



# **Rules of Northern Snow Circus Incorporated**

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## 1. Interpretation

### 1.1 Definitions

**Act** means the Incorporated Societies Act 1908;

**Annual General Meeting** means the regular annual meeting open to all Members;

**Club** means a group of individuals formed as an incorporated society to participate in, administer, promote or develop one or more Snow Sports which can be either a competitive club or a recreational club;

**Committee Member** means a Member elected to the executive Committee each year at the Annual General Meeting tasked with the management of the Society;

**Corporate Body** means an incorporated society, companies incorporated under the Companies Act 1993, charitable trusts incorporated under the Charitable Trusts Act 1957 or a city, district or regional council;

**Executive Committee** means the management group of Members of the Society appointed in accordance with Rule 7.2;

**Executive Committee Meeting** means a meeting of the Executive Committee;

**General Meeting** means any Annual General Meeting or Special General Meeting but does not include an Executive Committee Meeting;

**Member** means a member of the Society;

**Membership** means membership of the Society;

**NSC** means Northern Snow Circus;

**NSC Competitive Event** means an event or competition that scores or ranks competitors in one or more Snow Sports that is owned or held by or under the auspices of NSC and or is sanctioned by NSC;

**Officer** means the Chairperson, Secretary, Treasurer and Snow Sports Programme Director;

**Reviewer** means an accountant, who is a member of the New Zealand Institute of Chartered Accountants;

**Rules** means the definitions and Rules that make up this document;

**Secretary** means the person appointed as secretary under Rule 7.7(a) (iii);

**Snow Sports** means ski racing (also known as Alpine), cross-country skiing, freestyle skiing, freeskiing, snowboarding, ski touring, speed skiing, recreational skiing and adaptive Snow Sports, and any other disciplines as approved by the Executive Committee from time to time;

**Society** means Northern Snow Circus Incorporated;

## 2. Name

The name of the Society is Northern Snow Circus Incorporated.

## 3. Objects

The objects of the Society are:

- (a) the promotion of Snow Sports for the education, recreation and entertainment of the general public: including but not limited to: ski racing, cross-country, freestyle, freeskiing, snowboarding, ski touring, speed skiing, recreational skiing and adaptive Snow Sports;
- (b) to do anything necessary or helpful and within reason to achieve the purposes outlined in Rule 3(a);
- (c) establish, promote and stage local and national and other Snow Sports competitions and events in New Zealand, and to determine the rules of such competitions and events;
- (d) work in partnership with the providers in the Snow Sports industry, including (but not limited to) training providers, private operators, and Clubs, to ensure high standards of development and delivery for Snow Sports in New Zealand;
- (e) encourage and promote Snow Sports to be undertaken in a manner which upholds the principles of fair play and is free from doping;
- (f) provide information, assistance and resources to its Members;
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of NSC, its standards, quality and reputation for the collective and mutual benefit of the Members and Snow Sports;
- (h) at all times operate with, and promote, mutual trust and confidence between NSC and the Members in pursuit of these Objects; and
- (i) at all times to act on behalf of, and in the interest of, the Members and Snow Sports.

## 4. Membership

### 4.1 Members

- (a) The Executive Committee may:
  - (i) create different types of Members or categories within a type of Member; and
  - (ii) fix different rates of annual subscription for each type of Member or category within a type of Membership as it deems appropriate

## 4.2 Admission of Members

### (a) Application

Any person or other Corporate Body who agrees with the objects of the Society may, subject to the Executive Committee's approval, become a Member of the Society by:

- (i) submitting an application on the form prescribed by the Society; and
- (ii) supplying any other information the Executive Committee requests.

### (b) Acceptance

The Executive Committee will:

- (i) consider any application for Membership received at the next Executive Committee Meeting;
- (ii) determine whether to accept or reject the application; and
- (iii) have absolute discretion to accept or reject any application for membership so long as that decision does not conflict with any of the applicable provisions of the Human Rights Act of 1993. For the avoidance of doubt, the Executive Committee will not discriminate on the grounds of nationality, ethnicity, gender, age, sexual orientation, religion, disability or any other identifiable characteristic

### (c) Notification

Upon accepting a Membership application, the Executive Committee is to notify the applicant in writing of the applicant's acceptance and request payment of the applicant's first annual subscription and any applicable entrance fee, as determined by the Executive Committee from time to time.

### (d) Payment of annual subscription

Upon payment of the first annual subscription and any applicable entrance fee to the Society in accordance with the request in Rule 4.2(c), a person is, and is to be registered as, a Member.

Every Member shall for each year ended 31st March pay to the Society, by a date to be specified by the Executive Committee, an annual subscription of such amount as shall from time to time be fixed by the Executive Committee. Only upon payment of this subscription, which may vary as between persons, shall the person be entitled to the rights and privileges of a Member.

Notwithstanding the above, any Member whose subscription or any other money due to the Society, remains unpaid for three months after the due date may be removed from Membership by the Executive Committee but shall still be liable to pay all arrears of such sums, subscriptions or other moneys.

### 4.3 Obligations of Members

All Members (and Executive Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

### 4.4 Register of Members

- (a) The Secretary is to keep a register of Members.
- (b) The register is to state the name, address, telephone number of each Member and the date at which that person became a Member.
- (c) The Society undertakes to hold membership data in a manner consistent with the Privacy Act of 1993. Members have the right to see all data held by the Society pertaining to that Member, and if informed in writing by the Member that such data is incorrect, the Society will correct it in a timely fashion.

## 5. Termination of Membership

### 5.1 Termination by Member

Any Member may terminate its Membership by giving written notice to the Secretary.

### 5.2 Termination by the Society

The procedure for termination of Membership by the Society will be as follows:

- (a) Any person or organisation may make a complaint to the Executive Committee that the conduct of a Member of the Society is or has been injurious to the character of the Society. Each such complaint will be in writing and addressed to the Secretary. Such complaint may include, but is not limited to any or all of the following:
  - (A) the Member does not comply with these Rules;
  - (B) the Member is convicted of an indictable offence;
  - (C) the Member is unable to pay its debts to the Society as they become due, is bankrupted or makes any composition or arrangements with its creditors;
  - (D) the Executive Committee resolves that the Member's conduct renders the Member undesirable to continue to be a Member;
  - (E) the Member fails to pay its annual subscription or other fee or levy in accordance with Rule 4.2 (d).
- (b) If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the Member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the Member's conduct.
- (c) The Executive Committee will give the Member at least 14 days written notice of the meeting. The notice will:
  - (i) sufficiently inform the Member of the complaint so that the Member can offer an explanation of the Members' conduct; and

- (ii) inform the Member that if the Executive Committee is not satisfied with the Member's explanation the Executive Committee may terminate the Member's Membership in the Society.
- (d) If, in the meeting, the Executive Committee decides to terminate the Member's Membership, the Member will cease to be a Member of the Society with immediate effect.
- (e) If the Member does not attend the meeting or make reasonable efforts to do so at the earliest mutually agreeable opportunity, the Executive Committee reserves the right to make a decision on the termination of the Member's Membership in the absence of the Member
- (f) If the Member ceases to be a Member, that person or Corporate Body must within one month give to the Executive Committee all Society documents and property and pay any outstanding commitments to the Society

### **5.3 Disputes**

A Member expelled by the Executive Committee may within 14 days give written notice of appeal to the Secretary. The Secretary will then call a Special General Meeting to take place within 28 days of the receipt of the notice of appeal.

### **5.4 Readmission of former Member**

If at a Special General Meeting a resolution is passed rescinding the termination of Membership, the Member will be reinstated immediately.

## **6. General Meetings**

### **6.1 Annual General Meeting**

The Society must hold an Annual General Meeting no later than **30th November** in each year.

The business of an Annual General Meeting is:

- (a) the Chairperson's report on the business of the Society;
- (b) the Treasurer's report on the finances of the Society;
- (c) to elect the Committee Members to form the Executive Committee;
- (d) to approve the appointment and remuneration of any Reviewer;
- (e) to receive and approve the annual report and financial statements; and
- (f) to consider any other general business.

### **6.2 Special General Meeting**

A Special General Meeting may be held in the following circumstances:

- (a) if 3 or more of the Executive Committee Members convene the Special General Meeting;
- (b) if 50% or more of the Members request a Special General Meeting by notice in writing to the Secretary; or
- (c) if a Special General Meeting is required to be convened under Rule 5.3 or Rule 13.1.

### 6.3 Notice to Members

- (a) The Secretary must give each Member at least 28 days' written notice of an Annual General Meeting and 14 days' written notice of a Special General Meeting
- (b) Any such notice must include:
  - (i) the business to be conducted at the General Meeting; and
  - (ii) in the case of an Annual General Meeting, copies of the annual report and financial statements of the Society.

### 6.4 Members right to attend

Every Member of good standing has the right to attend a General Meeting. If there is any question as to whether a Member is of good standing, the Executive Committee will decide the issue in its absolute discretion.

### 6.5 Voting rights

Each Member in good standing that is an individual is entitled to one vote on all proposed resolutions at a General Meeting. Each Member in good standing that is a Corporate Body is entitled to three votes on all proposed resolutions at a General Meeting.

### 6.6 Motions

- (a) Any Member or the Executive Committee may request that a motion be voted on at a General Meeting, by giving written notice to the Secretary at least 28 days before the date of the relevant Annual General Meeting or 14 days before the relevant Special General Meeting.
- (b) The Secretary is to send written notice of a motion proposed by a Member to each Member no later than 21 days before the date of the relevant Annual General Meeting or 7 days before the date of the relevant Special General Meeting.

### 6.7 Proceedings at General Meeting

- (a) **Quorum**
  - (i) No business is to be transacted at a General Meeting unless a quorum of Members is present at the commencement of the General Meeting.
  - (ii) A quorum for a General Meeting is the lesser of:
    - (A) at least 5 Members entitled to vote and present in person, or
    - (B) at least 50% of the total current Membership entitled to vote and present in person.
  - (iii) In the event that a quorum is not present for the General Meeting, the meeting is adjourned and must be reformed within one calendar month and the Members present at that adjourned meeting will constitute a quorum.
- (b) **Chair of General Meeting**

Each General Meeting is to be chaired by the Chairperson of the Executive Committee.
- (c) **Resolutions**
  - (i) Each resolution of a motion at a General Meeting is to be voted by a show of hands unless a poll is demanded by any Member of good standing.

- (ii) A minute of the vote will be recorded as conclusive evidence of what has occurred.
- (iii) A resolution will be valid and effective if passed by a majority of those Members present and entitled to vote.

(d) **Casting Vote**

The Chairperson shall have a casting and deliberative vote at all General Meetings.

(e) **Proxies**

A Member entitled to vote may not appoint a proxy.

## 7. Management of Society

### 7.1 Powers of the Executive Committee

The administration, business and affairs of the Society are to be managed by, or under the direction of the Executive Committee. Subject to these Rules and any resolutions passed at a General

Meeting, the Executive Committee has all the powers and authorities required to:

- (a) effect any or all of the Society's objects;
- (b) exercise all the powers of the Society; and
- (c) do all such acts and things as may be exercised or done by the Society that are not required to be exercised or done at a General Meeting.

### 7.2 Composition of the Executive Committee

- (a) The Executive Committee shall consist of a minimum of three and a maximum of 5 Committee Members.
- (b) The first Committee Members of the Executive Committee shall be: Adrian Farnsworth, Jonathan Howson, Ken Jackson, Chris Jones, Becs Nevill
- (c) The Executive Committee shall elect the Chairperson of the Society from amongst the members of the Executive Committee at a meeting to be convened within 24 hours of the Annual General Meeting electing the members of the Executive Committee. The first Chairperson of the Society shall be Jonathan Howson.
- (d) It shall be the duty of the Executive Committee to conduct and manage the affairs of the Society, to keep the usual and proper books of account and other records and to notify all Members of intended General Meetings and of the business to be transacted at General Meetings and to prepare and submit to the Annual General Meeting a statement of the affairs of the Society as at **31st December** in each year.
- (e) The members of the Executive Committee shall be entitled to claim from the Society and to be paid their reasonable travelling and out-of-pocket expenses incurred while engaged in the affairs of the Society.
- (f) Only Members of the Society may be Committee Members.
- (g) Committee Members must also be members of Snow Sports New Zealand to run concurrently with their Membership of the Society.

### **7.3 Delegation**

The Executive Committee may appoint, and delegate any one or more of its powers to, sub-committees for any particular matter concerning the activities of the Society. Such sub-committees shall act in all respects in such manner and subject to such directions as the Executive Committee may from time to time prescribe.

### **7.4 Nomination/Appointment of Committee Members**

- (a) Nomination for members of the Executive Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Executive Committee shall be eligible for re-election and do not require nomination.
- (b) Committee Members are to be appointed by majority vote at an Annual General Meeting.
- (c) If the position of any Committee Member becomes vacant between Annual General Meetings caused by resignation or expulsion of a Member, the Committee may appoint another Member in good standing to fill the vacancy until the next Annual General Meeting. It shall not be compulsory to fill such vacancy.

### **7.5 Resignation/termination/retirement of Committee Members**

- (a) A Committee Member may resign by notice in writing to the Society.
- (b) A Committee Member will retire when their term expires, pursuant to Rule 7.5 (e)
- (c) If a person ceases to be a Committee Member, that person or Corporate Body must within one month give to the Executive Committee all Society documents and property.
- (d) If a Committee Member of the Executive Committee:
  - (i) is absent, except on leave granted by the Executive Committee, from three consecutive meetings of the Executive Committee;
  - (ii) is convicted of an indictable offence, becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his creditors or makes an assignment of any of his property for their benefit; or
  - (iii) ceases to be a member of the Executive Committee by virtue of the Act or is prohibited from being a director of a company by reason of any order made under the Companies Act 1993; or
  - (iv) ceases to be a Member of the Society;  
then that member of the Executive Committee shall cease to be a Committee Member.
- (e) At the Annual General Meeting held in the 2013 calendar year and at each Annual General Meeting thereafter, one half (or if the number of members of the Executive Committee is not divisible by two then the number of members of the Executive Committee shall be

deemed, for the purpose of this Rule, to be one less than their actual number) of the members of the Executive Committee for the time being shall retire from the Executive Committee and the following provisions shall apply:

- (i) The Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Members on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- (ii) A retiring Member of the Executive Committee shall be eligible for re-election.

## 7.6 Executive Committee Meetings

### (a) **Frequency of Executive Committee Meetings**

The Executive Committee is to hold Executive Committee Meetings as is necessary for the performance of its functions but regardless no less than once per calendar year

### (b) **Notice**

The Secretary must give each Executive Committee Member at least 14 days written notice of an Executive Committee Meeting.

### (c) **Quorum**

- (i) No business is to be transacted at a Executive Committee Meeting unless a quorum of Members is present at the commencement of the Executive Committee Meeting.
- (ii) A quorum for an Executive Committee Meeting is three Executive Committee Members.

### (d) **Method of Meetings**

Executive Committee Meetings may be held by the contemporaneous linking together by telephone of a number of the members of the Executive Committee not less than the quorum provided that:

- (i) All members entitled to receive notice of a meeting shall be given notice in accordance with Rule 7.6 (b).
- (ii) Each of the Members taking part in the meeting must be able to hear each of the other Members taking part in the meeting and must acknowledge their presence to the other Members.
- (iii) Members may not leave the meeting by disconnecting their telephones unless they have obtained the express consent of the Chairperson.
- (i) A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if the minute is certified correct by the Chairperson.

(e) **Chairperson of Executive Committee Meetings**

Each Executive Committee Meeting is to be chaired by the Chairperson. In the event of the absence, sickness, incapacitation or death of the Chairperson, the members of the Executive Committee may elect a person to act in the place of the Chairperson and that person shall have all the powers of the Chairperson.

(f) **Resolutions**

- (i) A resolution will be valid and effective if passed by a majority of those Committee Members present at an Executive Committee Meeting.
- (ii) A resolution in writing signed by all the Committee Members entitled to receive notice of an Executive Committee Meeting is as valid and effective as if it had been passed at an Executive Committee Meeting duly convened and held.

(g)  **Casting Vote**

The Chairperson shall have a casting and deliberative vote at all Executive Committee Meetings.

## 7.7 Officers of Society

(a) **Appointment of Officer**

At the first Executive Committee Meeting following an Annual General Meeting, the Executive Committee is to appoint the following Officers of the Society. One or two persons may be appointed to perform the functions of a Secretary and Treasurer and one person to perform the function of Snow Sports Programme Director. These offices can be filled by the appointment from the members of the Executive Committee or alternatively Members in good standing from outside the Executive Committee. It shall be permissible for one person to be appointed to more than one position:

- (i) Chairperson – shall chair all General Meetings and Executive Committee Meetings and as described elsewhere herein;
- (ii) Treasurer - shall be responsible for all financial matters of NSC, shall present an annual statement of accounts at the Annual General Meeting and as described elsewhere herein;
- (iii) Secretary – shall be responsible for all secretarial work within NSC including correspondence and the keeping of the minutes of all meetings, together with the sending of notices of all meetings to Members and the Executive Committee and as described elsewhere herein; and
- (iv) Snow Sports Programme Director - shall be responsible for all matters pertaining to the development and management of all Snow Sports programmes/events run by NSC. The Member shall also be responsible for the formation and management of a Race Organizing Committee and may delegate this function to a suitably qualified Member.

(b) **Removal of Officer**

The Executive Committee may at any time remove a person elected to an office from outside the Executive Committee and may elect one of their number in the person's stead.

- (c) **Indemnity**
- (i) No Officer or Member of the Executive Committee shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by wilful acquiescence.
  - (ii) The Officers, Executive Committee and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

## 8. Common seal

- (a) The Society is to have a common seal.
- (b) A document shall be executed on behalf of the Society if:
  - (i) the common seal is attached to the document; and
  - (ii) the document is witnessed by the Chairperson, the Secretary and countersigned by one other member of the Executive Committee.

## 9. Finance and accounts

- (a) Subject to any resolution of Members at a General Meeting, the Executive Committee is to control all funds and expenditure of the Society.
- (b) The Executive Committee may open and operate such bank account or accounts as it sees fit.
- (c) The authority to incur expenditure on behalf of the Society is limited to the Treasurer plus any one member of the Executive Committee whose names will be kept as authorised signatories by the bank. All cheques must be co-signed by both authorised signatories.

## 10. Pecuniary gain

No Member or associate of any Member is to receive or obtain any pecuniary gain from the property or operations of the Society.

## 11. Borrowing powers

The Society does not have and may not exercise any powers of borrowing.

## 12. Amendments to Rules

- (a) The Society may amend, add to, replace or rescind any or all of the Rules at a General Meeting by a resolution passed by a 75% majority of those Members present and entitled to vote.
- (b) No addition to or alteration of the aims/objects, payments to Members clause or the winding-up clause shall be approved without the approval of the Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

- (c) Notice of any intended amendment or addition to, or replacement or rescission of, the Rules must be:
  - (i) made in writing;
  - (ii) received by the Secretary no later than 28 days prior to the last day for sending out the notice of the General Meeting at which the proposal is to be considered; and
  - (iii) contain a written explanation of the reasons for the proposal.
- (d) The Secretary must send a copy of the notice to each Member with the notice of the General Meeting together with any recommendations the Executive Committee has.
- (e) Every amendment to the Rules passed in accordance with Rule 12 (a) is:
  - (i) to be in writing and signed by at least three Members of the Society; and
  - (ii) delivered to the Registrar of Incorporated Societies together with a certificate from an Officer of the Society certifying that the amendment has been made in accordance with the Rules.

## 13. Liquidation

### 13.1 Voluntary liquidation

The Society may be voluntarily liquidated if:

- (a) a resolution is passed at a General Meeting requiring the Society to be liquidated; and
- (b) the resolution is confirmed at a subsequent Special General Meeting convened for that purpose held not earlier than 30 days after the General Meeting at which the resolution was passed.

### 13.2 Distribution of surplus assets

Upon liquidation of the Society, the proceeds, funds and assets of the Society (if any), after the payment of all costs, debts and liabilities of the Society, are to be distributed to such other non-profit making organisation or organisations that have similar Objects to the Society as described in Rule 3 as determined by the Members by resolution at the Special General Meeting called pursuant to Rule 13.1 (b). If Members are unable to reach agreement over the distribution of surplus assets, then the provisions of Section 27 of the Act shall apply.

## 14. Registered office

- (a) The registered office is to be determined from time to time by the Executive Committee.
- (b) As at the date of incorporation of the Society the registered office is:  
Northern Snow Circus c/o Snowplanet, 91 Small Road, Silverdale, Auckland 0992

## 15. Financial year

The financial year of the Society begins on **1st January of every year and ends on 31st December.**

## 16. Assurance on the Financial Statements

- (a) At an Annual General Meeting, the Society shall appoint an accountant to review the annual financial statements of the Society ('the **Reviewer**'). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.
- (b) The Executive Committee is responsible to provide the Reviewer with:
  - (i) access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
  - (ii) additional information that the Reviewer may request from the Committee for the purposes of the review; and
  - (iii) reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

## 17. Additional powers

Subject to the provisions of the Incorporated Societies Act 1908, the Society shall have power to do all acts and things necessary for the furtherance of its objects or any of them and in particular may exercise the following powers and ancillary objects:

- (a) The Society may have headquarters, rooms and other facilities at such places as will from time to time be determined.
- (b) The Society may cultivate reciprocal relations with kindred associations in this and other countries.
- (c) The Society may purchase, take on, lease or otherwise acquire on such terms as it may think fit, any real and personal property, and any rights and privileges, either necessary or convenient, for the purposes of the Society, and may erect, maintain, improve or alter any building, premises or works it may require.
- (d) The Society may sell, lease, exchange, mortgage or otherwise deal with all or any of the real and personal property of the Society. The Society may accept any gifts of property, whether subject to any special trust or not, for any one or more of the objects of the Society.
- (e) The Society may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Society.
- (f) The Society may employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Executive Committee thinks fit.