

INCORPORATED SOCIETIES ACT 1908

RULES

of

**Action Station Aotearoa
Incorporated**

PART 1 - PRELIMINARY

1. Definitions

In this Constitution, unless the context otherwise requires:

'The Society' means Action Station Aotearoa Incorporated.

'Constitution' means these rules as amended from time to time and is equivalent to the Rules of the society as required by the Incorporated Societies Act;

'Law' means the *Incorporated Societies Act 1908* and all other applicable Laws;

'Board' means the “executive committee” of the society as required by the Incorporated Societies Act;

'Board Member' means any person appointed as a Board Member of the society, including an alternate Board Member;

'Alternate Board Member' means an alternate Board Member appointed under clause 12.11;

'Chairperson' means the person appointed as chairperson under clause 14.3;

'Member' means a person who is for the time being a member of the society in accordance with clause 6.4;

'Voting Member' means the people and organisations who are the members as defined by the Incorporated Societies Act and who have voting rights in accordance with 6.4(b)(i);

'Non-Voting Member' means a person or corporation which is for the time being a member in accordance with clause 6.4(b)(ii);

'Seal' means the common seal of the society and includes any official seal of the society;

'Secretary' means any person appointed to perform the duties of a secretary of the society under clause 16;

"ActionStation" means the citizens' campaigning movement developed and supported by Action Station Aotearoa Incorporated.

"Community Council" is the council of 'founding members' who engage in discussion, contribute feedback and opinions to the Board using the 'Yammer' online social networking tool or other similar software platforms.

'Founding Members' means the first group of users of the ActionStation online platform who are entitled to participate in the Community Council. To avoid Confusion the 'Founding Members' of ActionStation are not Members of the Society as defined by this constitution.

2. Interpretation

- 2.1 Headings are included for the sake of convenience only and do not affect the meaning of the clauses to which they relate.
- 2.2 A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.
- 2.3 Words importing:
- (a) the masculine gender includes the feminine gender and vice versa; and
 - (b) the singular number include the plural number and vice versa.
- 2.4 Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the applicable Law.

PART 2 - GENERAL

3. Name

3.1 The name of the Society is 'Action Station Aotearoa Incorporated.'

3.2 The Society is Constituted by resolution dated 15 June 2012

3.3 The Registered Address of the Society is 2/22 Allen Street, Wellington, New Zealand

4. Objects

The objects for which the society is formed are ('the objects'):

- (a) To campaign to advance progressive public policy in NZ; with a focus on promoting environmental sustainability, social justice, a fair economy, an inclusive society and accountable politics;
- (b) To build a diverse community of New Zealand Citizens committed to strengthening progressive politics; and
- (c) To provide new and innovative ways for New Zealand Citizens to participate in the political life of the nation.
- (d) To establish, develop and support a citizens' campaigning movement to achieve effective engagement of New Zealanders on issues of importance to our community of citizens.
- (e) To raise and use the funds of the Society to further the campaigning goals of the Society as identified by the board in consultation with the Citizen community.
- (f) To conduct the affairs of the society in a manner that is consistent with the fundamental intent of Aotearoa New Zealand's founding document, the Treaty of Waitangi.
- (g) To purchase, lease, exchange, hire or otherwise acquire property or rights or privileges for the promotion of the advocacy goals of the Society or to dispose of property or rights or privileges in similar manner for the same purpose.
- (h) To do all such things as are incidental or conducive to the attainment of these objectives.

4.2 Not for Profit

Pecuniary gain is not a purpose of the Society and the society is not to operate for such ends.

4.3 Not for profit

- (a) The income and property under the control of the society must be applied in and towards the promotion and achievement of the objects outlined in clause 4.
- (b) The society must not make any pecuniary profit or make distributions to any members or Board members otherwise than as provided for in (c) of these rules.
- (c) This clause does not prevent the payment in good faith by the society of reasonable remuneration to any member for;
 - (i) goods or services supplied by that member to the society in the ordinary course of business; or
 - (ii) the payment of interest at a reasonable rate on money borrowed by the society from any member; or
 - (iii) the payment of reasonable rent for premises leased to the society by any member; or
 - (iv) reasonable and proper remuneration to any direct employee or contractor of the society; or
 - (v) reasonable travelling and other expenses incurred by any employee or contractor of the society, as described in their respective employment or hiring contracts:
 - (A) in attending and returning from:
 - (1) meetings of the Board Members;
 - (2) meetings of any committee/Board of the society; or
 - (3) general meetings of the society;
 - (B) otherwise in connection with the business of the society; or
 - (vi) the payment of any other reasonable amount of a similar character to those described in this clause as agreed by the Board.
- (d) It is agreed that the remuneration provided for in clause (c) above will not be required to be paid by the society and will be offered on a voluntary basis only where decided appropriate by the Board.
- (e) The society shall at all times be open to receive donations from any person.

PART 3 - MEMBERSHIP

5. Members

- 5.1 The Society shall consist of at least 15 members each being a natural person or body corporate of any kind interested in becoming a member of the Society and in promoting the objects of the Society.
- 5.2 At a Society Meeting, the Members may decide by majority vote:
- (a) How large the Board will be;
 - (b) Who shall be the Chair, Secretary, and Treasurer;
 - (c) Whether any Board Member may hold more than one position as an officer;
 - (d) How long each person will be a Board Member ("the Term")

6. Application for Membership

6.1 Eligibility

- (a) A person is eligible to apply to become a member if the person:
 - (i) is not a currently serving member of a parliament of New Zealand or any other country.
- (b) Persons who are admitted to membership of the society by the Board shall be members of the society and shall be bound by this constitution.
- (c) By applying for membership, the member agrees, upon acceptance of the application, to pay the dues, fees and other assessments imposed by the Board from time to time, and to abide by the objects and the policies and procedures of the society.

6.2 Application for membership

- (a) The Board will have the power to make regulations prescribing:
 - (i) the form or forms of application for membership; and
 - (ii) the amount of any fee to be paid;by applicants for membership of the Society.
- (b) Each applicant to become a member must:
 - (i) deliver to the society an application form or forms in the prescribed form; and
 - (ii) pay any prescribed fee.

6.3 Board to Determine Membership

- (a) The Board will determine whether an applicant can become a member.

- (b) If an application to become a member is accepted, the society must give written notice of the acceptance to the applicant and enter the applicant's name in the register.
- (c) If an application to become a member is rejected, the society must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (d) The Board is not required to give any reason for the rejection of any application to become a member.

6.4 **Rights of Members**

- (a) A right, privilege or obligation which a person has by reason of being a member of the society:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) subject to the law and this constitution, terminates on cessation of the person's membership.
- (b) The membership of the society is divided into the following classes of members:
 - (i) *Voting Members*, who shall have all of the rights and obligations of members of a society under the Law, including the right to vote at any meeting of the members and on any members' resolution.
 - (ii) *Non-Voting Members*, who shall have the same rights and obligations (including the right to receive notices required to be given under this constitution) as a voting member except that the non-voting members shall not be entitled to vote at any meeting of the members or on any members' resolution and this constitution shall be construed accordingly.
- (c) Subject to the Incorporated Societies Act 1908 and the terms of a particular class of membership, the society can vary or cancel rights attached to being a member of that class, or convert a member from one class to another, by special resolution of the society and either:
 - (i) a special resolution passed at a meeting of the members included in that class; or
 - (ii) the written consent of members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class.
- (d) The provisions in this constitution concerning meetings of members (with the necessary changes) will apply to a meeting held under clause 10.
- (e) Subject to the Incorporated Societies Act 1908 and the terms of a particular class of membership, the members are entitled to:

- (i) all notices issued to members by the society; and
- (ii) attend, speak and vote at all meetings of members.

6.5 **Certificate of Membership**

- (a) The society can issue to each member, a free of charge certificate evidencing that person as a member.
- (b) The society can issue a replacement certificate of being a member if the society receives and cancels the existing certificate or the society is satisfied that the existing certificate is lost or destroyed, and the member pays any fee as the Board resolves.

6.6 The signatories to these Rules shall be the first members.

7. **Membership Fees**

7.1 **Fees**

- (a) The Board can require the payment of fees or levies to the society by members in the amounts and at the times as the Board resolves.
- (b) The Board can make fees or levies payable for one or more members for different amounts and at different times, and subject to the terms of membership payable by installments.
- (c) The Board can revoke or postpone fees or levies or extend the time for payment of fees or levies.

7.2 **Notice**

- (a) The society must give members at least 10 business days notice of fees or levies payable by members.
- (b) A notice of fees must be in writing and specify the amount of the fee or levy, and the time and place of payment of the fee or levy.
- (c) A fee or levy is not invalid if a member does not receive a notice of the fee or levy.

7.3 **Payment**

- (a) Each member must pay to the society the amount of each fee or levy charged to the member by the society at the times and places specified in the notice of the fee.
- (b) If a fee or levy is payable in one or more fixed amounts on one or more fixed dates, the member must pay to the society those amounts on those dates.

7.4 **Interest**

- (a) A member must pay to the society interest at the rate of 10% per annum on any amount referred to in clause 7.3 which is not paid on or before the time appointed for its payment, from the time appointed for payment to the time of the actual payment.
- (b) The Board can waive payment of all or any part of an amount payable under this clause.

7.5 Expenses

- (a) A member must pay to the society any expenses incurred by the society because of the failure to pay or later payment of any amount referred to under clauses 7.3 and 7.4.
- (b) The Board can waive payment of all or any part of an amount payable under these clauses.

7.6 Recovery of Fees

- (a) The society can recover an amount due and payable under clauses 7.3 and 7.4 from a member by commencing legal action against the member for all or part of the amount due.
- (b) The debt due in respect of an amount payable under clauses 7.3 and 7.4 is sufficiently proved by evidence that:
 - (i) the name of the member sued is entered in the register; and
 - (ii) there is a record in the minute books of the society of the resolution requiring payment of the fee.

7.7 Prepayment of Fees

- (a) The society can accept from any member all or any part of fees payable before that amount is due and payable.
- (b) The society can pay interest at any rate the Board resolves on the amount paid before it is due and payable (from the date of payment until and including the date the amount becomes actually payable).
- (c) The society can repay the amount of any prepayment made by a member.

8. Register of Members

- (a) The secretary must establish and maintain a register of members of the society specifying the name and address of each member, together with the date on which that person became a member and the relevant category of membership.

- (b) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the person ceased to be a member.
- (c) The register of members must be kept at the registered office of the society and must be open for inspection, free of charge, by any member of the society at any reasonable hour.

9. Termination of Membership

9.1 Basis for Termination

A person's membership of the society will terminate if:

- (i) the member resigns in accordance with clause 9.2; or
- (ii) the member is expelled under clause 9.3.
- (iii) the member is elected to the parliament of New Zealand.

9.2 Resignation

A member can resign as a member by giving the society notice in writing. Unless the notice provides otherwise, a resignation by a member takes effect immediately on the giving of that notice to the society.

9.3 Expulsion

- (a) The Board can resolve to expel a member if:
 - (i) the member does not pay a fee payable by the member under this constitution within 20 business days after the due date for its payment; or
 - (ii) the member is responsible for an act or omission, the likely effect of which is to prejudice the interests of the society or the capacity of the society to pursue its objects.
- (b) Before the passing of any resolution under clause 9.3(a), a member is entitled to give the Board, either orally or in writing, any explanation or defence of the expulsion event the member thinks fit.
- (c) Where a resolution is passed under clause 9.3(a), the society must give that member notice in writing of the expulsion within 10 business days of the resolution.
- (d) By a notice in writing to the society within 10 business days of receipt of the notice referred to in clause 9.3(c), a member can request that a resolution under clause 9.3(a) be reviewed by the society at the next general meeting.
- (e) If a request is made under clause 9.3(d), the Board must propose at the next general meeting that a resolution be moved to confirm the expulsion of the member concerned.
- (f) A resolution under clause 9.3(e) takes effect:

- (i) if the member gives a notice under clause 9.3(d), from the date (if any), the resolution is confirmed by a general meeting; or
 - (ii) if the member does not give a notice under clause 9.3(d), from the date of the resolution.
- (g) The Board may reinstate an expelled member on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled member are paid.

10. Holding Meetings of Members

10.1 Annual General Meeting (AGM)

- (a) The society must hold an annual general meeting in accordance with the requirements of these rules and the Incorporated Societies Act 1908.

10.2 Calling Special General Meetings of Members

- (a) Any Board member may, whenever he or she thinks fit, convene a general meeting of members.
- (b) A minimum of 15 members may request or convene a Special General Meeting in accordance with the applicable Law, and the Board must call and arrange to hold a General meeting on the request of the members.

10.3 Technology

The society may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

10.4 Notice

- (a) The secretary must, at least 14 days before the date fixed for the holding of a special general meeting, cause to be sent to each member a notice specifying the place, date and time of the meeting and the nature of the special business proposed to be transacted at the meeting.
- (b) Anything done (including the passing of a resolution) at a meeting of members is not invalid if either or both:
 - (i) a person does not receive notice of a meeting; or
 - (ii) the society accidentally does not give notice of the meeting to a person.

10.5 Proceedings at Meetings of Members

- (a) No business shall be transacted at a general meeting unless a quorum of voting members is present at the time when the meeting proceeds to business.
- (b) The quorum for a meeting of members is 7 members present; or

- (c) In determining whether a quorum for a meeting of members is present:
 - (i) where more than one proxy, attorney or representative of a member is present, only one of those persons is counted;
 - (ii) where a person is present as a member and as a proxy, attorney or representative of another member, that person is counted separately for each appointment provided that there is at least one other member present; and
 - (iii) where a person is present as a proxy, attorney or representative for more than one member, that person is counted separately for each appointment provided that there is at least one other member present.
- (d) The chair of a meeting of members is:
 - (i) the chairperson of meetings of the Board; or
 - (ii) if the chairperson of meetings of the Board is not present or declines to act for the meeting (or part of it), the members must elect an individual present to chair the meeting.

10.6 **Adjourning Meetings of Members**

- (a) If a quorum is not present within 30 minutes after the time for the meeting of members set out in the notice of meeting, the meeting is adjourned to the date, time and place the Board specifies. If the Board does not specify 1 or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified — the same day in the next week;
 - (ii) if the time is not specified — the same time; and
 - (iii) if the place is not specified — the same place.

If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

- (b) The chair of a meeting of members at which a quorum is present:
 - (i) can adjourn the meeting with the consent of the meeting by ordinary resolution; and
 - (ii) must adjourn the meeting if directed by ordinary resolution.
- (c) If a general meeting is adjourned for 30 days or more, the Secretary must give notice of the adjourned meeting as in the case of an original meeting.
- (d) The only business that an adjourned meeting of members can deal with is business unfinished at the members' meeting that was adjourned.

10.7 **Cancelling Meetings of Members**

- (a) The Board can at any time postpone or cancel a meeting of members by giving notice not less than five business days before the time at which the meeting was to be held to each person who is, at the date of the notice a member, a Board Member or alternative Board Member; or auditor of the society.
- (b) A general meeting called by the Board at the request of members or called by the members must not be cancelled by the Board without the consent of the members who requested or called the meeting.

11. Voting at meetings of Members

11.1 Voting

- (a) A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded.
- (b) Before a meeting of members votes on a resolution, the chair must inform the meeting:
 - (i) how many proxy documents the society has received that validly appoint a person present at the meeting as proxy;
 - (ii) how many of these proxy documents direct the proxies how to vote on the resolution; and
 - (iii) how the proxies are directed to vote on the resolution.
- (c) The meeting of members passes an ordinary resolution only if more than half the total number of votes cast on the resolution are in favour of it.
- (d) The chair does not have a casting vote in addition to his or her deliberative vote.

11.2 Voting on a Show of Hands

On a show of hands, the chair's declaration is conclusive evidence of the result, so long as the declaration reflects the show of hands. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against the resolution. The minutes only need to record that the resolution was passed or not passed.

11.3 Voting on a Poll

- (a) A question arising at a general meeting of the society is to be determined on a show of hands unless (before or on the declaration of the show of hands) a poll is demanded:
 - (i) by the chairperson;
 - (ii) by any voting member present in person or by proxy.

- (b) A poll on the question of an adjournment must be taken immediately. The chair may direct when and the manner in which any other poll must be taken.
- (c) A poll demanded on any other resolution must be taken in the manner and at the time and place the chairperson directs.
- (d) If a poll is demanded, the poll must be taken:
 - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (e) The demand for a poll may be withdrawn.
- (f) The meeting of members may conduct other business even though a poll is demanded on a resolution.

11.4 Voting Rights

- (a) Subject to this constitution and any rights or restrictions attached to a class of membership, a member who is present at a meeting of members, in person or by proxy, is entitled to, subject to clauses 11.2 and 11.3, vote on a show of hands and on a poll.
- (b) A member present at a meeting of members is not entitled to vote on any resolution if:
 - (i) any fees or any other amount due and payable by that member to the society under this constitution have not been paid; or
 - (ii) that vote is prohibited by the Incorporated Societies Act or an order of a court of competent jurisdiction.
- (c) The society must disregard any vote on a resolution purported to be cast by a member present at a meeting of members where that person is not entitled to vote on that resolution pursuant to clause 11.4(a).
- (d) If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, bankruptcy or insolvency, his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the member as if the committee, trustee or other person were the member.

11.5 Proxies

- (a) The Board can determine the form of proxy document from time-to-time.
- (b) An instrument appointing a proxy is valid if it contains:
 - (i) the name and address of the member making the appointment;
 - (ii) the name of the society;
 - (iii) the name of the proxy or the name of the office of the proxy;
 - (iv) the meetings of members at which proxy can be used; and
 - (v) is provided to the secretary of the society no later than 24 hours before the time of the meeting in respect of which the proxy is appointed;and it is signed by the member making the appointment
- (c) An appointment of a proxy is not invalid merely because it does not contain all the information required for a valid proxy appointment, so long as it contains:
 - (i) the member's name; and
 - (ii) the proxy's name or the name of the office that the proxy holds.
- (d) If a member appoints the chair as the member's proxy and directs the chair to vote either in favour of or against the resolution, the chair must demand a poll on the resolution.
- (e) If the name of the proxy or the name of the office of the proxy in a proxy form of a member is not filled in, the proxy of that member is the person specified by the society in the form of proxy in the case the member does not choose, or if no person is so specified, the chairperson of that meeting.
- (f) Unless the society receives written notice of the matter before the meeting at which a proxy votes starts or resumes, the proxy's vote at that meeting will be valid if, before the proxy votes:
 - (i) the appointing member dies; or
 - (ii) the member is mentally incapacitated;
 - (iii) the member revokes the proxy's appointment;
 - (iv) the member revokes the authority under which the proxy was appointed by a third party; or
 - (v) the member transfers the share in respect of which the member or a third party appointed the proxy.

11.6 **Objections**

An objection to the qualification of a voter:

- (i) may only be made at the members' meeting or adjourned members' meeting at which the vote objected to is cast; and
- (ii) must be ruled upon by the chair whose decision is final.

10.7 **Voting by Loomio**

Where agreed to by the Board, a 'Loomio' poll or similar online consensus building software poll may be run within the allotted timeframe for the meeting or outside of the meeting in replacement of the show of hands and the poll.

PART 4 – THE BOARD

12. Board Members

12.1 Number of Board Members

- (a) The society must have at least three Board Members on the Board (not including alternate Board Members) and not more than 12 Board Members.
- (b) The society in general meeting can by ordinary resolution alter the maximum number of Board Members.
- (c) The Board at its first meeting after the Annual General Meeting shall elect from its members the following officers:
 - 1. Chairperson
 - 2. Secretary
 - 3. Treasurer
 - 4. Any other position as the Board sees fit

12.2 Eligibility to be a Board Member

An individual is eligible to be a Board Member if the person:

- (i) is a member of the society
- (ii) is not disqualified from managing a society under the Incorporated Societies Act 1908 or a Company under the Companies Act 1993; and
- (iii) has not had a personal representative or trustee appointed to administer the person's estate or property because of their mental incapacity; and
- (iv) is not a currently serving member of a parliament of New Zealand.

12.3 Role of the Board

Subject to the rules of the Society ("The Rules"), the role of the Board is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies if any;
- (k) Make regulations.

12.4 Characteristics of the Board

The Board's role is to provide general strategic guidance and advice to the society based on their expertise and experience in areas critical to the success of the society's mission. The Board will work to ensure the society meets targets of raising and spending money and that it stays within the remit of the law and this constitution.

In addition, the Board should ensure a gender balance and geographic spread is maintained as well as representation from a broad cross section of the New Zealand progressive movement as far as is reasonably possible.

The Board should include at least one fundraising expert to advise on and create connections in this important element of the operations.

12.5 Appointment by Members

- (a) The Board Members can appoint a person to be a Board Member by resolution.

12.6 Election of Board Members

- (a) In order to be valid, nominations of candidates for election as Board Members by an annual general meeting must be:
 - (i) made in writing,
 - (ii) signed by at least two Members of the society,
 - (iii) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (iv) delivered to the secretary at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Board at an annual general meeting, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of the Board Members is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

12.7 Appointment by Board — Casual Vacancies

- (a) The Board can appoint a person to be a Board Member:
 - (i) if a Board Member's office becomes vacant other than because the Board Member's term of office has ended; or
 - (ii) if, for any other reason, the number of Board Members is less than the maximum under clause 12.1(a).

The Board may only appoint a person who is eligible to be a Board Member under clause 12.2.

- (b) The term of office for a Board Member appointed to fill a vacancy ends:
 - (i) if the special general meeting approves the appointment before the end of the next AGM after the Board Member's appointment — at the end of the term of office of the Board Member whose office has become vacant; and
 - (ii) otherwise — at the end of the next AGM after the Board Member's appointment.

12.8 Term of Office

- 1 A Board Member's term of office:
 - (a) starts at the end of the AGM at which the Board Member's election is announced; and
 - (b) ends at the end of the third AGM after the AGM at which the Board Member's election is announced.
- 2 Initial terms of the first Board may be set for variable lengths so as to ensure continuity of the board's affairs

12.9 Automatic Vacation of Office

Subject to this constitution, in addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the law, the office of a Board Member automatically becomes vacant if the Board Member:

- (i) dies;
- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or incapacity;
- (iii) resigns in accordance with clause 12.10;
- (iv) is absent without the consent of the Board Members from meetings of the Board Members held during a period of 6 months

- (v) is 3 months in arrears in relation to money due to the society and has failed to make arrangements for payment satisfactory to the society.
- (vi) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (vii) becomes prohibited from being a Board Member by reason of the Law;
- (viii) ceases to be eligible to be a Board Member under clause 12.2.

Neither the Board nor the general meeting may waive the operation of this clause.

12.10 Resignation

- (a) A Board Member may resign by giving the society notice of the Board Member's resignation.
- (b) The Board Member's office becomes vacant:
 - (i) if the notice of resignation specifies a date of resignation — on the date of resignation; or
 - (ii) otherwise – on the date the society receives the notice of resignation.

12.11 Alternate Board Members

- (a) In this clause, unless the context requires otherwise:

alternate means a person that a Board Member appoints as their alternate Board Member

appointor means the Board Member who appoints an alternate

A person is eligible to be an alternate for a Board Member if the person:

- (i) is eligible to be a Board Member under clause 12.2; and
 - (ii) is not a Board Member; and
 - (iii) is not an alternate for another Board Member.
- (b) A Board Member (but not an alternate) may give the society a notice appointing a person eligible under clause 12.2 as his or her alternate during such period as he or she thinks fit. The notice must set out:
 - (i) the name of the person to be appointed as alternate;
 - (ii) the term of the alternate's appointment (or that the appointment is for an indefinite term);

- (iii) whether or not the appointor requires the society to give notices of Board meetings to the alternate;
- (iv) whether or not the alternate can sign circulating resolutions instead of the appointor.

The notice of appointment only takes effect if the Board approves the alternate's appointment.

- (c) The alternate is not the appointor's agent, but a Board Member of the society. The alternate has all the duties, powers and rights of the appointor as a Board Member. The alternate may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate shall be deemed to be the exercise of the power by the appointor. Except to the extent that this clause provides otherwise, all references to Board Members in this constitution include references to the alternate.
- (d) The society only has to give notice of Board meetings to the alternate if the appointor has given the society a notice requiring it to do so.
- (e) The alternate may only be present at meetings of Board Members at which the appointor is absent. The alternate:
 - (i) may be present and may vote on a matter even though the appointor has a material personal interest in the matter; and
 - (ii) does not breach his or her duties to the society by reason of any matter considered or voted on at a meeting at which the alternate was absent because the appointor was present.
- (f) The society must not provide remuneration to the alternate (in his or her capacity as alternate) except out of remuneration that it has allocated to the appointor. The alternate has no right to remuneration against the society. This does not affect any right to remuneration that the alternate can have against the appointor.
- (g) The alternate's office automatically becomes vacant if:
 - (i) the appointor revokes the alternate's appointment notwithstanding that the period of the appointment of the alternate has not expired; or
 - (ii) the appointor's office as a Board Member becomes vacant (except where the appointor's term as a Board Member ends at the end of an AGM under clause 12.9(i) and the members re-elect the appointor as a Board Member at that AGM).

13. Powers of the Society and Board Members

13.1 Powers of the Society

The society can exercise in any manner permitted by the Incorporated Societies Act any power which a society can exercise under the Law.

13.2 Powers and Duties of the Board

- (a) The Board:
 - (i) manages the society's business; and
 - (ii) may exercise all the powers of the society except any powers that the applicable law or this constitution expressly allocates to the membership at a general meeting.
- (b) The Board has all of the powers of the Society, unless the Board's power is limited by these Rules, or by a majority decision of the Society.
- (c) All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- (d) Decisions of the Board bind the Society, unless the Board's power is limited by these Rules or by a majority decision of the Society.

13.3 Negotiable Instruments

The Board may authorise a person or persons to sign, draw, accept, endorse or otherwise execute negotiable instruments for the society. The Board may authorise the application of signatures to negotiable instruments by machine or other electronic/facsimile method.

13.4 Delegation

- (a) The Board may delegate any of its powers to any committee or any other person or persons. The Board may permit the delegate to sub-delegate any powers delegated to them.
- (b) The Board must establish policies for the guidance of delegates in the exercise of any powers so delegated.
- (c) Without limiting its powers, the Board may appoint a person to be the society's attorney for purposes, with powers (being the Board's powers), for the period and on terms the Board determines. In particular, the power of attorney may:
 - (i) include terms protecting persons dealing with the attorney, as the Board determines; and
 - (ii) authorise the attorney to delegate any or all of the attorney's powers.
- (d) The Executive Director is authorised to carry out the role of Treasurer and/or Secretary on behalf of the Society to the extent permitted by the Law.

14. Meetings of Board Members

14.1 Calling and Conduct of Board Meetings

- (a) The Board must hold at least one meeting per calendar year. The schedule of any meeting will be published and publicly available to all members, at or as soon as practicable after the beginning of the calendar year.
- (b) A Board Member may at any time, and the secretary shall, upon receiving a request from a Board Member, convene a meeting of the Board Members. Notice of meeting will be given to all Board Members at least 48 hours in advance of the meeting.
- (c) The Board can meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (d) The Board Members may meet either in person or by telephone or by other means of electronic communication by which all persons participating in the meeting are able to hear the entire meeting and to be heard by all other persons attending the meeting.
- (e) A meeting conducted by telephone or by other means of electronic communication will be taken to be held at the place agreed on by the Board Members attending the meeting, provided that at least one of the Board Members present at the meeting was at that place for the duration of the meeting.

14.2 Quorum of Board

- (a) The quorum for a Board meeting is more than half of the total membership or such other number as the Board determines and the quorum must be present at all times during the meeting.
- (b) If, at any time, the number of Board Members is less than the quorum:
 - (i) the Board can only meet for calling a general meeting; and
 - (ii) the Board can conduct business by circulating resolution under clause 14.5.

14.3 Chairperson of Board

- (a) The Board can appoint a Board Member to chair its meetings.
- (b) The Board can determine the period for which the Board Member is to be the chairperson of the meeting of Board Members. The maximum term for the chairperson shall be limited to two years. The maximum number of consecutive terms shall be three.
- (c) The Board can remove the chair from the position of chair at any time.

- (d) The Board must elect a Board Member who is present at the Board meeting to chair the meeting (or part of it) if:
 - (i) a Board Member has not already been appointed to chair the meeting; or
 - (ii) a previously appointed chair is not available, or declines to act, for the meeting (or part of it).
- (e) The chair shall preside at all meetings of the Board and shall have such powers and the obligation to perform such duties as may be prescribed by the Board.

14.4 Passing of Board Members' Resolutions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Board Members entitled to vote on the resolution.
- (b) The chair has a casting vote in addition to his or her deliberative vote.

14.5 Circulating Resolutions

- (a) The Board can pass a resolution without a Board meeting if all of the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document can be used for signing by different Board Members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Board Member signs.
- (d) Circulating resolutions may be distributed via the 'Loomio' platform or other online consensus building software provided all Board Members are given a reasonable opportunity to vote. For the purposes of this constitution, the Board Members' act of logging in to the platform and voting on a resolution will be considered to be a binding vote for all intents and purposes. A resolution document should be printed off for the society records on completion of each motion on such platform.

14.6 Committees of Board Members

- (a) The Board can establish one or more committees consisting of such number of Board Members as the Board thinks fit.
- (b) The members of a committee can appoint one of their number as chair of their meetings.
- (c) Subject to any restrictions that the Board imposes, a committee can meet, adjourn and otherwise regulate its meetings as it thinks fit.

- (d) Questions arising at a meeting of a committee are to be determined by a majority of votes of those present and voting.
- (e) The chair does not have a casting vote in addition to his or her deliberative vote.

15. Conflicts of Interest

15.1 Board Member Not in Breach if Acts in Matters Relating to Board Member's Interests

- (a) This clause applies if:
 - (i) a Board Member has an interest or duty in relation to a matter, that is not a material personal interest; or
 - (ii) if a Board Member with a material personal interest in relation to the society's affairs:
 - (A) complies with the requirements of all applicable Law in relation to disclosure of the nature and extent of the interest and its relation to the society's affairs before acting in a matter that relates to the interest; and
 - (B) could be legally present and vote on the matter under the requirements set out in the Law.
- (b) The Board Member is not in breach of his or her duties to the society merely because he or she acts in matters that relate to the Board Member's interest.
- (c) The Board Member can vote on matters that relate to the Board Member's interest.
- (d) In relation to any transactions that relate to the Board Member's interest:
 - (i) the transactions can proceed;
 - (ii) the society cannot avoid the transactions merely because of the Board Member's interest; and
 - (iii) the Board Member can retain benefits under the transactions despite the Board Member's interest.

15.2 Board Member Not in Breach if Does Not Act in Matters Relating to Board Member's Interests

- (a) This clause applies if a Board Member with a material personal interest in relation to a matter:

- (i) complies with the requirements of the Companies Act 1993 in relation to disclosure of the nature and extent of the interest and its relation to the society's affairs; but
 - (ii) would not be allowed to be present and vote on the matter under the applicable Law.
- (b) The Board Member is not in breach of duty to the society merely because he or she does not act in relation to the matter.
- (c) The Board can vote on matters that relate to the Board Member's interest in the Board Member's absence.
- (d) In relation to any transactions that relate to the Board Member's interest:
 - (i) the transactions can proceed;
 - (ii) the society cannot avoid the transactions merely because of the Board Member's interest; and
 - (iii) the Board Member can retain benefits under the transactions despite the Board Member's interest.

15.3 Execution of Instruments

A Board Member can participate in the execution of an instrument for the society, regardless of any interest or duty that the Board Member may have:

- (i) whether or not the Board Member has complied with the requirements of the Law in relation to disclosure of the nature and extent of the interest and its relation to the society's affairs; and
- (ii) whether or not the Board Member may be present and vote in relation to the execution of the instrument under all applicable Law.

PART 5 - OFFICERS AND COMMITTEES

16. Secretary

- (a) The Board Members shall appoint a person, who provides the necessary consent to being appointed, as secretary and may determine the period for which he or she is to hold office.
- (b) The Board can determine a secretary's terms of appointment, powers, duties and remuneration.
- (c) At any time, the Board can vary or revoke a determination, or an appointment, whatever the terms of the appointment.
- (d) A secretary can resign by giving the society notice of his or her resignation.
- (e) The secretary's office becomes vacant:
 - (i) if the notice of resignation specifies a date of resignation — on the date of resignation; or
 - (ii) otherwise — on the date the society receives the notice of resignation.
- (f) The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board and the members in accordance with the law. The secretary shall also give or cause to be given notice of all the meetings of the Board and the members required by the law or this constitution. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

16.1 Committees

- (a) The Board may delegate any of its powers to a committee or committees consisting of such of their number and any other persons as the Board thinks fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board and a power so exercised is deemed to have been exercised by the Board.
- (c) The chairpersons of meetings of such committees shall be appointed by the Board. However, after the first year of existence of a committee, the committee will hold elections to determine a new chairperson. If no volunteers arise, the Board may appoint a chairperson.
- (d) A committee must hold at least 4 meetings per calendar year. The schedule of these meetings will be published and publicly available to all members. In addition to these meetings, conference calls may also be scheduled for committee members to deal with work-in-progress.

- (e) Despite any delegation under this clause, the Board may continue to exercise any function that it has delegated.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) Each sub-committee should be furnished with a Terms of Reference (ie an articulation of its brief and authority) at the time of creation

PART 6 - REMUNERATION, INDEMNITY AND INSURANCE

17. Remuneration of Board Members

- (a) The Board Members are entitled to the aggregate amount of remuneration that the Society by general meeting determines from time to time.
- (b) The Board can determine the allocation of the aggregate amount of remuneration among the Board Members. If the Board does not determine the allocation, the aggregate amount of remuneration must be allocated equally among the Board Members.
- (c) The Board Members' remuneration accrues from day to day.

17.1 Travelling Expenses and Insurance

In addition to any remuneration to which a Board Member is entitled, the society may also agree at a general meeting to pay:

- (i) the Board Member's travelling and other expenses that they properly incur:
 - (A) in attending Board meetings or any meetings of committees of Board Members; and
 - (B) in attending any members' meetings; and
 - (C) otherwise in connection with the society's business; and
- (ii) insurance premiums for a contract that insures the Board Member against liabilities that the Board Member incurs as an officer of the society.

17.2 Indemnities for Officers and Former Officers

- (a) In this clause:

indemnified person means a Board Member, member, officer or agent of the society or a former Board Member, member, officer or agent of the society

legal proceedings means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the indemnified person being, or having been, an officer or agent of the society.

- (b) To the extent that the law permits:
 - (i) the society must indemnify an indemnified person against any liability that the indemnified person incurs in conducting the society's business, exercising the society's powers including

without limitation, legal costs and expenses incurred in participating, being involved in or defending any legal proceedings; and

- (ii) the society may indemnify, agree to indemnify or enter into (and pay premiums on) a contract of insurance in relation to an indemnified person or any other person.
- (c) The indemnity in clause 17.2(b) applies in relation to an indemnified person for all incidents occurring during the period that person is a Board Member, member, officer or agent of the society, even though a claim is made against the indemnified person after they have ceased to be a Board Member, member, officer or agent of the society.

PART 7 - ADMINISTRATION

18. Society Common Seal

- (a) If the society has a seal, the Board is to provide for the safe custody of the common seal.
- (b) The seal is to be used only by the authority of the Board Members.
- (c) The Board may authorise:
 - (i) two Board Members; or
 - (ii) a Board Member and a secretary,to witness the affixing of the seal on a document of a class specified in the resolution.

18.1 Financial Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the society, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two Board Members, or a Board Member and a secretary.

18.2 Payments

- (a) The society can pay a person entitled to an amount payable in respect of membership by:
 - (i) crediting an account nominated in writing by that person; or
 - (ii) by cheque made payable to bearer; or
 - (iii) to the person entitled to the amount or any other person the person entitled directs in writing; or
 - (iv) by any other manner as the Board may resolve.
- (b) The society can post a cheque under this clause to the address in the register of the member or to any other address which that person directs in writing.

18.3 Accounts

The Board Members shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the law to be attached thereto) accompanied by a copy of the auditor's report as required by the law, provided however that the Board Members shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account.

18.4 **Audit/Review**

A properly qualified auditor or reviewer must be appointed in accordance with the law and his or her retirement, removal, duties and obligations shall be regulated in accordance with the law.

18.5 **Notices**

- (a) A notice may be given by the society to any member either by serving it on him or her personally or by sending it by post to him or her at his or her address as shown in the register of members or the address supplied by him or her to the society for the giving of notices to him or her.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the second day after the date of its posting.
- (c) Notice of every general meeting shall be given in the manner authorised by clause 10.4 to:
 - (i) every member; and
 - (ii) the auditor for the time being of the society.
- (d) No other person is entitled to receive notices of general meetings.

19. **FINANCIAL YEAR**

The first financial year shall commence on the date of the incorporation of the Society. The financial year of the Society shall end on the 31st day of March in each year, with effect from the year 2013, the financial year to 31st March 2013 being a 9-month period.

20. **REGISTERED OFFICE**

Shall be as from time to time decided by the Board. The first Registered office is at 2/22 Allen Street, Wellington.

21. **DEEMED SERVICE OF NOTICES**

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the same and to have been effected in the case of a notice of a meeting on the second day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

22. **NOTICES BY EMAIL/SOCIAL NETWORK YAMMER**

Notice of any meeting of the Society or of any other thing or matter may be given to all members or to any named member or members by email to a specified email address or by posting a notice on Yammer with attention to that person or an announcement to a Yammer group of which that person is a member.

PART 8 - RECORDS

23. Entry in Minutes Book

- (a) The society must keep minute books in which it records within one month:
 - (i) proceedings and resolutions of meetings of members;
 - (ii) proceedings and resolutions of meetings of the Board (including meetings of committees of Board Members);
 - (iii) resolutions passed by members without a meeting; and
 - (iv) resolutions passed by the Board Members without a meeting.

23.1 Minutes to be Signed

- (a) The society must make sure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of that meeting or the chairperson of the next meeting.
- (b) The society must ensure that minutes of the passing of a resolution without a meeting are signed by a Board Member within a reasonable time after that resolution is passed.
- (c) A minute recorded and signed in accordance with this clause is evidence of the proceedings or resolution to which it relates, unless the contrary is proved.

23.2 Members' Access to Minutes

- (a) The society must make sure that the minute books referred to in clause 23.1 are open for inspection by members free of charge.
- (b) A member can ask the society in writing for a copy of:
 - (i) any minutes of a meeting of the members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by members without a meeting.
- (c) if the society does not require payment for the copy, the society must send it:
 - (i) within 14 days after member asks for it; or
 - (ii) within any longer period that NZSC approves
- (d) If the society requires payment for the copy, the society must send it:
 - (i) within 14 days after the society receives payment; or
 - (ii) within any longer period that NZSC approves

23.3 Register

- (a) The society must establish and administer the register in accordance with the requirements of the Incorporated Societies Act 1908.
- (b) The register must be kept at:
 - (i) the registered office of the society; or
 - (ii) the society's principal place of business; or
 - (iii) a place in this jurisdiction where the work involved in maintaining the register is done; or
 - (iv) another place in this jurisdiction approved by the NZSC or other appropriate overseeing body.
- (c) The society must allow anyone to inspect a register.
- (d) If the register is not kept on computer the person inspects the register itself. If the register is kept on computer, the person inspects the hard copy of the information on the register.
- (e) A member can inspect a register kept under this clause without charge. Other people can inspect the register only on payment of a fee (up to the prescribed amount) required by the society.
- (f) The society must give a person a copy of the register (or part of the register) within seven days if the person:
 - (i) asks for the copy; and
 - (ii) pays any fee required by the society.
- (g) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.

PART 9 - WINDING UP

24. Transfer of Surplus

On a winding up of the society, the members must find one or more not for profit company, Society or Charitable organisation whose constitution requires them to pursue only objects similar to those of this society and to apply their income in promoting those objects; and resolve that the liquidator must give or transfer any surplus on winding up of the society to those organisations.

24.1 High Court to Act

If the members fail to make a decision under clause 24 within 20 business days of the winding up of the society, the liquidator must make an application to the High Court, in the jurisdiction in which the society is taken to be registered, to make that decision.