

Free Speech Union (New Zealand) Incorporated

Rules Of Association / Rules of Union

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Name and objects

1. Name

The name of this Society and Union shall be “Free Speech Union (New Zealand) Incorporated”. It is referred to in these Rules as the “Union”.

The Society is constituted by the subscription of the first 15 members who have signed these rules.

2. Registered Office

The registered office of the Union shall be at the place or address in New Zealand determined and notified to the Registrar from time to time by the Council.

3. Objects of the Union

The objects of the Union shall be:

- 3.1. To defend and promote the fundamental human right of freedom of speech for New Zealanders, including freely to seek, receive and impart information;
- 3.2. To promote members’ collective employment interests with particular interest in the protection of their freedom of speech from employer interference;
- 3.3. To provide advocacy services for Union members in relation to jeopardy in employment from legitimate free speech by the member;
- 3.4. To draw together and render more effective collectively peoples’ efforts to defend freedom of speech as a fundamental human right and common value irrespective of political, religious, ethnic, cultural and other differences;
- 3.5. To educate the public and sections of the public on freedom of speech and tolerance, and to foster understanding of the requirements of a shared commitment to basic and irreducible rights or procedural values for free speech, notwithstanding differences on substantive issues;
- 3.6. To sponsor, organise and participate in events with or without other organisations to educate the public on free speech, its importance, the vital need for tolerance in strengthening the social bonds of the community in a society committed to free speech, and recruiting Union members;
- 3.7. To subscribe to become a member or affiliate to and co-operate with any other organisation whose objects are all or in part similar to those of the Union;
- 3.8. To raise funds through membership dues, donations, service charges and cost recoveries to support and further the work of the Union; and
- 3.9. To do anything else that the Council considers necessary or desirable in the defence rights to free speech, or the rights of particular Union members or other employees.

4. Rules and Statement of Values

All members are subject to the Rules, and any by-laws of the Union and the Statement of Values appended to the Rules. All will be in their form as duly amended in accordance with these Rules.

Membership

5. Membership Eligibility

- 5.1. Membership is open to any New Zealand citizen or permanent resident.
- 5.2. Membership may be in classes defined from time to time by the Council, including classes distinguished by employment or work status or other categories pertinent to the kinds of free speech issues that may arise, or to the scale or term of their commitment to the Statement of Values, such as:
 - 5.2.1. Whether the member has full time, part time, or casual employment, or is self-employed or is freelance, a contractor or any mix of those;
 - 5.2.2. What industry or sector or employer or other potentially coercive counterparty the member may face; and
 - 5.2.3. The time for which a member has been a member; and
 - 5.2.4. The level of contribution of the member to achieving the objectives of the Union.
- 5.3. By seeking membership a member signifies their agreement with the then current Statement of Values (Appendix 1) and undertakes to support, adhere to them and uphold them for as long as they are a member.
- 5.4. The Council may also admit to membership any other person who expressly agrees to the effect of clause 5.3.
- 5.5. A member may be a member of another trade union.
- 5.6. Members have the rights and responsibilities set out in these Rules, but no person becomes liable by membership alone for any liabilities of the Society.

6. Admission to Membership

- 6.1. An application for membership shall be made in writing in such form as the Council prescribes from time to time. The form for applications must expressly include or refer to the then current Statement of Values.
- 6.2. If the applicant is approved by the Council the applicant's name and membership class shall be entered on the register of members.
- 6.3. The Council has sole discretion on whether to accept a membership application and need not give any reason for approving or not approving any application.

6.4. Without limitation of clause 6.3 the Council may refuse membership to any person they consider poses an unwarranted risk to the objectives and success of the Union, including because of views espoused by the person, even if the Union is prepared to defend that person's right to express them.

6.5. The Council may delegate powers under this Rule 6, but a decision to refuse membership must be referred to the Council.

7. Subscription Fees

7.1. Subscription fees for membership of the Union shall be determined by the Council from time to time.

7.2. The Council can set different subscription fee amounts for different classes of membership.

7.3. The Council may require an applicant to pay a joining fee of an amount determined by the Council if it appears necessary or desirable with a view to mitigating the risk that the Union and its existing or future members are not disproportionately burdened by costs of assisting the member without having had the member's support over a long term.

7.4. Nothing in Rule 6 or this Rule 7 limits the power of the Union to charge for services, or to recoup costs incurred in connection with assistance to any person, including service to a member.

8. Register of Members

8.1. The Union shall keep an up-to-date register for members containing:

8.1.1. the member's name;

8.1.2. the class of membership;

8.1.3. the member's email address; and

8.1.4. the date at which the member joined the Union.

8.2. As required by s 16 of the Employment Relations Act 2000, the Executive Council will deliver to the Registrar of Unions, not later than 1 June in each calendar year, an annual return of members, stating how many members it had as at 1 March in that year.

9. Cessation of Membership

9.1. A member may end membership of the Union by written notice to the Union.

9.2. A member's membership may be terminated under rule 19.

9.3. A person whose membership terminates is not entitled to a refund of any subscription or other fee paid.

- 9.4. Upon termination of membership, the entry for the member in the Register of Members shall record the termination.

10. Founding Membership

- 10.1. A person who subscribes to the Union for its registration as a union, and persons who signify to the Union their wish to be members, who have been members or supporters of the predecessor unincorporated association known as the Free Speech Coalition, may become members without application under rule 6. They may be designated “Founding Members” of the Union.

11. Standing Member before Full Membership

- 11.1. Without limiting the powers of the Council to define and to implement classes of membership, a Founding Member is automatically a Full Member for the purposes of these Rules unless the Council has determined otherwise with respect to that member.
- 11.2. All other members will not become Full Members until either:
- 11.2.1. The person has been member for two years; or
 - 11.2.2. The Council elects to make the person a Full Member —
- whichever comes first.

12. Supporters and Friends of the Union

- 12.1. The Council may accept donations or subscriptions from supporters or other persons helpful to the Union and extend to them such benefits as would flow from membership as the Council determines with respect to any such person from time to time, other than voting right under these Rules.

Governance

13. Council

- 13.1. The Union shall be governed by a Council (“the Council”) of no less than three nor more than fifteen Full Members.
- 13.2. The Council shall have all powers, rights and privileges to govern and manage the affairs of the Union, including every action or decision that it considers necessary, desirable, incidental or conducive to the attainment of the Union’s objectives. These include incurring and funding expenditure, employing staff, entering into contracts or agreements, owning property, making grants and opening and operating bank accounts borrowing money.
- 13.3. A Full Member of the Union may be elected as a member of the Council for a term of up to 3 years. The Council may declare that a vacancy on the Council is for a position with a term of less than 3 years if that is necessary or desirable to secure a

pattern of elections where approximately one third of electoral positions are vacant each year. Council members are eligible for re-election.

- 13.4. Council members hold office until their term of election expires, resignation from the Council, resignation or expulsion from the Union, or ceasing to be a member of the Council under rule 13.12.
- 13.5. Notwithstanding clause 13.4 by special majority the Council may co-opt any member of the Union onto the Council so long as the co-opted Council members will not thereafter outnumber the elected members. The term of office of a co-opted Council members is until the next annual general meeting.
- 13.6. The Council may change the name of the Union.
- 13.7. The Council will meet at least twice annually, by whatever means is determined by the Council Chair to be most convenient, including electronically, provided that it enables members to know who is attending, to participate freely in discussion (subject to normal meeting disciplines) and to vote. Meeting dates are to be decided by the Council Chair unless over-ruled by the Council. If the Chair omits to convene a meeting sought by a majority of the Council, they may convene the meeting. Notice of Council meetings shall be given to all members of the Council. Not less than three Council members present at any Council meeting shall constitute a quorum.
- 13.8. Without prejudice to the general powers conferred by these Rules, the Council has the power to prescribe its own procedures and any by-laws necessary for the internal regulation of the Union.
- 13.9. The Council may delegate (and withdraw delegation) any of its powers to any sub Council, Council Member, employee, volunteer, staff member, contractor, or officer. A delegation may be subject to any conditions the Council sets. A delegation does not include a power to sub-delegate unless it is expressly conferred.
- 13.10. Without more than this Rule, the Council is deemed to have delegated, its powers of day to day management to a sub-committee of no more than six persons to be described as the Executive. The Executive will comprise the Council members, employees, and contractors holding the Council's appointment on that sub-committee from time to time. They must retain the confidence of the Council. Their functions will include the conduct or management of public representation of the Union, and the conduct of litigation.
- 13.11. When the Union is engaged in advocacy or representation or other activity that involves confidential information, and the Executive reasonably considers that disclosure of that information would be inimical to the interests of the persons concerned, or the objectives of the Union, the Executive may take whatever steps it considers necessary to protect the confidential nature of the information, including by withholding it from the Council or any member of the Council.
- 13.12. The Council membership of a Council member absent for three successive meetings of the Council without leave of absence may be terminated by vote of the Council. The Council may by a Special Vote terminate forthwith the Council membership of a Council member, or an Executive membership of any member of the Executive.

13.13. The Council may from time to time appoint any person to be a patron of the Union and a financial member to be a life-member of the Union and any person so appointed shall hold office until death or retirement or removal by resolution of the Council or of a General Meeting. There may be any number of patrons and any number of life members.

13.14. At the time of incorporation, the Council is:

13.14.1. Patrick Corish (2 years);

13.14.2. Dr David Cumin(3 years);

13.14.3. Melissa Durby (2 years);

13.14.4. Dane Giraud (3 years);

13.14.5. Stephen Franks (2 years);

13.14.6. Ani O'Brien (3 years);

13.14.7. Rachel Poulain (2 years); and

13.14.8. Jordan Williams (3 years)

(the "Founding Council") elected for a term of either two or three years as indicated in this clause 13.14 (i.e. until the 2022 or 2023 AGM).

14. Voting and secret ballots

14.1. Except as expressly stated otherwise in these Rules decisions of the Council or of the members in general meeting, will be by a simple majority vote.

14.2. A Special Vote will be the vote on a resolution that obtains the affirmative vote of at least sixty 66% of the votes cast on that resolution. Unless expressly stated otherwise in these Rules, a Special Vote can only be held on a resolution if notice of it has been given to all persons eligible to vote on it, at least 5 business days before the date at which the vote is to be taken. This notice requirement may be waived by resolution of 90% of the persons who would be eligible to vote on the resolution. .

14.3. Only Full Members are eligible to vote except for matters reserved for secret ballot under the Employment Relations Act 2010 and affecting their employment.

14.4. On any matter any Full Member may request a secret ballot at a general meeting. The Chair of the meeting must commission arrangements to conduct the secret ballot.

15. Officers

15.1. The Officers of the Union shall be a Chair, a Vice-Chair, a Secretary, and any other officers as determined by the Council. Except for the Secretary, Officers must be Council members.

- 15.2. At the first meeting of the Council after each General Meeting the Council shall elect from among their numbers a Chair and a Vice-Chair.

Elections

16. Elections

- 16.1. Unless the Council determines that an alternative election method should be implemented, elections of the Union will take place at an Annual Meeting.
- 16.2. Members of the Council may take office for a term of up to three years or any lesser period agreed on appointment.
- 16.3. A Council Member's membership of the Council ends at the close of the Annual meeting nearest to the end of their terms. The Council Member may stand for re-election.
- 16.4. The Secretary will oversee the running of Union elections and shall do all things necessary for the fair and proper conduct of the election.
- 16.5. Where there is only one nominee for a contested position the Council may declare that member to be the winner without the need for an election process.

17. Nominations

- 17.1. To stand for election a qualifying member must have a note from another Full Member moving or seconding their nomination.
- 17.2. A minimum of 14 days must elapse from the closing date for nominations, and the commencement of voting for contested positions.
- 17.3. The Council, by a Special Vote, may decline to accept a nomination to stand for election to the Council, without stating any reason.

18. Secret Ballots

- 18.1. Where a secret ballot is required, or where it is requested by 10% or more of the members entitled to vote on the relevant matter these provisions shall apply.
- 18.2. The Chair for the relevant meeting, or the Secretary in the case of a resolution that is to have voting outside a meeting, shall appoint a returning officer and such scrutineers as are reasonably required to audit and attest to the integrity of the voting procedures, and to report on the result.
- 18.3. The returning officer may be the Secretary if members can be reasonably confident that the necessary secrecy and integrity in the process will not be compromised by that course.
- 18.4. The returning officer may be a company contracted to conduct the ballot, which is reputable, experienced in conducting voting procedures and instructed to be independent and to ensure the secrecy of the ballot.

- 18.5. The returning officer shall ensure that the voting procedure enables each voter to cast a timely vote in such a way as to procure the secrecy of their vote, and including reasonable protection against the casting of votes by persons not entitled to vote, irrespective of whether it is by ballot papers or by electronic communication.
- 18.6. The returning officer and scrutineers if any shall count the valid votes or supervise or satisfy themselves as to the adequacy of electronic calculation of voting results if such a system is employed. Setting aside any informal votes, the returning officer shall advise the outcome of the voting to the Chair or person charged with putting the resolution, and if appropriate directly advise voters of that outcome, declaring the motion won or lost according to the valid votes cast for and against the question.
- 18.7. The process for holding a secret ballot for the purposes of the s14(1)(ca) of the Employment Relations Act 2000 will be consistent with the foregoing but so as to satisfy the requirements of that provision. Unless otherwise decided by the returning officer appointed:
 - 18.7.1. The Union will hold a meeting or series of meetings for the purpose of conducting the secret ballot.
 - 18.7.2. The dates, venues and times of the meetings and the number of meetings will be determined by the Union.
 - 18.7.3. The question on the ballot paper will enable the voter to vote yes or no.

Discipline and Grievance Procedures

19. Expulsion

- 19.1. The Council has the power to expel any member who breaches any rule or by-law of the Union, or who does any act to bring the Union into disrepute, or if in its view the person has an interest contrary to the aims of the Union as reflected in the Statement of Values, or the person's continuation in membership is against the interests of most other members, irrespective of whether the person believes they share the Union's purposes and values.
- 19.2. Any member who is informed of a motion to remove them from membership under this rule may provide to the Council an explanation in writing but is not entitled to be heard personally or represented before the Council (unless otherwise invited by a majority of the Council). The Council decision on any membership issue (including termination under this rule) shall be final.

Other Administrative Matters

20. General Meetings

- 20.1. On a date to be fixed by the Council, the Union will hold an Annual General Meeting for the purposes of:
 - 20.1.1. Receiving the Annual Report of the Council and the accounts;

- 20.1.2. Ratifying the Council's nomination for Union Auditor (if any);
- 20.1.3. Election of Council Members;
- 20.1.4. Any business that the Council may bring to the Annual General Meetings;
and
- 20.1.5. General business.
- 20.2. The Council may call a Special General Meeting of the Society to transact any business the Council puts before it.
- 20.3. The time and place and business of a Special General Meeting or Annual General Meeting are to be determined by the Council.
- 20.4. Fourteen clear day's notice of all Special General Meetings and Annual General Meetings shall be given to all Members.
- 20.5. Eight members of the Union, present or represented by a duly appointed representative, at commencement of and throughout the meeting shall constitute a quorum at all General Meetings of the Union.
- 20.6. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- 20.7. Every member personally present at any meeting shall have one vote. In case of equality of voting, the Chair may exercise a second or casting vote.
- 20.8. At all meetings, voting shall either be by ballot, show of hands or voices depending on the wishes of the meeting.
- 20.9. The Council Chair shall preside at General Meetings and Council meetings. In his or her absence the Vice Chairperson shall preside. If neither is present within ten minutes of the scheduled time for the start of the meeting, then those present shall elect a meeting chairperson.

21. Electronic meetings and decisions by assent

- 21.1. Any reference in these Rules to meetings will, as the context permits, refer also to meetings held by video or teleconference or other process that allows participants to hear each other and to participate in a manner sufficient to enable them to learn from and to question and to inform, and to argue with, and to persuade, each other in a way that the Chair of the meeting is reasonably satisfied is appropriate for the purposes of the meeting, having regard to:
 - 21.1.1. The comparative expense in time and other costs of meetings held physically, and electronically;

- 21.1.2. The availability of means to conduct the meeting
 - 21.1.3. The adequacy of notice and the convenience of the participants and would-be participants
 - 21.1.4. The importance and urgency of the matters to be decided; and
 - 21.1.5. Any other pertinent considerations.
- 21.2. A meeting conducted, or a decision made in accordance with the following shall be valid as if passed at duly convened and held physical meeting in the absence of proof that the Chair or other persons responsible for satisfying the requirements were aware of a material deficiency:
- 21.2.1. Throughout the meeting each participant and the Secretary or person acting as a secretary should be able to hear each of the other participants;
 - 21.2.2. At the beginning of the meeting the participation of each participant should be evident to others, or they must acknowledge their presence for the purpose of that meeting to the other participants;
 - 21.2.3. A participant should not leave the meeting by disconnecting his or her telephone or other means of communication without obtaining the Chair's express consent. Accordingly, a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she leaves the meeting with the president's express consent;
 - 21.2.4. A minute of the proceedings at the meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the Chair of that meeting and by the secretary or person acting as a secretary.
 - 21.2.5. Where a requirement of this clause 21.2 is expressed as "should" it acknowledges that electronic participation can be interrupted by exigencies outside the control of a participant, or without necessarily being evident to the Chair or other participants. No failure to satisfy such a requirement shall invalidate any relevant proceeding, in whole or in part, if the Chair is reasonably satisfied that it did not materially alter the likely decision or outcome in the absence of that failure.
- 21.3. When a resolution is confirmed electronically as being unanimous (such as via email from each member of the Council), no formal meeting is required.
- 21.4. When a resolution is sought to be decided by electronic assent, the notice or request may state that absence of response will be treated as assent after a reasonable period. Any Council Member may require that such a resolution be repute for decision without eligibility to pass by deemed assent, if the Member considers that the period was too short, or the that persons who were entitled to vote but did not vote, did not get notice of the vote.

22. Employment representation can be permitted

- 22.1. A member of the Union may authorise the Union to represent the member in negotiations in respect of their contract of employment or engagement contract, in particular with respect to aspects pertaining to the freedom of speech of the member.
- 22.2. A member may, if s/he wishes to do so, authorise the Union to act as the member's representative generally in the exercise of the member/s rights or powers as an employee under the Employment Relations Act 2000.
- 22.3. The Union may become a party to an employment contract of a member.
- 22.4. Where the Union acts for members in negotiating a collective employment contract or provisions of such a contract, the contract or provisions shall only be settled and agreed to when the relevant employee members have approved it by a majority vote.
- 22.5. The Union shall not be obliged to represent any member in any matter. In particular the Union may decide not to represent a member if, in the Union's opinion, the representation could involve costs or damage to the interests of other members, or the Union, or loss of capacity for the promotion or defence of the values set out in the Statement of Values, that would be disproportionate to the benefit of representation to the member.
- 22.6. If the Executive agrees, the Union may advise or represent a member in relation to any grievance, dispute or other matter. If the Union agrees to represent a member or members pursuant to this clause, the Council may at its discretion, separately levy that member/those members for that representation in addition to any annual subscription or other levy that may have been set.

23. Use of Seal and Execution of Instruments

- 23.1. There shall be a seal of the Union which will be kept in safe custody by the Secretary.
- 23.2. All documents requiring sealing shall be executed by the Secretary (or other person authorised by the Council) pursuant to a resolution of the Council.
- 23.3. The Secretary shall keep a seal register, which shall record the date and a brief description of every document to which the seal has been affixed.

24. Balance Date

The Union's financial statement balance date is 31 December.

25. Amendment of Rules

Alterations of the Union Rules, including the Statement of Values, require a Special Vote at a general meeting.

26. Control and Investment of Funds

The Council has all powers necessary to raise, control, spend and invest funds for the purpose of furthering the objectives of the Union.

27. Borrowing Money

The Council may borrow money for the purpose of furthering the objects of the Union.

28. Liquidation

- 28.1. The Union may be wound up or dissolved by Resolution passed by a bare majority of those present at any General or Special General Meeting of the Union of which seven days' notice has been given to all members of such proposed winding up or dissolution.
- 28.2. In the event of liquidation, any residual funds and assets, subject to the payment of the Union's debts and liabilities and the costs and expenses of winding up, shall be transferred to any associations or bodies with similar objects to the Union or held in trust for the objectives of the Union as determined by the Council by a special vote.

29. Matters Not Provided For

Any matters not provided for in these rules shall be decided by the Council.

Appendix 1 – Statement of Values

- I. The Free Speech Union stands for freedom of speech, of conscience, and of intellectual enquiry, which we regard as the essential pillars of a free society – the foundational freedoms on which all others depend. We believe that human beings cannot generally flourish outside a free society, which means they cannot flourish in the absence of free speech. Free speech is how knowledge is developed and shared, as well as our views about morality, religion and politics. Robust debate – appealing to reason, evidence and our shared values – is also the best way to resolve disagreements about issues big and small without descending to violence or intimidation. And free speech is the most effective bulwark against abuses of power by politicians, with history demonstrating that its denial is both the aim of tyrants, because it stops people criticising them, and an ominous precursor to the removal of other freedoms.
- II. We believe that free speech is currently under assault across the Anglosphere, particularly in those areas where it matters most, such as schools, universities, the arts, the entertainment industry and the media. The aim of the Free Speech Union is to restore it and protect it.
- III. We take no position on the validity of others’ opinions, political or otherwise, whether expressed in speech, writing, performance, or in another form. However, we condemn all incitements to violence.
- IV. We expect our members not to restrict others’ freedom of speech and we hope that when engaging in discussions and disagreements they keep faith with the spirit of the Enlightenment and use reason and evidence to prosecute their case without seeking to silence opponents through harassment or intimidation. While we discourage offensive or personal attacks, particularly if based on a person’s membership of a particular group, we would not generally exclude people from joining the Free Speech Union, or eject existing members, for engaging in uncivil behaviour (although we reserve the right to do so). The Free Speech Union believes that if society doesn’t uphold the right to express controversial, eccentric, heretical, provocative or unwelcome opinions, then it doesn’t uphold free speech.