
RULES OF FOOD & FIBRE CoVE SOCIETY INCORPORATED

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BACKGROUND

- A. In 2019 the New Zealand government (**Government**) undertook a formal Review of Vocational Education (**RoVE**) intended to ensure a strong, unified, sustainable system for all vocational educational education in New Zealand, that delivers the skills that learners, employers and communities need to thrive.
- B. In pursuit of the RoVE's goals and recommendations, Government mandated the formation of certain Centres of Vocational Excellence (**CoVEs**) that will play a significant role in driving innovation and excellence in vocational education. A CoVE is a consortium comprising industry experts, vocational education providers, education experts, Māori, relevant standard setting bodies, researchers and other parties hosted at a regional Institute of Technology or Wānanga.
- C. In September 2020, the Education Minister announced the establishment of a Primary Sector CoVE to be known as the Food & Fibre CoVE, which is hosted at a subsidiary of Te Pukenga, the Eastern Institute of Technology Limited (**EIT**).
- D. This Society is the legal structure by which the Food & Fibre CoVE will operate for the objects described in rule 2.

OPERATIVE PROVISIONS

1 Name

The name of the society is The Food & Fibre CoVE Society Incorporated (**Society**).

2 Objects

- (a) The primary objects of the Society are:
 - (i) to relieve poverty among persons who are or were engaged in activities and/or employment associated with New Zealand's food and fibre sector;
 - (ii) to provide support, funding or grants to advance education among persons who are or were engaged in activities and/or employment associated with New Zealand's food and fibre sector;
 - (iii) to promote, encourage, foster and/or undertake programmes, activities and projects that are related to New Zealand's food and fibre sector and beneficial to the New Zealand public, or any group, community or sector in New Zealand and charitable in nature;
 - (iv) to promote and encourage in the national interest research into and the dissemination of information relating to New Zealand's food and fibre sector or to any other issue or matter whatsoever relating to New Zealand's food and fibre sector that the Board considers to be in interests of the New Zealand public.
- (b) The secondary objects of the Society are to enable an industry-led consortium, who shall become Society members, to:
 - (i) Establish a Food & Fibre CoVE to be hosted at EIT.

- (ii) Provide industry with a vehicle by which it can collaborate with education providers, vocational education system partners, Society members and others, to support and enable vocational education and training excellence.
 - (iii) Support the growth of vocational education excellence with a focus on teaching, learning and research.
 - (iv) Promote innovation in vocational teaching and learning associated with the nation's food and fibre sector skills needs.
 - (v) Build strong connections within and across the nation's vocational education system by strengthening links between industry, education providers, researchers, food and fibre sector experts, Workforce Development Councils, other CoVEs, and communities.
 - (vi) Develop and implement learner-focused, industry-led, government-enabled strategies and programmes to define and achieve vocational excellence and innovation, specialised opportunities for vocational education and skills development throughout a person's working life in the food and fibre sector, and greater attraction and retention of well skilled and educated participants in the sector.
 - (vii) Do any act or thing incidental or conducive to the attainment of any of the above objects.
- (c) Regardless of rules 2(a) and (b):
- (i) the Society must be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand within the meaning of the Charities Act 2005; and
 - (ii) no member of the Society must derive any personal pecuniary gain from membership of the Society.

3 Te Tiriti o Waitangi

In attaining its purposes, the Society shall honour and give effect to Te Tiriti o Waitangi and support Māori-Crown relationships.

4 Powers

- (a) In addition to its statutory powers, the Society:
- (i) may use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ or contract such people as may seem expedient.
 - (ii) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease, or otherwise dispose of property, rights, or privileges to further or carry out its objects as may seem expedient.
 - (iii) may invest in any investment in which a trustee might invest.
 - (iv) must have power to borrow or raise money by debenture, bonds, mortgage, and other means, with or without security, but such borrowing powers must not be exercised other than by resolution of a general meeting of which proposed resolution at least ten clear days' written notice

was given by circulation to all members or by notification in the public notice column of a local daily newspaper.

- (b) Regardless of any other provision, the Society must only spend money to further its charitable objects, which must not be for the sole personal or individual benefit of any member.
- (c) Any transactions between the Society and any member, Board member or member of the Board, or any associated persons must be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions must be limited to:
 - (i) a fair and reasonable reward for services performed.
 - (ii) reimbursement of expenses properly incurred.
 - (iii) usual professional, business, or trade charges.
 - (iv) interest at no more than current commercial rates.
- (d) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever.
- (e) The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

5 Membership

- (a) The classes of membership and the method by which members are admitted to different classes of membership are as follows:
 - (i) Individual member

An **Individual Member** is an individual admitted to membership under rule 6 and who or which has not ceased to be a member under any other rule.
 - (ii) Corporate member

A **Corporate Member** is an incorporated or unincorporated body admitted to membership under rule 6 and which has not ceased to be a member under any other rule.
- (b) Every member must advise the General Manager of any change of address.
- (c) The General Manager must keep a membership register of Individuals and Corporate Members recording their names and addresses and the dates each member became a member.
- (d) All members (and Board members) must promote the interests and the objects of the Society and must do nothing to bring the Society into disrepute.
- (e) Copies of this constitution must be provided (at no cost) to any member on joining the Society.

6 Admission and expectations of members

- (a) Applicants for membership as Individual or Corporate Members must complete any application form provided by the Board and supply such information as may be required by the Board.
- (b) Membership applications must be considered by the Board who may interview an applicant Individual Member or representatives of an applicant Corporate Member.
- (c) The Board has the sole discretion whether to admit a membership applicant and must advise the applicant of its decision.
- (d) A member must participate, or intend to participate, in the CoVE and always meet these expectations:
 - (i) Open and transparent sharing of relevant data and other information
 - (ii) Identifying and sharing best practice models and research
 - (iii) Gathering and sharing employee, student, and staff ideas, opinions, insights, and feedback
 - (iv) Active membership of the Food and Fibre Skills Network, being the pan-sector collaboration and partnership between industry and education and skills-training providers
 - (v) Prepared to participate in projects which apply to their sector or branch of Te Pukenga or private education and other skills-training providers.
- (e) Members are strongly encouraged to contribute to the CoVE by:
 - (i) Leading or partnering a regionally based or sector-based project
 - (ii) Linking existing projects and initiatives to the CoVE
 - (iii) Providing goods and/or services or other in-kind contributions without cost to the Society where possible, or at the cost to the member of providing them
 - (iv) Partnering and actively engaging in a pan-sector/system-level project
 - (v) Co-investment or attracting funding
 - (vi) Membership of the CoVE's technical reference groups.

7 No subscriptions or levies

- (a) Members must not be obliged to pay any annual subscription, capitation fees for different classes of membership, or levies except as may be resolved in advance by a general meeting of members.
- (b) A member who is obliged to pay any amount under sub-rule (a) shall remain liable for payment of that amount after the member ceases to be a member of the Society.

8 Cessation of membership and complaints

- (a) Any member may resign instantly from that member's class of membership by written notice to the General Manager and must cease to hold himself, herself, or itself out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks, and manuals).
- (b) The Board may declare that a member is no longer a member (from the date of that declaration or such other date as it specifies) if that member:
 - (i) ceases to be qualified to be a member, or
 - (ii) is convicted of any indictable offence or an offence for which a convicted person may be imprisoned, or
 - (iii) is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation, or
 - (iv) fails to meet the ongoing membership requirements in rule 6(d), or
 - (v) behaves in a manner calculated to, or likely to result in harm to the CoVE or the Society.
- (c) Any complaint about any member, whether from another member or any other person, must be lodged in writing with the General Manager, who must investigate it. In doing so, the General Manager must observe the rules of natural justice, and the procedures set out below must be observed:
 - (i) After due inquiry and having given the member the right to be heard, the Board may by letter invite the member within a specified period of time to resign for failure to comply with these Rules or any of Society's Regulations or By-laws, bringing the Society into disrepute or failure to comply with any other duties of a member.
 - (ii) If the member does not so resign, the Board may recommend to a general meeting that the member be expelled.
 - (iii) After the member has been given the opportunity of being heard by or providing written comments to the general meeting, that general meeting may expel the member by resolution passed by two-thirds majority of those present and voting.
- (d) A member whose membership is terminated under these rules must, from the date of the termination of their membership, cease to hold himself, herself, or itself out as a member of the Society and return to the Society all material produced by the Society (including any membership certificate, handbooks, and manuals).

9 Re-admission of former members

Any former member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Board.

10 Board composition, skills and expertise, and election process

- (a) The Board must comprise an independent Chair with a food and fibre sector background, and up to eight other Board members appointed, elected, or removed as set out in this rule.
- (b) The Board's first term shall be for two years. Thereafter, each term shall be for three years.
- (c) When appointing and electing Board members, the appointors and electors must strive to appoint a Board with a skills, experience, and representative balance based on these factors:
 - (i) Empathy for and understanding of New Zealand's food & fibre sector
 - (ii) Knowledge and understanding of vocational education and training
 - (iii) Knowledge and understanding of the research process
 - (iv) Knowledge, understanding and experience of giving effect to tikanga Māori leading to equitable outcomes for Māori.
 - (v) Stakeholder engagement in large collaborative projects with volunteers.
 - (vi) Risk management/ legal compliance
 - (vii) Governance, senior level experience
 - (viii) Financial management
 - (ix) Communication & marketing
- (d) The appointment and election of Board members must be conducted as follows:
 - (i) There will be a matrix of skills and representation to ensure all parties to the CoVE feel they are represented and that the Board has the requisite skills for effective governance.
 - (ii) Of the eight Board members up to six of those nominated will be appointed by Society members, two from food and fibre sector organisations; two Māori representatives with Mātauranga Māori, and food and fibre sector backgrounds; one education provider representative from an educational organisation; and a representative nominated by the Muka Tangata People, Food and Fibre Workforce Development Council.
 - (iii) Ngāti Kahungunu, as mana whenua, may appoint, remove, and replace one Board member.
 - (iv) EIT, as host provider, may appoint, remove, and replace one Board member, as one of the two education provider representatives.
 - (v) written nominations for the up to six other Board positions (as per 10 d(ii)), accompanied by the written consent of each nominee, must be received by the General Manager not less than fourteen (14) clear days before the date of the relevant annual general meeting.
 - (vi) not less than seven (7) clear days before the date of the relevant annual general meeting, the General Manager must send to all members a list of

all nominees and such information as may be supplied to the General Manager by or on behalf of each nominee in support of the nomination.

- (vii) if there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the annual general meeting.
 - (viii) every member shall have one vote for each Board position for which elections are being conducted.
 - (ix) votes must be cast by secret ballot.
 - (x) two members (who are not nominees) designated by the Chair of the annual general meeting must act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (xi) the nominee receiving the greatest number of votes shall be elected.
 - (xii) if any vote is tied, the tie must be resolved by the other members of the incoming Board.
- (e) If an elected Board member vacates office before the expiry of his or her term of office, the Board must appoint a replacement, but only until the next annual general meeting, when the election of a replacement Board member for the balance of the departed Board member's term must take place according to the process outlined above.
 - (f) If a Board member appointed by Ngāti Kahungunu or EIT vacates office before the expiry of his or her term of office, Ngāti Kahungunu or EIT (as the case may be) must appoint a replacement Board member for the unexpired portion of the term.
 - (g) Any elected Board member may be removed by a resolution of a general meeting of which prior notice was given in the notice of meeting, and which is passed by a two-thirds majority of those present and voting.
 - (h) The Board members must elect an independent Chair, who must have relevant Food & Fibre sector experience, to ensure that industry leadership of the CoVE is to the fore.
 - (i) If the office of Board Chair is vacated, then the Board must appoint a substitute Chair for the unexpired balance of the term.

11 Governance by the Board and CoVE principles

- (a) From the end of each annual general meeting until the end of the next, the Society must be governed and controlled by the Board, which must be accountable to the members for the implementation of the policies of the Society as approved by any general meeting.
- (b) Subject to these rules and the resolution of any general meeting, the Board may exercise all the Society's powers, other than those required by statute or by these rules to be exercised by the Society in general meeting.
- (c) The Board must be responsible for approving and ensuring efficient and effective delivery of the CoVE strategy developed by management in accordance with the governing principles outlined in rule 11(d).

- (d) The CoVE must:
 - (i) obtain the Society's charitable objects.
 - (ii) Use the Food & Fibre Skills Action Plan, and the Forestry & Wood Processing Workforce Action Plan, and education system strategies as guiding documents.
 - (iii) Focus on problems and opportunities within the unique context of the food & fibre sector
 - (iv) Prioritise problems or opportunities with shared relevance to the members of the CoVE.
 - (v) Promote partnerships between industry and education sectors.
 - (vi) Ensure all industries, regions, providers, and standard-setters can find a place within projects through leading, supporting or acting as case studies.
 - (vii) Ensure the needs of Māori, and under-represented groups, are understood and incorporated into planning and delivery.
- (e) The Board must meet at least quarterly, at such times and places and in such manner (including by telephone or video conference) as it may determine, and otherwise where and as convened by the Board Chair or General Manager.
- (f) All Board meetings must be chaired by the Board Chair, or in the Board Chair's absence by some other Board member (who may be a co-opted Board member) elected for the purpose by the meeting, and any such chairperson must have a deliberative but not a casting vote.
- (g) The Board may co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- (h) The quorum for Board meetings is at least half the number of the Board members.
- (i) Only Board members who are present in person or by telephone or video link must be counted in the quorum and entitled to vote.
- (j) The Board may act by resolution approved by not less than two-thirds of the members of the Board present at the relevant meeting.
- (k) The Board from time to time may make and amend policies for the conduct and control of Society activities, but no such policies may be inconsistent with these rules. These rules, and such policies must be available at all reasonable times for inspection by members, and copies must be provided (at no cost) to any member on request.
- (l) Other than as prescribed by statute or these rules, the Board may regulate its proceedings as it thinks fit.
- (m) Members of the Board may receive such honoraria as may be set by resolution of a general meeting and must be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Board.

- (n) Each Board member must within one calendar month of submitting a resignation or ceasing to hold office deliver all books, papers and other property of the Society possessed by him or her to his or her successor.

12 Delegation of Functions and Powers

- (a) The Board may from time to time, either generally or specifically, delegate any of the Board's functions and powers to any of its subcommittees, officers, members, or employees.
- (b) The Board shall not delegate the power of delegation conferred by rule 12(a).
- (c) Every delegation must be in writing.
- (d) Any delegation may be made to:
 - (i) a specified person;
 - (ii) a person belonging to a specified class of persons;
 - (iii) the holder for the time being of a specified office or appointment;
 - (iv) the holder for the time being of an office or appointment of a specified class; or
 - (v) a subcommittee appointed under rule 13.
- (e) The committee or person to whom any such delegation is made may exercise or perform the delegated functions or powers in the same manner and with the same effect as if they were the Board.
- (f) Exercise of the delegation is subject to any general or special directions given or conditions imposed by the Board.
- (g) Every delegation under this rule is revocable at will, but the revocation does not take effect until it is communicated to the delegate.
- (h) A delegation continues in force according to its terms until it is revoked, notwithstanding any change in the membership of the Board or of any subcommittee.
- (i) No delegation under this rule prevents the performance or exercise of any function or power by the Board.

13 Subcommittees

- (a) The Board may appoint subcommittees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit.
- (b) Unless otherwise resolved by the Board:
 - (i) The quorum of every subcommittee is half the members of the subcommittee.
 - (ii) No subcommittee shall, have power to co-opt additional members.
 - (iii) No subcommittee may commit the Society to any financial expenditure without express authority.

- (iv) No subcommittee may delegate any of its powers.
- (c) Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee in a meeting or through a written ballot conducted by mail, facsimile or email.

14 Operational Management by General Manager

- (a) The Board must employ a suitably qualified and experienced General Manager who will be responsible for advising upon and implementing the CoVE's strategy, and the day-to-day administration, management and operation of the Society and the CoVE.
- (b) The Board may employ and/or contract any other person or body corporate to help administer or manage the affairs of the Society and/or the CoVE. The Board may delegate this employment/contracting function to the General Manager.

15 Indemnity

- (a) No officer or employee of the Society or member of the Board shall be liable for the acts or defaults of any other officer or employee of the Society or member of the Board or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) The officers, employees, Board 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.

16 Registered office

The registered office of the Society must be at such place as the Board from time to time determines.

17 Finance

- (a) The Board must keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting and present an annual statement of accounts (statement of financial performance and statement of financial position) to the annual general meeting together with a budget for the next financial year.
- (b) The Board must maintain bank accounts in the name of the Society and ensure that proper financial systems and controls are always in place. All payments and withdrawals must be authorised by the General Manager and one other person authorised by the General Manager.
- (c) The Society's financial year must commence on 1 January of each year and end on 31 December in the following year.
- (d) The annual general meeting each year must appoint an auditor (who is a member of Chartered Accountants Australia and New Zealand and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board must appoint a replacement auditor.

18 Execution of documents

- (a) The common seal of the Society must be retained by the General Manager.
- (b) Contracts on behalf of the Society may be made as follows:
 - (i) A contract which if made by private persons would be by law required to be by deed may be made by writing under the common seal of the Society as authorised by resolution of the Board, and accompanied by the signature of, two (2) members of the Board who witness the affixing of the common seal.
 - (ii) A contract which if made between private persons would be by law required to be in writing may be made signed by any person acting under the Board's authority, express or implied.
 - (iii) A contract which if made between private persons would by law be valid although made verbally only, and not reduced into writing, may be made verbally by any person acting under the Board's authority, express or implied.

19 General meetings

- (a) The **Annual General Meeting** must be held no earlier than 1 February and no later than 30 May in each year at a time and place fixed by the Board.
- (b) The business of the Annual General Meeting must be:
 - (i) minutes of the previous general meeting(s).
 - (ii) annual report of the Board.
 - (iii) financial statements.
 - (iv) election of Board members.
 - (v) motions of which notice has been given.
 - (vi) approval of a budget for the next financial year.
 - (vii) appointment of the auditor.
 - (viii) Board honoraria.
 - (ix) general business.
- (c) Any member wishing to give notice of any motion for consideration at the Annual General Meeting must forward written notice of the same to the General Manager not less than twenty (20) clear days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to members in respect of those notices.
- (d) **Special General Meetings** may be called by the Board or by written requisition to the General Manger signed by not less than twenty per cent (20%) of the members.
- (e) At least ten (10) clear days before any general meeting, all members must be sent written notice of the business to be conducted at the general meeting

(including in the case of Annual General Meetings copies of the annual report, statement of accounts, a list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof). The failure for any reason of any member to receive such notice will not invalidate the meeting or its proceedings.

- (f) General meetings may be attended by all members. Every member must have one vote, unless he, she, or it is in default of any term or condition of their membership, in which case they shall not be entitled to vote on any matter.
- (g) All general meetings may be held in person and/or by video conferencing.
- (h) A member must be entitled to vote by written proxy in favour of another member present at the meeting, but no other proxy voting must be permitted.
- (i) The quorum for general meetings is half of the members.
- (j) All general meetings must be chaired by the Board Chair or in the Board Chair's absence by some other Board member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative vote only (i.e., not a casting vote).
- (k) Votes must be exercised as follows:
 - (i) at general meetings voting must be by voices, by show of hands or, on demand of the chairperson or of any member present, by secret ballot, and on any secret ballot each member must be entitled to one vote.
 - (ii) unless otherwise required by these rules, all questions must be determined by a simple majority of those present and voting at the general meeting.
 - (iii) during a general meeting, the members may resolve to hold a postal or internet-hosted ballot to determine any issue already lawfully before it (excluding any amendment to these rules).
 - (iv) Except when a general meeting votes against doing so under rule 19(h)(iii), the Board may resolve to hold a postal or internet-hosted ballot to determine any issue (excluding any amendment to these rules).
 - (v) in respect of postal or internet-hosted ballots held under this rule:
 - (A) only members with voting rights may vote.
 - (B) the resolution to hold such a ballot must set a closing date and time for ballots to be received by the General Manager. The closing date must be at least a fortnight after the date ballot papers are sent out to members (excluding the date of posting in the case of surface mail or courier) or the internet-hosted voting software is opened for vote-casting.
 - (C) voting in a postal ballot may be by ballots returned to the General Manager by surface mail, courier, personal delivery, or email.
 - (D) the General Manager must declare the result of the ballot.
 - (E) the result of any ballot will be as effective and binding on members as a resolution passed at a general meeting.

- (l) A resolution passed by the required majority at any general meeting or by postal or internet-hosted ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.

20 Alteration of rules

- (a) These rules may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those members voting, provided that no amendment may be made which would alter:
 - (i) the exclusively charitable nature or tax-exempt status of the Society,
 - (ii) the rules precluding members from obtaining any personal benefit from their membership, or
 - (iii) the rules as to winding up.
- (b) Any proposed motion by the Board to amend or replace these rules must be sent to the members at least 10 clear days before the general meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (c) Any proposed motion to amend or replace these Rules shall, if proposed by members, be signed by at least 5 members and given in writing to the General Manager at least 20 clear days before the general meeting at which the motion is to be considered, and accompanied by a written explanation for the reason for the proposal.

21 Notices

- (a) Any notice required to be given in writing under these Rules may be delivered personally or sent by post, courier, facsimile or email.
- (b) Notices are deemed served at the following times:
 - (i) when served personally, upon delivery;
 - (ii) when sent by post, 3 working days after posting, or where sent by post outside New Zealand, on the 5th working day following the day on which it was posted;
 - (iii) when sent by courier, upon delivery at the relevant address;
 - (iv) when sent by facsimile, upon receipt of the facsimile transmission confirming that the facsimile has been validly sent;
 - (v) when sent by email, when acknowledged by the addressee orally or by return email or otherwise in writing except that return emails generated automatically shall not constitute an acknowledgement.
- (c) Any notice (except a notice under sub-rule (b)(ii)), that is served on a day that is not a working day is deemed to be served on the first working day after that day.
- (d) "Working day" has the meaning in the Interpretation Act 1999.

22 Winding up

If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities must be transferred to such charity registered under the Charities Act 2005 and including educational objects, that the members in a general meeting decide.