

THE RULES

OF

ASSOCIATIONS NEW ZEALAND INCORPORATED

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1. NAME

The name of the Association is the "Associations New Zealand Incorporated".

2. DEFINITION

For the purpose of these Rules and By-Laws, 'Not for Profit' means organisations incorporated under the Incorporated Societies Act 1908 and the Charitable Trust Act and companies incorporated under the Companies Act that have registered charitable status.

3. OBJECTS

The objects of the Association are to:

- 3.1 represent and promote the Not for Profit sector so as to maximise its contribution to New Zealand society;
- 3.2 provide the framework for professional development that meets the needs of the sector;
- 3.3 exchange and extend information and to provide lectures, meetings, conferences and publications and to promote research in the sector so as to enhance the skills of members generally;
- 3.4 enhance the professional standing of the Association's members;
- 3.5 promote and encourage ethical conduct amongst members;
- 3.6 advocate, on behalf of the sector, legislative or other measures or proceedings affecting the interests of the sector;
- 3.7 carry out any other related activities that are in the interests of the sector.

4. POWERS

In furthering its objects the Association shall have the following powers to:

- 4.1 raise funds by levies, subscriptions or fees, and by any other means, and to accept donations and gifts of any kind;
- 4.2 purchase, take on lease or in exchange, and to hire or otherwise acquire, any real or personal property that may be deemed necessary or convenient for any of the objects of the Association, and to dispose of such property or any part thereof;
- 4.3 record, print and publish such material as the Board of the Association ("Board") or the members in general meeting, may think desirable for the promotion of the objects of the Association;

- 4.4 invest moneys of the Association not immediately required for any of its objects in such manner as the Board may from time to time determine;
- 4.5 affiliate with any body or association having similar objects or to join, co-operate with, or subscribe to the funds of, any such body or association for the purpose of the objects of the Association;
- 4.6 organise conferences, seminars, workshops and other events for the benefit of the members of the Association;
- 4.7 employ staff and engage professional assistance under the direction and supervision of the Board;
- 4.8 make by-laws for purposes specified elsewhere in these Rules ("By-Laws");
- 4.9 borrow, raise, or secure the payment of moneys in such lawful manner as the Board may consider expedient, and to discharge any such securities; and
- 4.10 do all such other lawful things as, in the opinion of the Board, are incidental or conducive to the attainment of the objects of the Association.

5. MEMBERSHIP

- 5.1 The Association has six classes of membership, namely Association members, Associate members, Corporate members, Individual members, Fellow members and Life members.

Eligibility for membership shall be as follows:

- 5.1.1 Eligibility for Association membership is limited to Not for Profit organisations having paid Chief Executives, Executive Directors or Secretariats.
- 5.1.2 Eligibility for Associate membership are Not for Profit organisations who do not qualify for Association membership.
- 5.1.3 Eligibility for Corporate membership may be accorded to those companies who provide services to Not for Profit organisations and do not qualify for either Association or Associate membership.
- 5.1.4 Eligibility for Individual membership may be extended to persons that are either 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.
- 5.1.5 Fellow membership may be accorded in terms of the By-Laws to those persons who have made an outstanding contribution to the Association.

- 5.1.6 Life membership may be accorded in terms of the By-Laws to those persons who have made an outstanding contribution to the Association.
- 5.2 The Board may make By-Laws fixing categories and definitions of membership within the six classes of membership of the Association, the respective qualifications, if any, for admission to the various categories of membership and all other matters touching the classification of members, and to determine from time to time the fees for membership of the Association.
- 5.3 Any Association, Associate, Corporate or individual who satisfies the criteria for admission to a category of membership and who undertakes in writing to be bound by these Rules shall upon payment of such application fee (if any) as may from time to time be fixed by the Board and upon payment of the appropriate subscription in respect of the financial year then current may be elected by the Board as a member of the Association.
- 5.4 Every member of the Association shall be entitled to be supplied free of charge with a copy of these Rules, and a copy of any By-Laws made hereunder, and is entitled to attend any General Meeting of the Association.
- 5.5 The Secretary shall keep a register of all members containing such particulars as may from time to time be prescribed by the Board.

6 TERMINATION OF MEMBERSHIP

- 6.1 Any member may resign from the Association by giving the Secretary notice in writing to that effect. Every such notice shall, unless otherwise expressed, take effect as from the end of the then current financial year. No member so resigning shall be entitled to a refund of any subscription or levy paid by them and/or a waiver of any moneys owing by them.
- 6.2 The Board may by notice in writing terminate the membership of:
- 6.2.1 any member who is convicted on an indictable offence punishable by imprisonment;
 - 6.2.2 any member who becomes bankrupt or is liquidated or wound up;
 - 6.2.3 any member who makes a composition with their creditors;
 - 6.2.4 any member who breaches the Rules, By-Laws or Code of Ethical Conduct;
 - 6.2.4 any member who becomes medically of unsound mind.

- 6.3 Any member whose subscription is outstanding in terms of Rule 8.2, and who remains in default for a period of not less than thirty (30) days thereafter having been sent notice of such default may be removed from the register of members.
- 6.4 Any member who resigns pursuant to Rule 5.1, or is removed from the register of members pursuant to Rule 5.3, shall continue to be liable for all arrears of subscription which are due and unpaid at the time of their resignation or removal and for all other monies due by them to the Association.
- 6.5 Any member aggrieved by the Board's decision in applying Rule 6.2 in respect of their membership, may in writing appeal to the Chairperson of the Association for a review of that decision and on receipt of such an appeal the Chairperson, the Vice-Chairperson and a representative of the Branch, if any, to which the member belongs, shall be empowered to review the decision and give a written decision for effecting by the Board.
- 6.6 If the member is dissatisfied with the decision or the appeal, 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 enactment replacing that Act.
- 6.7 If the parties are unable to agree on the arbitrator, an arbitrator shall be appointed, upon the request of either party, 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.

7. RE-ADMISSION

Any person whose membership has been terminated by the Board for whatever reason, or who has resigned from the Association, may apply for re-admission by making application as if they were a new member.

8. SUBSCRIPTIONS

- 8.1 Every member, except Life members, shall pay to the Association an annual subscription of such amount, by such method of payment, as is from time to time fixed by the Board.
- 8.2 Subscriptions are due on the anniversary date of joining and must be paid within three (3) calendar months of the due date, or date of invoicing, whichever is the later.

- 8.3 In fixing, from time to time, the annual subscriptions referred to in Rule 7.1 the Board shall not be bound to prescribe a uniform subscription in respect of all members.

9. GENERAL MEETINGS

- 9.1 The Annual General Meeting of the Association shall be held within four (4) calendar months of the end of the financial year of the Association, at such place as the Board shall determine.
- 9.2 Meetings of the Association, other than the Annual General Meeting, shall be called "Special General Meetings".
- 9.3 The Board may at any time convene a Special General Meeting of the Association.
- 9.4 The Board shall, within twenty-eight (28) days of the receipt of a requisition in writing to that effect stating the purpose of such a meeting and signed by not less than ten (10) members of the Association who are entitled to vote, convene a Special General Meeting of the Association.
- 9.5 All General Meetings of the Association will be conducted in person and does not include electronic communications.

10. NOTICE OF GENERAL MEETINGS:

- 10.1 Not less than twenty-eight (28) days before every Annual General Meeting a notice thereof shall be sent to every member by letter together with a copy of the annual report, financial statements and auditor's report.
- 10.2 Not less than fourteen (14) days before a Special General Meeting a notice thereof specifying the business intended to be dealt with, shall be sent to every member.
- 10.3 A member wishing to bring before the Annual General Meeting any motion or business not relating to the ordinary annual business of the Association shall give notice in writing to the Secretary not less than twenty-one (21) days before the day of the meeting, and no motion or business other than the business brought forward by the Board shall come before the meeting unless notice thereof has been so given and the motion has been seconded. Not less than fourteen (14) days before any Annual General Meeting a notice setting out the business proposed to be considered at that meeting notified in accordance with this Rule shall be sent to every member.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 The business of the Annual General Meeting of the Association shall be to receive and consider the annual report, financial statements and auditor's report for the preceding financial year, to elect officers and to consider such other business as any member on due notice or the Board may bring before it.
- 11.2 At all General Meetings eligible members may vote either personally or by proxy. The proceedings for voting by proxy shall be set out in the By-Laws.
- 11.3 The Chairperson, or in their absence the Deputy Chairperson, of the Association, or in the absence of both of them, a member of the Board to be chosen by those members present, shall chair all General Meetings, and if at any meeting no such person is present within fifteen (15) minutes after the time appointed for holding the meeting, then the members present shall choose one of their number to be Chairperson of that meeting until the Chairperson or the Deputy Chairperson is present.
- 11.4 Twelve (12) members personally present and entitled to vote shall be a quorum for all General Meetings, and no business shall be transacted at any General Meeting unless the requisite quorum is present for the full period from the time an item of business is formally proposed until the vote on that item of business is put and determined.
- 11.5 No member shall be entitled to be present or to vote at any General Meeting, or to be considered in a quorum, if their subscription is due and unpaid.
- 11.6 If within thirty (30) minutes after the time appointed for any General Meeting a quorum is not present, the meeting shall be re-convened in fourteen (14) days time. In the absence of a quorum at the re-convened meeting, it shall be abandoned.
- 11.7 A motion submitted to a meeting shall be decided in the first instance by voices or a show of hands.
- 11.8 At any General Meeting, unless a poll is demanded by at least 50% of the Voting members personally present and entitled to vote, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect made in the Minutes of the meeting shall be conclusive evidence of the fact.
- 11.9 If a poll is demanded in accordance with Rule 11.8, it shall be taken forthwith and in writing and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll has been demanded.

The demand for a poll may be withdrawn. Any poll duly demanded concerning the election of a Chairperson of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment.

- 11.10 The General Meeting at which a poll is demanded shall appoint two (2) people to act as scrutineers. The Chairperson shall disclose the outcome to the meeting and this shall be conclusive evidence of the result of the poll.
- 11.11 In the case of an equality of votes, the Chairperson shall, both on a show of hands and/or a poll, have a casting vote in addition to the vote to which they are entitled as a member or representative of a member.
- 11.12 The Chairperson may, with the consent of the meeting, adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.
- 11.13 Minutes of all resolutions and proceedings of meetings of the Association shall be recorded in the Minute Book and signed by the Chairperson of the meeting to which it relates or by the Chairperson of a subsequent meeting.

12. BOARD

- 12.1 There shall be a Board of the Association consisting of the Chairperson, Deputy Chairperson, up to five other members of whom representatives of Association members must have a majority of at least one.
- 12.2 The Association shall at its Annual General Meeting in each year elect the Board to hold office from that Annual General Meeting for a term of no more than two (2) years. A retiring Board member shall be eligible for re-election. Nominations, duly seconded, for the position of a Board member must be lodged with the Secretary not less than seven (7) days before the time for holding the meeting.
- 12.3 The Board may also fill any casual vacancy from among the members eligible to be appointed to the Board, and any member so appointed shall hold office only until the next Annual General Meeting but shall then be eligible for re-appointment.
- 12.4 The Board may co-opt, at its discretion, persons with special skills and knowledge to any committee of the Board established pursuant to Rule 15.1.
- 12.5 A member of the Board shall cease to be a member of the Board when:
 - 12.5.1 they cease to be a member of the Association;
 - 12.5.2 they resign their position on the Board;

- 12.5.3 they are absent from three consecutive Board meetings without leave of absence granted by the Board or without just cause being shown for their absence;
 - 12.5.4 the Association passes a resolution to remove them from office by a two thirds majority of the Voting members who vote in person or by proxy at a General Meeting of which due notice has been given, provided that the member has been given notice in writing at least fourteen (14) days before the meeting of the intention to propose the resolution to remove them from office.
- 12.6 The following provisions shall apply in respect of the Chairperson and Vice-Chairperson:
- 12.6.1 The Board shall elect each year from the members of the Board a Chairperson and Deputy Chairperson.
 - 12.6.2 No person shall serve as Chairperson for more than two (2) consecutive terms of twelve (12) months each. A former Chairperson may be re-elected as Chairperson after having vacated the office for at least one (1) term of twelve (12) months.
 - 12.6.3 Each Chairperson shall remain an ex officio member of the Board for one (1) term of twelve (12) months after ceasing to be Chairperson.
 - 12.6.4 If a vacancy occurs in the offices of Chairperson or Deputy Chairperson, the Board shall appoint another member of the Board to fill the office for the balance of the term of that Board.
- 12.7 No act or proceeding of the Board, or of any person acting as a member of the Board, shall be invalidated in consequence of there being a vacancy in the membership of the Board at the time of the act or proceeding, or of the subsequent discovery that there was some defect in the election or appointment of any member of the Board or of any person so acting or that they were not eligible to be a member of the Board.

13. INDEMNITY OF OFFICERS

- 13.1 The Chairperson, the Deputy Chairperson, members of the Board, the Secretary, the Branch secretaries, members of the Branch committees and other officers, shall be indemnified by the Association from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except such as may happen from their own dishonesty or wilful default.

- 13.2 No officer of the Association or of any Branch and no member of any committee of any Branch shall be liable for the acts or default of any other officer or member, or for any loss or expense suffered or incurred by the Association or any Branch, unless the same happens from their own dishonesty or wilful default.

14. DUTIES AND POWERS OF BOARD

- 14.1 It shall be the duty of the Board generally to govern the affairs of the Association and for those purposes the Board shall have vested in it all such necessary powers as are not expressly required by these Rules or the By-Laws to be exercised by the Association.
- 14.2 In particular it shall be the duty of the Board to see to the proper collection and disbursement of the funds of the Association, the keeping of all usual and proper accounting records, the compilation and verification of minutes and other records of the business of the Association, and the preparation, audit and submission to the Annual General Meeting of a report and financial statements for the preceding year.
- 14.3 The Board shall have the authority to appoint a Chief Executive to manage the Association on terms and conditions as the Board thinks fit.
- 14.4 The income and property of the Association shall be applied towards the promotion of the objects of the Association.
- 14.5 All moneys received on account of the Association shall be paid promptly into the bank accounts of the Association.
- 14.6 All cheques or other negotiable instruments drawn on the Association's bank accounts shall be signed by such persons as may be authorised for that purpose by the Board.
- 14.7 Cheques or other negotiable instruments received by the Association and requiring endorsement shall be endorsed by such person or persons as may be authorised for that purpose by the Board.
- 14.8 The Board may authorise the funds of the Association to be invested in bank deposits, securities or investments in accordance with the Trustee Act and in any land and buildings required for the purposes of the Association.
- 14.9 The Board may exercise on behalf of the Association all of the Association's powers and functions.

15. PROCEEDINGS OF BOARD

- 15.1 The Board shall meet, in person, adjourn and otherwise regulate its meetings as it may think fit. It may set up committees, for such purposes and with such powers and duties as the Board thinks fit, to deal with particular aspects of the Association's affairs and to report back to the Board.
- 15.2 A meeting of the Board may be convened at any time upon the request of the Chairperson or of any three (3) members of the Board.
- 15.3 The quorum for a Board meeting shall be half of its actual number of members for the time being and no business shall be transacted at any Board Meeting unless the requisite quorum is present.
- 15.4 At any meeting of the Board, the members shall have one vote each, and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- 15.5 Any casual vacancy in the office of Chairperson or Deputy Chairperson shall be filled at the next meeting of the Board after the occurrence of the vacancy.
- 15.6 The Board shall cause minutes to be kept of the proceedings at its meetings and of the names of those present at such meetings.
- 15.7 At all meetings of the Board, the Chairperson, or in their absence the Deputy Chairperson, shall preside, and in the absence of both of them a Chairperson shall be elected from amongst the members of the Board to preside.
- 15.8 The Minutes of any meeting signed by the Chairperson of the meeting or of the succeeding meeting shall be prima facie evidence of the transactions recorded in such Minutes.

16. BY-LAWS OF THE ASSOCIATION

The Board, by a resolution passed by not less than two thirds of its members, or the Association by a resolution passed by a two thirds majority of the members who vote in person or by proxy of a General Meeting of which due notice has been given, may make By-Laws for the better administration of the Association's affairs provided that these do not conflict with the Rules, and the Board or the members of the Association may, in like manner, suspend, alter, add to, or revoke any By-Laws so made, by a resolution of similar majority.

17. LIQUIDATION

The Association may be put into liquidation in accordance with the Incorporated Societies Act 1908. If the Association is liquidated and after satisfaction of all its debts and liabilities there remain any assets whatsoever, they shall not be paid or distributed among the members of the Association, but shall be distributed to a

charitable organisation or organisations within New Zealand which do not operate for the private pecuniary profit of any individual, and whose objects are similar to those of the Association.

18. PERSONAL BENEFIT

No member of the Association or person associated with a member shall participate in, or materially influence, any decision made by the Association in respect of the payment to, or on behalf of, that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

19. ALTERATION OF RULES

19.1 These Rules may be altered, added to or rescinded by resolution passed by a two thirds majority of the Voting members who vote in person or voting by proxy at a General Meeting of which proper notice has been given to every member setting forth the purport of the proposed change.

19.2 Any alterations to Rules 17, 18 or this Rule 19.2, must have the prior approval of the Inland Revenue Department.

20. BRANCHES

20.1 Separate Branches of the Association may be established with the prior approval of the Board and in accordance with the By-Laws.

20.2 A Branch shall have no power to charge, mortgage or pledge any of the assets of the Association in any manner. Branches shall be responsible for any financial transactions they may enter into.

20.3 The Chairperson shall be an ex officio member of all Branch committees, and each Board Committee member shall be an ex-officio member of the Branch committee of the area in which they reside.

21. REGIONS

There shall be the following Regions of the Association.

Northern Region: From Cape Reinga in the north to a line from Awakino (on the Tasman) through Taupo to Gisborne (on the Pacific).

Central Region: The balance of the North Island, south of the Northern Region, including the Nelson and Marlborough Provinces.

Southern Region: The balance of the South Island.

22. COMMON SEAL

22.1 The Secretary shall keep the Common Seal of the Association in safe custody.

22.2 The Board shall use the Common Seal where required for official documents, or as otherwise deemed necessary. The signatures of the Chairperson or Deputy Chairperson and one other Board member or the Secretary shall attest its use.

23. CHIEF EXECUTIVE

The responsibilities and accountabilities of the Chief Executive shall be laid down by the Board and shall be consistent with the Rules and By-Laws. The Chief Executive will be the Secretary of the Association.

24. FINANCIAL YEAR

The financial year of the Association shall be from 1 April to 31 March.