

**BY-LAWS  
OF  
ASSOCIATIONS NEW ZEALAND  
INCORPORATED**

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## 1. REGISTERED OFFICE

The registered office of the Association shall be situated at such place in New Zealand as the Board of the Association may from time to time decide.

## 2 MEMBERSHIP

### 2.1 Association Membership:

Every applicant for Association membership shall:

2.1.1 Be a Not for Profit organisations, as defined in Rule 2 of the Rules of the Association, having a paid Chief Executive, Executive Director or a Secretariat that is working full time with an Association.

2.1.2 Satisfies the Board that:

- (i) the applicant will adhere to the Rules, By-Laws and standards of the Association as from time to time defined by the Board;
- (ii) the applicant agrees to abide by the requirements or Acts governing Not for Profit organisations or any other enactment replacing those Acts or requirements.

2.1.3 Complete an application, on the prescribed form, signed by the applicant.

### 2.2 Associate Membership:

Every applicant for Associate membership shall:

2.2.1 be a Not for Profit organisation that have voluntary secretariats, part time or otherwise, and do not comply for membership under 2.1.

2.2.2 complete an application, on the prescribed form, signed by the applicant.

### 2.3 Corporate Membership:

Every applicant for Corporate membership shall:

2.3.1 be organisations or companies that provide services to the Not for Profit sector.

2.3.2 complete an application, on the prescribed form, signed by the applicant.

### 2.4 Individual Membership:

Every applicant for Individual membership shall:

2.4.1 be either a paid or voluntary persons that are involved in the Not for Profit sector that are additional members where their association may already be a member.

2.4.2 complete an application, on the prescribed form, signed by the applicant.

2.5 All applications must be made in writing to the Board in such form as the Board may prescribe and must be approved by the Board.

2.6 The Board shall consider an application for membership and the applicant shall be advised in writing of the outcome. The Board shall not be obliged to give any reason for the rejection of an applicant and its decision shall be final.

2.7 Fellow Membership:

The honour of 'Fellow Member' may be accorded to an individual who, in the opinion of the Board, satisfies the following criteria:

2.7.1 the nominee has advanced the standing of the Association; and

2.7.2 the nominee has made a long, substantial and outstanding contribution to the Association; and

2.7.3 the nominee's contribution to the Association has been of such a special nature as to merit recognition in this manner.

Fellow members shall be elected by a three-quarters majority vote of the Board members of the Association.

2.8 Life Membership:

The honour of 'Life Member' may be accorded to an individual who, in the opinion of the Board, satisfies the following criteria:

2.6.1 the nominee has advanced the standing of the Association; and

2.6.2 the nominee has given at, at least ten years service to the Association and has made a substantial and outstanding contribution to the Association; and

2.6.3 the nominee's contribution to the Association has been of such a special nature as to merit recognition in this manner.

Life members, whose number at any one time shall not exceed five (5), shall be elected by a three-quarters majority vote of members present at an Annual General Meeting of the Association on the unanimous recommendation of the Board.

2.9 Designations:

2.7.1 Associations, Associates, Corporates and Individual members who reside in New Zealand are entitled to the letters MANZ or Member ANZ.

2.7.2 Fellow members are entitled to the letters FMANZ

2.7.3 Life members are entitled to the letters MANZ (Life) or Life Member ANZ.

2.10 Application Fees:

A non-refundable application fee shall apply to all classifications of membership.

### 3.0 PROXY VOTING

Every member shall be entitled to exercise his or her vote in accordance with the Rules, either in person or by proxy. The following provisions shall apply to proxies:

- 3.1 The instrument appointing the proxy shall be in writing under the hand of the appointer, and no person shall be appointed a proxy who is not a member of the Association and entitled to vote.
- 3.2 The instrument appointing a proxy for a meeting of the Association shall be deposited at the registered office of the Association or at such other place as the Board may from time to time determine.
- 3.3 The instrument appointing a proxy for a meeting of a Branch shall be deposited at the office of the Branch Secretary or at such other place as the Branch Committee may from time to time determine.
- 3.4 Proxies shall be so deposited not less than 72 hours before the time fixed for holding the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote. Notice of the time within which and the place at which proxies are to be deposited shall be given in the notice calling the meeting.
- 3.5 A proxy may be appointed for a specific meeting only or any adjournments thereof, or may be for all or any meetings, as may be desired.
- 3.6 The instrument appointing a proxy shall be in the form prescribed by the Board.
- 3.7 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid, notwithstanding the previous death or liquidation of the principal or revocation of the instrument under which the vote is given, provided that no intimation in writing of the death, liquidation or revocation is received before the meeting at the offices of the Association.

### 4.0 CODE OF ETHICAL CONDUCT

The Association is committed to the highest standards of professional conduct on the part of its members at all times. All members are expected to conform to these standards, personally and collectively in both the letter and the spirit, in both their businesses and their employment, in the obligations due to their clients/principals and the general public, in their responsibilities to staff, and their relationship with other members. In their work and employment members must comply with all applicable laws, regulations and rules.

Any breach of this Code of Ethical Conduct shall render the member committing a breach liable to the disciplinary procedures of the Association as set out in these By-Laws.

### 5.0 DISCIPLINE

#### 5.1 Powers and Procedures:

- 5.1.1 Members shall be subject to the disciplinary powers and procedures contained in these By-Laws.

- 5.1.2 If any member contravenes any of the provisions of the Rules, these By-Laws, the Association New Zealand Codes of Practice (if any) or the Code of Ethical Conduct, the Board may initiate the exercise of disciplinary powers and procedures against that member in accordance with these By-Laws.
- 5.2 Complaints:
- 5.2.1 All disciplinary action under these By-Laws must be initiated by a complaint in writing lodged with the Secretary.
- 5.2.2 The Secretary shall promptly acknowledge receipt of the complaint. The Secretary shall forward a copy of the complaint to the relevant member and seek an explanation in writing within a specified time. It shall be the duty of that member to lodge a written explanation with the Secretary within the specified time.
- 5.2.3 Upon receipt of the written explanation the Secretary shall refer the complaint to the Disciplinary Sub-committee of the Board.
- 5.3 Investigation of Complaints:
- 5.3.1 Upon referral of a complaint by the Secretary, the Disciplinary Sub-committee shall consider the complaint, the written explanation of the member and such other information as it may require. It may interview the complainant, the member or any other person it requires to appear before it. It may require the member to produce any document relevant to the inquiry. It shall be the duty of the member and any other member to assist the Disciplinary Sub-committee in its inquiry.
- 5.3.2 After having conducted its inquiry into the complaint the Disciplinary Sub-committee shall prepare a report for the Board and hand it to the Secretary. Such report shall include a recommendation as to how the complaint ought to be dealt with.
- 5.4 Action by Board:
- 5.4.1 On receipt of the report by the Disciplinary Sub-committee, the Board shall review and either adopt or vary the report or refer it back for further investigation by the Disciplinary Sub-committee.
- 5.4.2 If the decision of the Board is that disciplinary action should be taken the Board shall, either directly or through the Disciplinary Sub-committee, or by any other means it thinks fit, do any one or more of the following:
- (i) determine that a caution should be given to the member;
  - (ii) suspend the member for a period of time not exceeding six (6) months;
  - (iii) order the member to pay such penalty as may be determined by the Board;
  - (iv) order the member to pay any costs and expenses of and incidental to the inquiry;
  - (v) expel the member from the Association.

5.4.3 The Secretary shall advise the complainant, the member and any other member against whom disciplinary action might be taken, of the decision of the Board on the complaint.

5.5 Arbitration:

5.5.1 If the member is unsatisfied with the decision then the decision shall be submitted to the arbitration of one arbitrator, to be agreed upon by the Board and the member, who shall conduct the arbitral proceedings in accordance with the Arbitration Act 1996 or any other enactment replacing that Act.

5.5.2 If the parties are unable to agree on the arbitrator, an arbitrator shall be appointed, upon the request of the member or the Secretary by the President or Vice-President for the time being of the District Law Society of the district within which the registered office of the Association is situated. The appointment and decision shall be binding on both parties to the arbitration and shall not be subject to appeal.