Committee consider that a member has committed a breach of the Constitution and/or Rules of the Club, Or has behaved in a manner contrary to the interests of the Club, and if a two thirds of the whole Committee shall be satisfied after an opportunity of defence has been afforded the member, that such is the case, the Committee shall request him to resign, and in default of such resignation shall submit the question of resignation to a Special General Meeting of the Club. At such a Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally and/or in writing, and if two thirds of members present shall vote for his expulsion he shall thereupon cease to be a member. The voting on this matter shall be secretly by ballot

7 SUBSCRIPTIONS

- a) The Annual Subscription for each class of membership shall be fixed or determined at the Annual General or Special General Meeting, provided that any proposal to change the subscription shall be given by notice in writing in accordance with the terms of this Constitution. All Subscriptions shall be paid in advance, and shall be due on the first day of September each Year, payable within two months of the due date
- b) Discount All subscriptions paid within two months of due date shall be subject to a discount which the Committee shall fix or determine each year, prior to the Annual General Meeting
- c) Any member elected after the 30th of April in any year shall pay only that portion of the remaining year's subscription as the Committee may from time to time determine
- d) Entrance Fee Every Person applying for membership shall pay an entrance fee which the Club shall fix or determine at an Annual General or Special General Meeting. Such Entrance Fee shall not be subject to a discount, as provided above, and shall be payable in the first year of membership only. Except that financial members of the NZUA transferring to the Club

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shall be exempt The Committee shall have the power to exempt a prospective member from this fee if the circumstances dictate

- e) Arrears of Subscriptions A member shall be deemed to be unfinancial after the 31st October, until his current subscription is paid and while he remains unfinancial he shall be deprived of the privileges of membership PROVIDED ALWAYS that the Committee shall reinstate such member if he pays his outstanding subscription
- f) Termination for Subscription Arrears The Secretary shall, at the end of October each year, forward to any member whose subscription has not been paid for that year, a notice calling upon him to pay such arrears of subscription within one month In the event of such member failing to comply with such a notice, the Committee may, at it's discretion, terminate his membership

8) OFFICERS AND COMMITTEE

- a) The Officers of the Club shall consist of a President, a Vice President SCUBA, a Vice President Spearfishing, a Vice President Underwater Hockey, an Honorary Secretary, and an Honorary Treasurer
- b) Committee The Committee shall consist of the officers of the Club, the Immediate Past President and up to 5 other members, with the actual number of ordinary members being decided by the Club at each AGM prior to the election

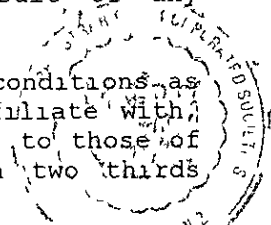
9) POWERS AND DUTIES OF THE COMMITTEE

- a) The Management and control of the Club and its' property shall be vested absolutely in the Committee, which shall have full control over finances and the expenditure of funds, and the power to make rules for the conduct of the Club, provided they do not conflict with the Constitution, or the Incorporated Societies Act 1908 and its amendments PROVIDED ALWAYS that the Committee shall not borrow any money, or mortgage any property or land, without a resolution of an Annual General or Special General Meeting

The Committee shall duly administer the policies of the Club, and shall at all times entertain any practical or useful suggestions from members, for the improvement of conditions, welfare or management of the Club

The Committee may from time to time add to or alter the rules of the Club Such rules are binding on all members, until revoked at an Annual General or Special General Meeting

- b) Honoraria The Committee may, having regard to the financial status of the Club, recommend for approval at a General Meeting, that the Club award to any member such Honorarium as it shall deem proper for the necessary technical or professional services to the Club, which would otherwise have required the employment of an independent contractor
- c) General Expenses The Committee shall have the power to reimburse out of pocket expenses incurred by any member in the conduct of the affairs of the Club, as a result of any direction of the Committee
- d) Affiliation The Committee may on such terms and conditions as it may decide, grant Club recognition to, or affiliate with, any person, or organisation with similar interests to those of the Club, provided this has been approved by a two thirds



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majority of those present and entitled to vote at any Annual General or Special General Meeting

- e) Insurance The Committee shall insure the premises and equipment of the Club against the usual property risks
- f) Sub Committees The Committee may have the power to delegate any of its powers and duties to Sub Committees of a member, or members, as it may resolve, and the President and Secretary shall be ex officio members of all such sub Committees. Such sub Committees, while in force, shall submit a report to each Meeting of the Committee
- g) Vacancies of Officers and Committee If a vacancy should occur in the office of President, The Committee shall elect one of the Vice Presidents to the Office of President but, if neither Vice President is prepared to accept this position, the Committee shall elect one of its members as Acting President to hold office until such time as a Special General Meeting is called to elect a President. If a vacancy occurs in any other office of the Club or Committee, the Committee may, by a majority vote, elect a member to fill such a vacancy until the next election
- h) Complaints Any complaints made to the Committee shall be in writing

10) DUTIES OF OFFICERS

a) President

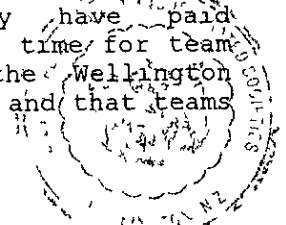
(1) The President shall be responsible for the activities and conduct of the Club's affairs in accordance with this constitution. He shall be Chairman of the Committee and preside over all Meetings of the Committee and at any Annual General or Special General Meeting of members. In his absence one of the Vice Presidents shall assume the powers and duties of President. In the absence of all three the Meeting shall elect a Chairman

(11) Voting and Reports The Chairman shall have both a casting and deliberative vote. In the event of equality of voting, he shall cast a vote in favour of the status quo where applicable

b) Vice President SCUBA - The Vice President SCUBA shall be responsible for all club activities relating to SCUBA diving, the running of SCUBA dives and general club trips and activities

c) Vice President Spearfishing - The Vice President Spearfishing shall be responsible for all Club activities as they relate to competitive spearfishing and prepare for such dives as is necessary to select a representative spearfishing team. He shall maintain all records as is necessary to determine the winners of such trophies and to ensure that all Club Spearfishing Trophies are competed for Annually

d) Vice President Underwater Hockey - The Vice President Underwater Hockey shall be responsible for all Club activities relating to underwater hockey and ensuring that all club members participating in underwater hockey have paid appropriate NZU levies, the availability of pool time for team practice, that the club is notified of the Wellington Underwater Hockey Association league game times, and that teams



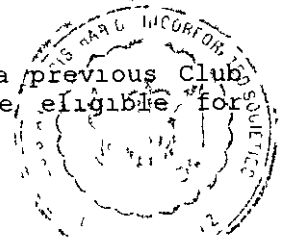
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are selected and participate at national and North Island Club Championships

- e) Honorary Secretary The Honorary Secretary shall be responsible for the serving of all notices to the Club, conduct of all correspondence, and keep a minute book in which he shall enter a correct record of all business transacted at the Annual General, Special General and Committee Meetings, and such book shall be open to the inspection of any members of the Committee at all reasonable times. He shall keep copies filed of all letters and documents relating to affairs of the Club. He shall cause to be kept an up to date register of all members of the Club, and such register shall contain the names, addresses and occupations of those members and the dates at which they became members
- f) Honorary Treasurer The Honorary Treasurer shall keep correct books of account showing income, expenditure, and the financial position of the Club, and shall explain and balance such accounts as may be required by the Committee
- (1) Banking All monies received shall be forthwith lodged in an account in the Club's name, with a trading or trustee savings bank as the Committee may determine
- (11) Payment of Accounts All payments shall be made and drawn by a cheque signed by two members of the Committee. No payment of any amount over \$5-00 shall be made unless authorised by the Committee
- g) Committee
- (1) The Committee at its first Meeting will appoint a newsletter editor and shall endeavour to appoint such representatives as they deem necessary
- (11) The Newsletter Editor shall organise and cause to be published a regular Club newsletter with items of interest to members, and containing notices of any Meetings or trips. Such newsletters shall be circulated to all members
- (111) Other representatives shall carry out such duties as delegated by the committee
- (1v) The Newsletter Editor and other representatives may attend, and shall be invited to all Committee Meetings where they shall have speaking, but no voting rights (unless they are an elected member of the committee)

11 ELECTION OF OFFICERS AND COMMITTEE
Qualifications for Office

- a) Candidates for the position of President, Vice President SCUBA, and Vice President Spearfishing shall have been financial Club members for a period of not less than 12 months
- b) Any member of the Club who is currently an Officer, in terms of this Constitution, of another underwater Club, shall NOT be eligible for election as an Officer of the Club
- c) The President should have served in office on a previous Club Committee for not less than 12 months, to be eligible for election



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- d) Nominations Nomination for office in respect of Officers, members of the Committee and Honorary Auditor shall be called for by the Secretary by circular posted to members at least 30 days prior to the Annual General Meeting

Nominations for Officers, members of the Committee and Honorary Auditor may be made, either in writing to the Secretary seven days before the Annual General Meeting, or verbally at the Annual General Meeting, duly nominated and seconded by financial members of the Club. If the number of candidates nominated does not exceed the number required, they shall be declared duly elected. Should the number of candidates nominated exceed the number required a ballot shall be held in the manner hereinafter provided

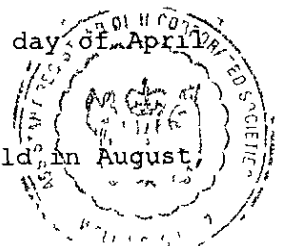
- e) Ballots When a ballot is required only members who are financial shall be eligible to vote, and two scrutineers shall be appointed at the Meeting
- f) Term of Office The Officers, Committee and Hon Auditor shall be elected at the Annual General Meeting, to hold office for one year, or until the election for their successors, and shall be eligible for re election each year, PROVIDED THAT if at any Special General Meeting, a vote of no confidence is passed by a two thirds majority on any officer or Committee member, such member shall cease to hold such position, and PROVIDED THAT any Officer or Committee member may resign his position, by giving notice in writing to the Secretary of his desire to do so. The elected Officers and Committee shall assume office at the conclusion of the Annual General Meeting
- g) Meeting of the Committee
- (1) At least 10 Meetings of the Committee shall be held each year
 - (11) A quorum at a Meeting of the Committee shall be 50% of the elected members, and if, after 30 minutes of the notified starting time, a quorum is not present, then no business shall be transacted
 - (111) Any member of the Committee absenting himself from three consecutive Meetings of the Committee without leave thereof, shall forthwith cease to be a member of the Committee, if a two thirds majority shall so decide. A record shall be kept of the attendances of each member of the Committee and incorporated in the Presidents Annual Report
 - (1v) Any 2 members may attend Meetings of the Committee provided that adequate notice has been given to the Secretary
- h) Special Meetings of the Committee A Meeting of the Committee for Special purposes, shall be called for by the Secretary on the requisition of the President, or three Committee members. A circular stating the object of such Meeting shall be circulated by the Secretary to each member at least 24 hours prior to the time set for such Meeting

12) FINANCIAL YEAR

The financial year of the Club shall start on the first day of April each year

13) ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Club shall be held in August, the exact date to be decided by the Committee



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- b) The outgoing President and Secretary are to determine the priority of business to be transacted at the Annual General Meeting
- c) Report and Balance Sheet At such Annual General Meeting, a typewritten President's Report and a duly audited Balance Sheet and Statement of Income and Expenditure shall be presented, and all these have been forwarded to each member of the Club at least 14 days prior to the Annual General Meeting
- d) Notice of A G M At least 14 days notice by post of the Annual General Meeting shall be given to each Club Member, and notice calling the Annual General Meeting shall contain brief details of the business to be discussed
- e) Quorum A quorum for the Annual General Meeting shall comprise one fifth of the Club Members financial at the time of the Meeting and entitled to vote
- f) Honorary Auditor The Honorary Auditor shall be a chartered Accountant, and shall be appointed at the Annual General Meeting He shall audit the Annual Balance Sheet and Statement of Income and Expenditure No Committee member of the Club shall be eligible for the position of Hon Auditor

14) SPECIAL GENERAL MEETING

A Special General Meeting shall be called -

- a) At any time by the President, or by resolution of the Committee
- b) At any time on the written requisition, addressed to the Secretary and signed by 10% or more financial Club members, PROVIDED THAT a requisition to call such a Meeting shall state the nature of the business, and the motion or motions to be moved thereat A Special General Meeting shall be called for at a date not earlier than 14 days, and not later than 40 days, following the receipt of a requisition to hold such a Meeting If the Secretary has not called the Meeting within this time, the Club members signing the requisition shall have the power to convene such a Meeting
- c) Notice of Meeting Each Club member shall be notified in writing at least 14 days before the date of a Special General Meeting, of the business to be discussed, and the motion or motions to be moved thereat
- d) Quorum A quorum for a Special General Meeting shall comprise one fifth of the Club members financial at the time of the Meeting and eligible to vote

15) GENERAL MEETINGS

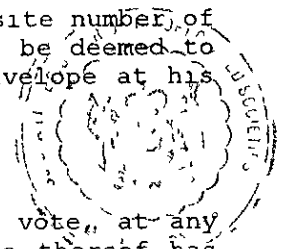
The Club shall hold a General Meeting once in each month of the year, except the month of December, for the purpose of instruction to Club members, for their entertainment or for the discussion of General business The date and place of such Meetings to be fixed by the Committee and notice to be given to members accordingly

16) NOTICES OF MEETINGS

A notice of any Meeting of the Club, provided the requisite number of days' notice, as provided herein, has been given, shall be deemed to be delivered, if addressed to a member in a prepaid envelope at his last known address

17) NOTICES OF MOTION

No motion shall be proposed, discussed, or put to the vote, at any Annual General or Special General Meeting unless notice thereof has been given in writing, together with the notice of Meeting to Club



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members at least 14 days prior to any Annual General or Special General Meeting, PROVIDED ALWAYS that a notice of motion which does not affect the policy of the Club, may, with the sanction of a resolution at such a Meeting, be proposed, discussed, and put to the vote. The decision as to whether or not a motion affects the policy of the Club, rests solely on the Chairman

18 VOTING

Every Financial ordinary Club member, and Hon Life Members, shall be entitled to one vote on each motion, at any Annual, General or Special Meeting, and voting shall be decided by a majority, by a show of hands, unless otherwise herein provided, or by written ballot on the request of any member

19 NOTICES OF MOTION TO RESCIND

A notice of motion to rescind a resolution adopted at any Meeting of the Club when disposed of, shall not be considered within a period of 12 months from the date when the original motion was adopted, except however that, on receipt of a notice of motion by the Secretary, signed by not less than 10% of the financial Club members, or by a majority resolution of the Committee, the notice of motion may again be brought before a Meeting of the Club or Committee

20 AMENDMENTS TO CONSTITUTION

The constitution/rules of the Club (with the exception of clause 25 entitled "Personal Pecuniary Profit") shall not be altered, or rescinded, unless the proposed alteration -

- a) Is communicated with the membership in accordance with Clauses 14 and 17 above, and
- b) Obtains the sanction of a majority of not less than two-thirds of the members constituting any such Annual or Special General Meeting who are present at the time the vote is taken and who cast a vote, and
- c) Is consistent with objects of the club set out in clause 2 of this constitution

No amendment may be made to the Constitution or rules which alters or rescinds clause 25 headed "Personal Pecuniary Profit"

21 INTERPRETATIONS

- a) "Committee", shall mean Officers and Committee members unless expressly stated otherwise
- b) "Member", shall be a person who has been accepted by the Committee as a Member
- c) Wherever not inconsistent with the context, any expression referring to the singular shall include the plural and referring to male shall include female
- d) Conduct of Meetings Failing anything to the contrary contained in this Constitution the Parliamentary Rules of Debate shall apply
- e) In the case of any doubt, dispute or difference, arising as to the interpretation of the Constitution, the decision of the Committee shall be final and binding to all parties, PROVIDED ALWAYS that in the event of any doubt, dispute, or difference, or matter not provided for, arising at any Annual, General, or Special Meeting, the decision of the Chairman shall be final and binding to all parties

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22 COMMON SEAL

The Common Seal of the Club shall be kept in the custody of the Secretary of the Club, and shall only be used by the authority of the Committee. Such seal shall only be affixed to any document, or any other paper, by the President, in the presence of the Secretary, and both shall sign every document or other paper to which the seal of the Club is so affixed.

23 INDEMNITY

Neither the Club nor any Officer or Committee member thereof or member acting with the authority of the Club shall be liable for any act or omission resulting in the injury, or loss to any member of the Club.

24 WINDING UP

- a) The Club may only be wound up in accordance with the terms and conditions of the Incorporated Societies Act 1908 and its' amendments
- b) Any resolutions to wind up the Club shall be decided at a Special General Meeting called for that purpose in terms of Clause 14 and 16 hereof. Such a resolution shall require a bare majority of those members present
- c) On the winding up of the Club, or its' dissolution by the Registrar of Incorporated Societies, the real property and assets of the Club shall be realised for cash. If after the discharge of all liabilities, a surplus of funds remains, then such surplus shall be held in a trust account in the Club's name by the Secretary, and one other nominated member, for a period of 12 months from the date of dissolution. If the Club does not reconstitute within 12 months then the trustees shall gift and donate such funds to the New Zealand Underwater Association Inc.
- d) In the event of winding up, no member shall be liable for more than his current subscription and any arrears of subscription.

25 PERSONAL PECUNIARY PROFIT

No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:

- a) Professional services to the Club rendered in the course of business charged at no greater rate than current market rates, or
- b) Interest on money lent at no greater rate than current market rates.

26 NEW SET OF RULES

The Club has the power to substitute a completely new set of rules provided they comply with the conditions contained in Section 17 of this constitution.

PRESIDENT

Tim Kemmitt
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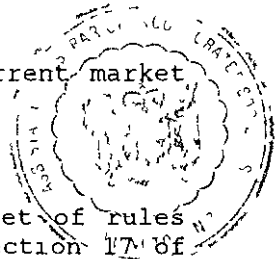
VICE PRESIDENT SPARTAN

RICHARD BOND
R & Bond
6 BOND
JOHNSONVILLE

SECRETARY

LOUISE MARTIN
Louise Martin
13 FOYLE ST
ISLAND BAY
WELLINGTON.

Alteration of rules registered, this *21st* day of *OCTOBER*, 19 *96*.
SYDNEY JOHN RIVETT
Assistant Registrar of Incorporated Societies
Wellington



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