



**Grey Power  
New Zealand  
Federation  
Incorporated**

# **Constitution**

**Amended 17 April 2018**  
(Inc Soc ref: 10064761607)

# Constitution of Grey Power New Zealand Federation Inc

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## 1. Preliminary

### 1.1 Name

The name of the society is GREY POWER NEW ZEALAND FEDERATION INCORPORATED (referred to in these Rules as “the Federation”)

### 1.2 Interpretation

#### (a) Definitions

In these Rules, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908.

“Incorporated Society” means a society registered under the Incorporated Societies Act 1908.

“Association” means any Incorporated Society named or described in the First Schedule of the bylaws or admitted to membership under Rule 3.2

“Member” means a member of an Association admitted to membership according to these Rules.

“Financial member” means a member whose subscription for the current year has been paid as a Capitation Fee by the Members Association to the Federation

“The Board” means the Board of the Federation constituted under Rule 5.1 herein.

“Rules” means these rules of the Federation amended from time to time in accordance with the Act.

“Registrar” means the Registrar of Incorporated Societies.

“Office Holders” means any of the Office Holders of the Federation elected according to these Rules.

“Chairperson” means the Chairperson of the Board Meeting.

“The Secretary” means the Secretary of the Federation.

“Zone” means any geographical area constituted under Rule 1.3 herein.

“Register of Members” means the record of members kept in accordance with Section 22 of the Incorporated Societies Act 1908.

“Federation Office” means the Federation’s Auckland based Registered Office, which is primarily an Administration, Servicing and Distribution Centre.

(b) In these Rules, unless the text otherwise requires:

(i) The singular includes the plural and vice versa;

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- (ii) Words describing gender include all genders.
- (c)
  - (i) References to statutes or any statutory provisions refer also to statutes or statutory provisions amending, consolidating or re-enacting those referred to;
  - (ii) Headings and sub-headings are inserted for ease of reference and shall not affect the construction of these Rules.

## **1.3 Zones**

- (a) The Federation in General Meeting may divide New Zealand into Zones for the purposes of these Rules, determine the number of Zones, fix their boundaries and vary any such division, number or boundaries.
- (b) An Association may not belong to more than one Zone. If any dispute arises as to the Zone to which any Association belongs, the issue shall be determined by the Board whose decision shall be final.

## **2. Section 2: Federation – Objects and Powers**

### **2.1 Objects**

The Federation is established for the following objects and purposes:

- (a) To advance, support and protect the welfare and well-being of older persons in New Zealand, both directly or in conjunction with other organizations or bodies with similar aims or purposes.
- (b) To promote and achieve the widest possible identification of the Federation in New Zealand as the most appropriate and effective representative of older persons and their special concerns.
- (c) To promote, establish and maintain links with organizations, sharing the values and beliefs of the Federation.
- (d) To uphold the status of older people as important members of New Zealand society.
- (e) To educate and inform organizations, institutions, other bodies, and the public for the purpose of bringing about a better understanding of the particular needs of older persons and the ability of older persons to contribute to the public good.
- (f) To foster public participation in New Zealand's social policy through discussion, research and submissions.

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## 2.2 Powers

- A. The Federation shall have all the powers of a natural person of full legal capacity, including power to accept assets from any source and to acquire, invest and re-invest in property anywhere in the world, to grant mortgages and enter into any contracts including loans as borrower or lender, sureties, contracts of assurance and contracts for the services of legal representatives, auditors, advisors, agents and others provided that:
- (a) Any donations to the Federation shall be irrevocable and shall be used for the objects of the Federation;
  - (b) No profits or gains will be distributed to any person and the funds of the Federation will be utilised solely for investment or the objects for which it was established;
  - (c) The Federation shall not have power to carry on any business, enter into any speculative activities or allow any person to occupy free of charge any building owned by it and no benefits may be awarded for any purpose to any person other than for the objects of the Federation and if any loans are made they shall bear interest at rates not less than the prevailing commercial interest rates;
  - (d) The Federation will not participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them;
  - (e) Subject to sub clause (C) of this Rule to borrow money for any purpose at such rate of interest and on such terms as the Board thinks fit and no person lending money to the Federation shall be bound to enquire as to the purpose of any such loan or to see the application thereof;
  - (f) Subject to sub clause (C) of this Rule to enter alone or together with any person into any guarantee or indemnity and to authorise any company in which the Federation is interested to enter into a guarantee or indemnity;
  - (g) Subject to sub clause (C) of this Rule to give security by way of mortgage, charge, assignment or otherwise over the whole or any part of the Federation's property to secure any debt or other obligation on such terms and conditions as the Board thinks fit and to renew or vary any such security.
- B. In the carrying on by the Federation of any business, no benefit or advantage (whether or not convertible into money) and no income of any of the kinds referred to in s.65(2) of the Income Tax Act 1976 shall be capable of being afforded to or received, gained, achieved or derived by any person if, as a result thereof, the exemption provided in s.61(27) of that Act would not apply.

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- C. The powers contained in paragraphs (e), (f) and (g) of sub clause (A) of this rule shall be exercisable by the Federation only if in the case of borrowing to meet major capital requirements or giving security for such borrowings, the borrowing and/or the giving of such security (as the case requires) is authorised by a resolution passed by a two-thirds majority of the votes cast at a General Meeting of the Federation.
- D.
- (i) To promote the creation of further Associations as members of the Federation
  - (ii) To constitute an appropriate incorporated society as a member of the Federation;
  - (iii) To advise and assist Associations, and other bodies of persons having objects similar to or consistent with those of the Federation;
  - (iv) To facilitate and encourage cooperation between and among Associations and to procure general implementation by them of standing resolutions and current Federation policies;
  - (v) To facilitate the preservation and protection of the statutory entitlement of every New Zealander to sufficient government-provided superannuation, pension or benefit;
  - (vi) To publicise, disseminate and explain the objects and policies of the Federation;
  - (vii) To obtain the supply to older persons of goods, services and other benefits and to negotiate special terms and conditions of such supply;
  - (viii) To provide, on such terms as to payment or otherwise as the Board thinks fit, services or other benefits to any members of the Federation in their capacity as such members (whether such service or other benefits are provided generally to certain members of classes of members);
  - (ix) To publish, sell and distribute any form of printed material in order to promote the Federation, its objects and the services provided by it;
  - (x) To acquire and carry on any business or undertaking or any interest in or to provide any services either along or in conjunction with any other person PROVIDED that the powers contained in this paragraph shall be exercisable only where the Board, after obtaining and considering such independent reports on the proposal as it thinks fit is of the opinion (evidenced by a resolution of the Board) that the exercise of those powers will facilitate the supply to older persons of goods, services and benefits on advantageous terms and conditions;
  - (xi) To undertake or participate in the management of companies in which the Federation has an interest;
  - (xii) To carry out such other activities as shall be consistent with and conducive to the attainment of the objects of the Federation;
  - (xiii) To grant and pay fees, honoraria, expenses, salaries, pensions, gratuities and rewards to all kinds for services rendered to the Federation or on its behalf including reasonable remuneration for services rendered by Office Holders;
  - (xiv) To engage professional experts or advisers;



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- (xv) The policy of the Federation shall be non-sectarian and non-party political;
- (xvi) No member of the Federation shall make public statements purporting to represent the views, attitudes or official position of the Federation or take individual action purporting to be taken on behalf of the Federation on any matter affecting the Federation or its affairs if those statements are not consistent with the objects of the Federation as defined in this Constitution.

## **3. Section 3: Membership**

### **3.1 Membership Classes**

The Federation membership shall consist of:

- (a) Associations;
- (b) Office Holders all of whom must retain financial membership of an Association. No person may hold financial membership of more than one Association at any given time
- (c) Life Members.

### **3.2 Associations**

- (a) The Board may admit as a member of the Federation any Incorporated Society whose rules are in the opinion of the Board consistent with the objects, powers, and Rules of the Federation. The Rules of the Federation are binding on member Associations and therefore Member Associations rules may not include any rule or procedural requirement that may result in a conflict between Federation Rules and the Associations' rules.
- (b) The Board may require as a condition of admission to membership of the Federation, that the rules of an applicant society are amended in such a manner, and in such time, as the Board shall specify.
- (c) No alteration may be made to the rules of an admitted Association so long as it is a member of the Federation, without the prior written consent of the Board.
- (d) An application from a Society will include the name of the Society for consideration by the Board. The name must include the words "Grey Power Association". It is expected for practical purposes that application will be made to the Federation for name approval prior to Incorporation of the applicant society.
- (e) The Board may attach as conditions of admission to membership, such other terms, not conflicting with the rights generally conferred on Associations under these Rules, as it thinks fit.
- (f) A copy of the current Federation Rules and a Contract of Observance of all registered Federation Rules applicable for the time being, in the form shown in the Fourth Schedule of the By Laws, will be signed and duly witnessed by the President of the applicant Society then returned to the Federation to be perused and if all is in order to be signed and witnessed by the Federation. The Federation will return a photocopy of the signed Contract of Observance to the applicant Society.

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## 3.3 Office Holders

All Office Holders will be financial members of an Association at the time of election and will retain financial membership of an Association throughout their term on the Federation Board.

## 3.4 Life Members

The honour of Life Membership may be conferred for outstanding service to Grey Power.

- (i) This award shall be conferred at a Federation Annual General Meeting.
- (ii) The honour of Life Membership shall carry with it the right to attend and speak at any Meeting of the Federation but does not carry a right to vote unless the Life Member is appointed to attend as an Association Delegate.
- (iii) Recommendation for Life Membership shall be made to the Federation Board by an Association no later than 8 weeks prior to the Annual General Meeting of the Federation and shall set out details of the special services rendered. The Board shall consider the recommendation and advise the Association of the outcome at least 4 weeks prior to the Annual General Meeting of the Federation giving their reasons in full.
- (iv) A member shall qualify for Life Membership only with a two thirds majority vote in favour at the Federation Annual General Meeting.
- (v) A Life Member Certificate shall be presented.

## 3.5 Cessation of Membership: Associations

- (a) The Board may, by a majority decision of not less than 75% of all its members expel an Association from membership if:
  - (i) The Association fails to comply with any stipulation, term or condition imposed as a condition of that Association's admission to membership; or
  - (ii) The Association fails to comply with any directive or requirement of a general meeting of the Federation within a period of 120 days after the date on which written notice, setting out the directive or requirement and expressed to be given under this rule, is given to that Association by the Secretary; or
  - (iii) The association fails for a period of 60 days after the due date to furnish any return under Rule 8.1(b)(i) or to make payment under Rule 8.1(b)(ii);

PROVIDED THAT the Federation shall first hear and consider representations from the Association whose expulsion is proposed, before making its decision.

- (b) Every member Association shall have the right to terminate its membership of the Federation at any time, by delivery to the Secretary of a notice of resignation complying with the requirements of sub clause (c) of this rule.
- (c) A notice of resignation under sub clause (b) of this Rule:
  - (i) Shall be in writing executed under the seal of the resigning Association; and
  - (ii) Shall be authorised by a resolution of the members of the Association ("an authorising members' resolution") complying with the requirements of this Rule; and

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- (iii) Shall state that it is given pursuant to such a resolution and shall state the date of that resolution and of the relevant confirming resolution; and
  - (iv) Shall be accompanied by copies of the relevant authorizing members' resolution and confirming resolution, each bearing a certificate signed by the respective Chairperson of the meeting at which the resolutions were respectively passed, stating that the relevant meeting was duly convened and that the relevant resolution was passed by the majority stipulated in sub clause (d) of this rule.
- (d) An authorising members' resolution of any resigning Association shall be regarded as complying with the requirements of this rule, if:
  - (i) It is expressed as a simple and unqualified statement that the Association shall resign from the Federation; and
  - (ii) It is passed by a majority of not less than 75% of such members of the Association as, being entitled so to do, vote in person or by proxy in the form shown in the Third Schedule of the By Laws ; and
  - (iii) The resolution is unconditionally confirmed by a like majority at a further duly convened meeting of the Association held not earlier than 28 days and not later than 42 days after the meeting at which the relevant authorising members' resolution was passed.
- (e) A meeting of a resigning Association shall be regarded as duly convened for purpose of this Rule if:
  - (i) It is held not more than 90 days before the delivery to the Secretary of the relevant notice of resignation; and
  - (ii) It is convened by not less than 21 days written notice sent to all members of the Association setting out the text of the proposed authorising members' resolution or confirming resolution (as the case requires) and stating the time and place of the meeting; and
  - (iii) A copy of the said notice is also sent to the Secretary of the Federation at the same time it is sent to members of the Association; and
  - (iv) At least two representatives of the Federation Office Holders, one of whom shall be the appropriate Zone Director, will be present at and throughout the meeting and at least one of such representatives is given a reasonable opportunity, if desired by her or him, to address the meeting before the vote is taken on any proposed authorising or confirming resolution.
- (f) The Board may, by a majority decision of not less than two thirds of its members, waive any of the requirements of sub clauses (b), (c) or (d) of this rule.
- (g) If not later than 90 days after the date on which any Incorporated Society ceases to be a member, the Federation requests the said Incorporated Society ("the former member") in writing so to do, the former will, within 60 days after the date on which it receives the requests, change its name in any one or more of the following respects:
  - (i) By the omission of the words "Grey Power" or any word cognate with or similar to either of these words;

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- (ii) By the omission of any word or words which imply or suggest or are likely to imply or suggest that the former member association remains a member of the Federation or that there is any continuing connection between the Federation and the former member Association;
  - (iii) By the omission of any word which indicates a connection to Grey Power or the geographical area of the former member association.
  - (iv) The former member association will immediately after any registration of change of name, in accordance with this sub clause, notify the Federation of such registration.
- (h) Any cessation of membership under this rule shall be without prejudice to any rights or obligation accrued prior to the date in which membership ceases.

## **3.6 Cessation of Membership of Life Members**

- (a) A Life Member shall cease to be a member, upon delivery to the Secretary of written notice of resignation signed by that Life Member unless deceased.
- (b) Any cessation of membership under this rule shall be without prejudice to any rights or obligations accrued prior to the date on which membership ceases.

## **4. Founder President and Office Holders**

### **4.1 The Founder President**

The Founder President was Mr. Raymond Daniel Cody (Now Deceased.)

### **4.2 Office Holders**

- (a) The Office Holders of the Federation (hereinafter referred to as “Office Holders”) are:
  - (i) President;
  - (ii) Vice-President;
  - (iii) The Zone Representatives (each representing one Zone)
  - (iv) Secretary;
  - (v) Treasurer;
- (b) Office Holders must be a member of an Association but no Association will, at any given time, have more than one of it’s members holding a position as an Office Holder but excluding the office holding position of National Treasurer or National Secretary.
- (c) In accordance with clause 4.2(b) herein, no more than one office holder as described in 4.2 (a) (iii) shall be elected from any Association and no Zone Representative as described in 4.2 (a) (iii) shall have an additional Office Holder’s position.

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- (d) Election of Office Holders
- (i) All Office Holders other than those mentioned in sub clause (a) (iii) (Zone Representatives) of this Rule shall be elected by the Federation at an Annual General Meeting.
- (ii) **Zone Representatives**
- (A) Zone Representatives will be elected at a Zone Meeting. Nominations and the method of election shall be determined by the Member Associations of each Zone subject to clause 4.2(e). The result of such an election shall be notified to the Grey Power Federation Secretary within 10 days by email or written mail. The person so elected will take office immediately on completion of the Zone Meeting.
- (B) Zone Assistance (Off Board)**
- (a) Zone Directors will be elected at a Zone Meeting. Nominations and the method of election shall be determined by the Member Associations of each Zone. The result of such an election shall be notified to the Grey Power Federation Secretary within 10 days by email or written mail. The person so elected will take office immediately on completion of the Zone Meeting subject to clause 4.2(e)(ii).
- (b) A Deputy Zone Director may be elected by a Zone to assist with Zone Duties as outlined in the Governance Manual and / or to act and have the same status of the Zone Director should the Zone Director be unavailable or incapacitated.
- (c) A Deputy Zone Representative maybe elected by a Zone to act and have the same status of the Zone Representative, including voting rights at Board meetings, should the Zone Representative be unavailable or incapacitated. .
- (iii) If no nomination for individual Office Holders are received, the vacancies so created shall be regarded as a vacancy in terms of clause 4.2 (f) herein.
- (e) (i) The term for each Office Holder shall be for two (2) years.
- In even-numbered years the positions of President, Treasurer and Zone Representatives from even-numbered Zones will be elected while in odd-numbered years the positions of Vice President, Secretary and Zone Representatives from odd-numbered zones will be elected.
- (ii) The term for each Zone Director shall be for one (1) year.
- (f) Subject to clause 4.2 (c) herein, the Board may fill any casual vacancies of Office Holders, with the exception of that of President which is provided for in clause 4.5(b) and Zone Representatives which are provided for in clause 4.2(d) (ii). A person appointed to fill a casual vacancy shall retire at the Annual General Meeting following the date of her or his appointment but will be eligible for re-election.

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- (g) Zone Representatives (Office Holders) and Zone Directors (Off Board Office Holders)
  - (i) Each Zone Representative and Zone Director shall be elected separately and only Associations forming the relevant Zone may vote in any such an election.
  - (ii) In the event of there being a vacancy for the position of Zone Representative and where there are no nominations for the position or qualifying Deputy available that the Zone Director act as Zone Representative until a suitable candidate from the affected Zone is elected.
  - (iii) Where any Annual General Meeting makes any variation in respect of zones under Rule 1.3 (a) then to any Zone affected by that variation clause 4.4 (a) shall not apply and nominations may be taken from the floor.

## 4.3 Disqualification of Office Holders

An Office Holder shall be deemed to have vacated office and a casual vacancy thereby created if that Office Holder:

- (a) dies; or
- (b) is absent for two consecutive meetings of the Board without special leave of absence granted by the Chairperson of the Board; or
- (c) becomes the subject of an Order under the Protection of Personal and Property Rights Act 1988 or any future legislation that may be enacted in substitution; or
- (d) is adjudicated bankrupt; or
- (e) has willfully and without reasonable justification or excuse acted in a manner which is contrary to the Federation's objects; or
- (f) has been convicted of a criminal offence which is punishable by imprisonment; or
- (g) has acted in a manner which the Federation in General Meeting or the Board considers has brought her or him into disrepute; or
- (h) resigns by notice in writing to the Secretary; or
- (i) ceases to be a member of an Association;
- (j) is or becomes by virtue of the Companies Act 1993 prohibited or disqualified from being appointed or holding office as a director of a company.

## 4.4 Nomination

- (a) No Office Holder, with the exception of Zone Representatives which are provided for in clause 4.2(d) (ii) shall be eligible for election or re-election unless a written nomination for that person in the form prescribed in the Fifth Schedule of the By Laws is received by the Secretary not later than 60 days immediately preceding the Annual General Meeting. Each nomination must be signed by two persons each of whom is a member of an Association, and endorsed by two office holders of the nominee's own Association and the nominee must confirm her or his consent.

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- (b) The Secretary shall provide to each Association the names and written credentials of all candidates for whom valid nomination were received. Such notice will be given to Associations no later than 4 weeks immediately preceding the relevant Annual General Meeting.
- (c) Primary Candidates
  - (i) In this subclause “primary candidate” in relation to any elective office means an Office Holder seeking re-election or a person nominated under subclause 4.4 (a).
  - (ii) Paragraph (iii) of this subclause applies if there are no primary candidates for the relevant office or the number of vacancies exceeds the number of primary candidates for the relevant office.
  - (iii) Where this paragraph applies the primary candidates (if any) shall be deemed to have been elected to the relevant office. Nominations may then be taken from the floor for the remaining vacancies. If necessary, an election shall be held to enable the meeting to choose between the candidates nominated from the floor.
- (d) Each elected Office Holder shall hold office until the conclusion of the meeting at which her or his successor is appointed.

## **4.5 Role of President, Vice President, Secretary, Treasurer, Zone Representatives and Zone Directors**

- (a) The roles of the President, Vice President, Secretary, Treasurer, Zone Representatives and Zone Directors are as defined in the Governance Manual.
- (b) The Vice President shall fill the office and undertake the duties of President when the President is unable to do so due to leave of absence, ill health, other disablement or death.

## **4.6 Indemnity of Office Holders**

Except where any loss or damage is occasioned by his or her willful default or dishonesty, no Office Holder shall be liable for any loss, damage, error of judgment or misfortune happening in the execution of his or her duties as an Office Holder, or in relation to those duties, or occasioned by the acts, neglect or default of any other Office Holder.

## **5. The Board**

### **5.1 Constitution of the Board**

There shall be a Board consisting of the Office Holders of the Federation.

### **5.2 Powers of the Board**

- (a) Subject to subclauses (b) and (c) of this paragraph, the management of the affairs of the Federation and control of its funds shall be vested in the Board which may exercise all powers and discretions and do all things which the Federation is by these Rules or otherwise authorized to do and not by these rules required to be exercised or done in general meeting.



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- (b) Executive Committee
  - (i) The Board may establish an executive committee consisting of such Office Holders as the Board thinks fit and may delegate to the executive committee all or any of the functions, powers, authorities and descriptions vested in the Board by these Rules other than those Rules 3.4 - 3.6 inclusive; 6.1 (b); and 9.3 - 9.5
  - (ii) The proceedings of any executive committee shall conform to any regulations or directives made from time to time by the Board. Minutes will be kept of the meeting of the Executive Committee and will be reviewed at the next meeting of the Board whether or not they have been confirmed.
  - (iii) Subject to 5.2 (b) (ii), an executive committee may meet, adjourn and regulate its meetings as required.
- (c) When a general meeting of the Federation is in session the affairs of the Federation shall be conducted and administered by the meeting.

## 5.3 Proceedings of the Board

- (a) The President or the Secretary may convene special meetings of the Board at any time.
- (b) It shall not be necessary to give notice of a Board meeting to any Board Member who for the time being is away from New Zealand.
- (c) Quorum
  - (i) Subject to paragraph (ii) of this clause the quorum for a meeting of the Board shall be fixed from time to time by the Board.
  - (ii) In no event shall the quorum be less than one half of the number of Office Holders for the time being holding office.
- (d) Except as otherwise provided by these rules, decisions of the Board shall be determined by a majority vote. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- (e) Proxy voting shall not be allowed at meetings of the Board, the Executive Committee or any sub committee.
- (f) The Board may elect one of its members as Chairperson and may elect one of its members as Deputy Chairperson.
- (g) The Chairperson, or in the Chairperson's absence the Deputy Chairperson, shall preside at all Board meetings, but if neither of them is present within 15 minutes after the time appointed for the meeting, the Board members present may choose from their number a chairperson for the meeting.
- (h) Conflict of Interest
  - (i) In accordance with the object of the Federation to conduct itself as a non party political society, no member may use their position as a member of the Federation to promote the policies of a particular political party or to denigrate the policies of a particular political party. Notice will be given to the Federation by a member who is nominated for a Political Party seat. Such notice will declare the member's interest and position in the political party; and



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- (ii) An Office Holder of an Association or of the Federation will for the relevant period of time stand down from his or her role and be replaced by another member nominated by the Board of the Association, or the Federation Board, as the case may be, and that member will represent the Federation, at any meeting or in any situation that may have involved a conflict of interest for the member as described in 5.3 (I) (i) herein.
- (iii) Any Office Holders and any company or firm in which an Office Holder is interested may contract with the Federation including entering into an employment contract with the Federation and the Office Holder shall not be thereby disqualified from office. All such contracts are to be recorded in writing.
- (iv) No Office Holder interested in such a contract shall, by reason of his or her position as an Office Holder, be liable for profits derived from that contract.
- (v) An Office Holder having a material interest in a contract or proposed contract with the Federation shall declare the nature of that interest at a Board or executive meeting as soon as the contract or proposed contract is first considered by the Board or the executive committee. A general notice that an Office Holder is a member of a specified firm or company shall be sufficient disclosure as regards that Office Holder and any further transaction with that firm or company. All declarations of interest shall be recorded in the minutes of the meeting.
- (vi) An Office Holder shall not vote at any Board, executive committee or sub committee meeting in respect of a matter in which he or she is materially interested but may be counted as part of the quorum of that meeting. This prohibition as to voting shall not apply to any contract, arrangement or undertaking with a company listed on the New Zealand Stock Exchange and in which an Office Holder is interested only as a holder of shares or other securities.

The Federation may resolve to suspend or relax the provisions of this subclause 5.3 (g) (vi) in respect of any particular proposal or transaction or ratify any transaction which would otherwise be inconsistent with this subclause.

(i) Delegations

The Board may delegate in writing any of its functions to sub committees consisting of such member or members of the Board as the Board decides and the committee will report to the Board in accordance with directions from the Board

(j) Minutes

The Board shall keep minutes that record:

- (i) The names of members present at each meeting of the Board, the executive committee if any and any sub-committee; and
- (ii) All resolutions and proceedings at any such meeting

Minutes signed by the Chairperson of the meeting or by the Chairperson of the next successive meeting shall be prima facie evidence of the matters recorded and of the regularity of the meeting.

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- (k) Validity of Board Resolutions Made Outside Formal Meetings
  - (i) A resolution in writing either physical or electronic, and agreed to by not less than 75% of the Board, shall be as valid as if it had been passed at a duly convened meeting.
  - (ii) A Board member's agreement to a resolution may be indicated by a physical or electronic signature; a statement in writing, either physical or electronic, to that effect; an electronic vote; or any other mechanism agreed to by the Board at a prior meeting.
  - (iii) Discussion by the Board prior to voting on a resolution outside a physical meeting, and the subsequent indication of their vote, may be by any electronic medium available at the time and includes but is not restricted to email, VoIP, SMS message, and collaborative software. The only constraint being that all Board members must have access to the chosen medium.
  - (iv) The Secretary will retain electronic copies of all motions, votes, indication of support or otherwise, and results as applicable
  - (v) This sub-clause shall apply with all necessary modifications to the executive committee, if any.
- (l) Vacancy

The Board or executive committee if any may continue to act in spite of a vacancy in its number.
- (m) The meeting of the Board will be open to members of Associations but only while the meeting is in open session.

## 5.4 Defects in Appointment

All acts done by the Board, executive committee if any, any Office Holder or a member of a sub committee shall, in spite of a subsequent discovery of a defect in his or her or its appointment, or that such person was disqualified, be valid as if correctly established and appointed

## 6. General Meetings

### 6.1 Participants at General Meetings

- (a) The following persons shall be entitled as of right to attend and participate in general meetings of the Federation:
  - (i) The Office Holders;
  - (ii) One or a maximum of two delegates from each Association.
- (b) The following people may attend as guests or observers on such conditions as the Board for that particular meeting may determine but with no right to participate unless expressly accorded leave to do so by the Board or meeting:
  - (i) any person the President on the advice of the Board has invited to attend as guest speaker or observer;

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- (ii) Life Members;
- (iii) Senior employees of the Federation;
- (iv) Members of Association but only while the meeting is in open session;
- (v) Representatives of the media.

## 6.2 Voting

Voting rights at general meetings shall be:

- (i) Each Association shall have two votes

## 6.3 Quorum

- (a) The quorum for a general meeting shall be 40 persons each of whom is a delegate of an Association.
- (b) If within 30 minutes of the time appointed for a meeting a quorum is not present the meeting, if convened on the requisition of Associations, shall be dissolved. In any other case it shall stand adjourned to the same day and time in the following week at a place to be decided by the Board and at the adjourned meeting the Office Holders and Association members shall be deemed to be a quorum.

## 6.4 Chairperson at General Meetings

The President shall be entitled to chair general meetings. If the President is unwilling or unable to act as Chairperson or is not present within 15 minutes of the time appointed for the commencement of the meeting, or if the President wishes to leave the Chair at anytime, then the Chair shall be assumed by the Vice-President or such person as the President nominates

## 6.5 Proxy Votes

Proxy votes may be utilized at any Annual or Special General Meeting, by Associations unable to attend such a meeting. Such Associations may nominate an attending Association to hold and conduct its Proxy Votes as applicable and provide the attending Association with a schedule of its preferred votes on all matters, which shall be available for inspection at any such meeting if so required.

An attending Association may hold the Proxy votes for only one absentee Association. Registration of assignment of an absentee Association's Proxy Votes to another attending Association, shall be presented in the completed form as set out in the Third Schedule of the bylaws "Instrument recording Proxy Votes" It shall be signed by two officers of the relevant Association's and received by the Federation Secretary not less than **10 days** before an Annual or Special general meeting in order to be officially recorded

## 6.6 Method of Voting

- (a) Questions arising at a General Meeting shall be decided in the first instance by a show of hands or by voices, except for Constitutional remits, which must always be by a poll.
- (b) If, immediately after a vote is taken on a show of hands, the Chairperson of the meeting or any person entitled to vote demands a poll, a poll shall be taken in such manner and at such time and place as the Chairperson of the meeting shall direct. In the case of an equality of votes arising on the poll, the Chairperson of the meeting shall have a casting vote as well as a deliberate vote.

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- (c) Immediately after a poll has been taken the Chairperson shall declare the result, the number of valid votes for the proposal, the number of valid votes against the proposal and the number of informal or invalid votes.
- (d) If a poll is demanded the meeting may continue except concerning the matter to which the poll demand relates directly.
- (e) A demand for a poll may be withdrawn.
- (f) A declaration by the Chairperson of the result of a vote, whether taken by show of hands or a poll, and an entry recording the vote in the minute book shall be conclusive evidence of the result without proof of either the number or proportion of votes for or against the proposal.

## **6.7 Minute Book**

- (a) The minute book shall be retained on the premises of the Federation Office except when it is in use by a person who has the Secretary's written approval to have the book in his or her possession.
- (b) The minute book shall include details of all appointments of Office Holders and the dates of their respective appointment to office and when they ceased to hold office.

## **6.8 Annual General Meetings**

- (a) The Annual General Meeting
  - (i) The Annual General Meeting shall be held not later than 31<sup>st</sup> July in each year and at a time and place decided by the Board at the most recent previous Annual General Meeting. Preliminary advice in writing stating the date and place of the meeting shall be given by the Secretary to each Association not later than 90 days prior to that date.
  - (ii) The Secretary shall give written notice of the meeting to each Association not later than 30 days before the date of the meeting.
- (b) The business of an Annual General Meeting shall be as follows:
  - (i) to receive the annual report of the Board; and
  - (ii) to receive and, if it is in order, adopt the audited accounts of the Federation for the last financial year;
  - (iii) to consider the budget of income and expenditure for the current financial year;
  - (iv) to appoint auditors for the ensuing year;
  - (v) to elect Office Holders;
  - (vi) to consider remits from Association and Zone meetings and determine what action in the form of directives to the Board is appropriate;
  - (vii) to consider any matter brought to the meeting by or on behalf of the Board and to determine what action if any is warranted;
  - (viii) to consider general business items at the discretion of the Chair.

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- (c) Notice of Remit
  - (i) Where an Association wishes an Annual General Meeting to consider a proposal or issue then a written remit detailing the matter shall be received by the Federation Office no later than 70 days prior to the date of the meeting.
  - (ii) Where a Zone wishes a proposal or issue to be considered by an Annual General Meeting a written remit detailing the matter shall be received by the Federation Office no later than 60 days prior to the date of the Annual General Meeting. The remit shall state that it is presented pursuant to a resolution passed at a Zone meeting including the date of that meeting, and shall be signed by the Chairperson of that meeting or any other person the President shall approve for the purpose.
  - (iii) For further information on the submission of remits to a General Meeting, refer to schedule 6 of the bylaws.

## 6.9 Special General Meetings

- (a) All general meetings other than Annual General Meetings shall be special general meetings.
- (b) Requisitions
  - (i) The Board may requisition a special general meeting in relation to such matters as it thinks fit.
  - (ii) A simple majority of all Associations may call a special general meeting by delivering a written requisition to the Secretary. The requisition shall specify the issues to be raised at the meeting and shall be signed by the Secretary of each Association that is party to it.
  - (iii) After receiving a requisition for a special general meeting the Secretary shall promptly fix a date, time and place of the meeting.
  - (iv) The Secretary shall not less than 14 days prior to the date of the meeting give notice of the date, time and place of the meeting to every Association Secretary and shall include the resolutions to be considered at the meeting.
  - (v) If the Secretary fails to give notice under 6.9 (b) (iv) herein within 30 days of receipt of the requisition then any Association that is a party to the requisition may convene the meeting so as to be held not later than 180 days from the date on which the requisition was originally delivered to the Secretary.
- (c) Proxy Voting
  - (i) Subject to clause 9.9 (c) (ii) herein, proxy voting in accordance with Rule 6.5 herein may be utilized at a special general meeting.
  - (ii) No proxy voting is authorized if the special general meeting relates to the division of an Association into two or more Associations.

## 6.10 Appointment of Delegates

- (a) An Association may authorise one or two of its members to be its delegates at any general meeting of the Federation. A delegate may exercise the voting and other rights exercisable by his or her appointing Association at any such meeting

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## 6.11 Zone Meeting

- (a) The proceedings of meetings of the Associations within a Zone shall accord with the requirements specified by these rules for general meetings of the federation with only such modifications as the Zone director for that Zone considers necessary or expedient and approved by a majority of associations within the Zone.
- (b) The Zone director for the relevant zone shall Chair all such meetings but if she or he is not present within 15 minutes of the appointed time for the meeting or is otherwise unable or unwilling to assume the Chair then the Association delegates present may appoint one of their number to chair the meeting.

## 7. Capitation Fees

### 7.1 Capitation Fees Payable

- (a) Each Association shall for and in respect of each individual member and for and in respect of each year, pay to the Federation an annual fee (hereinafter referred to as the “Capitation Fee”) of an amount for the time being in force and fixed in accordance with these Rules. For the purposes of clarity it is recorded here that an Association may not pay an individuals capitation fee for married or de facto couples but must pay for each member whether or not they form part of a couple.
- (b) Each capitation fee together with the relevant member’s name shall be sent by the Association to the Federation within 20 days of the Association receiving such fee.

### 7.2 Fixing Capitation Fee

- (a) The Federation in General Meeting may from time to time fix the amount of the Capitation Fee.
- (b) In no event shall a General Meeting have power to reduce the amount of the Capitation Fee without the prior consent of the Board. Such consent must be able to be shown by means of a resolution of the Board recorded in the minutes.
- (c) Where any General Meeting is to consider any proposal for fixing the amount of the Capitation Fee it shall be the duty of the Board to present to the meeting a report and recommendation on the proposal.

## 8. Financial and Administration

### 8.1 Returns

- (a) In this Rule relating to financial returns:
  - (i) “Return” means a return required to be received pursuant to sub clause 8.1 (b) (i) and sub clause 8.1 (c) (i) of this Rule;
  - (ii) “Return period” means the period covered by a return;
  - (iii) “Return date” in relation to a Return means the date by which the return is to be received pursuant to this Rule.

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- (b) Each Association shall not later than the relevant return date deliver to the Federation:
  - (i) A return listing the names and addresses of all persons who have become members of the Association or who have renewed their membership of the Association during the relevant Return Period;
  - (ii) Capitation fees for and in respect of each such person for the current year.

For the purposes of any such return Associations may rely without further inquiry on any statement made by a member of the Association in relation to any matter material to the return.

- (c) The Board shall from time to time prescribe:
  - (i) The frequency with which returns are to be made and the period which returns are to cover and the date by which each return is to be received by the Federation; and
  - (ii) Prescribe standard forms for Associations to use for their returns.
- (d) Compliance

If any Association fails for a period of 14 days after the due date to pay any sum payable under this rule then that Association shall pay interest on the unpaid amount calculated from the due date at a rate of 5% per annum.

## 8.2 Accounts

- (a) Each financial year of the Federation shall end on 31<sup>st</sup> December or on such other date as the Board may from time to time determine.
- (b) The Board shall ensure proper accounts are kept which shall record full details of:
  - (i) All monies received and spent by the Federation and details of the matters in respect of which they have been received or spent;
  - (ii) The assets and liabilities of the Federation including all secured or unsecured loans and advances, mortgages, charges and securities of any description affecting the property of the Federation;
  - (iii) All amounts currently due or payable to Associations by way of share or membership fees.
- (c) The Federation's book of account shall be kept at the Federation's registered office or such other place as the Board may from time to time determine. They shall be made available to accredited representatives of Associations at such reasonable time as shall be determined by the Board in each case.
- (d) The Treasurer (or in his or her absence the person chairing the meeting) shall at each Board meeting seek confirmation of all payments made by the Federation since the last Board meeting.

## 8.3 Audit

The Treasurer shall deliver the Federation's books and records to the auditor for inspection and report at the following times:



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- (a) as soon as practicable after the end of each financial year of the Federation;
- (b) when directed to do so by the Auditor or the Board.

## **8.4 Office Holders' Expenses**

All reasonable travelling and accommodation costs and all reasonable expenses incurred by Office Holders in meeting their responsibilities under these Rules shall be paid or met by the Board on behalf of the Federation.

## **8.5 Donations**

All donations received by the Federation shall be recorded by the Treasurer separately from other receipts.

## **8.6 Register of Members**

- (a) In accordance with section 22 of the Incorporated Societies Act 1908 the Secretary of the Federation shall maintain a register of the members of the Federation. The register will show the name, address and occupation of each member and the date that individual became a member of the Federation and all subsequent changes.
- (b) The Secretary of an Association shall notify the Administrative Office promptly of any change of address of a member.

## **8.7 Privacy**

- (a) The personal information contained in the membership register shall be that required by law under the Incorporated Societies Act 1908 being the name, address, occupation, and date of joining of each member. The register will be stored on a database on a computer at the Federation's Registered Office and may be stored on hard copies for a maximum period of two years. Hard copies will be stored at the Federation's Registered Office.
- (b) The membership register may also contain contact information which may include home and work telephone numbers, facsimile numbers at home and work and electronic mail addresses at home or work.
- (c) Personal information held by the Federation will be used only for the purposes for which it was collected and will not be passed to any other party without the prior consent of the individual concerned.
- (d) Information about an individual on the database will be made available to that person to view on their request in accordance with the provisions of the Privacy Act 1993.
- (e) Corrections to personal information on the database will be made at the request of the individual concerned in accordance with the Privacy Act 1993.
- (f) All personal information no longer necessary for the purpose for which it was collected will be removed from the database. All hard copies of personal information will be destroyed after being held for a maximum period of two years.

## **8.8 Report to Annual General Meeting**

The Treasurer shall supply to every Annual General Meeting a statement of the income and expenditure of the Federation for the last financial year and will supply a balance sheet providing a sufficient summary of the assets and liabilities of the Federation together with all trust funds held or managed by the Federation. The report shall also contain a detailed estimate of the Federation's expected income and expenditure for the current financial year.



## **9. General**

### **9.1 Public Statements**

- (a) Except with the prior consent of the Board or of the President no person other than the President shall make or issue a public statement on behalf of the Federation
- (b) No Association shall cause or permit any public statements to be made on its behalf if that statement or those statements conflict with Federation policy.

### **9.2 Seal**

The common seal of the Federation shall be kept locked in the administrative office of the Federation and may be affixed to any instrument only with the authority of a resolution of the Federation in General Meeting or of the Board. The affixing of the seal shall be attested by two Office Holders.

### **9.3 Alteration of Rules**

No addition to or alteration of the rules shall be approved if it affects the non-profit aims, personal benefits or winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

- (a) These Rules may be amended, added to or rescinded by a resolution passed by a two thirds majority of the votes cast at a General Meeting.
  - (i) If the meeting is an Annual General Meeting there shall be a remit received by the Secretary of the Federation in respect of the proposed remit in accordance with Rule 6.8 (c);
  - (ii) The resolution may be moved on behalf of the Board by an Office Holder in which case the Board shall first deliver to the Secretary a written remit detailing the proposed resolution at least 4 weeks prior to the day of the meeting.
- (b) No alteration, condition or rescission shall be made which may derogate from the charitable nature of the Federation's objectives.
- (c) Bylaws, Codes of Practice, regulations and Policies

The Federation Board from time to time may make and amend regulations, bylaws, codes of practice and policies for the conduct and control of Federation activities, but no such regulations, bylaws, codes of practice and policies shall be inconsistent with the Federation Constitution. The Constitution, and such regulations, bylaws, codes of practice and policies shall be available for inspection at all times by Members, and copies shall be provided to any Member on request.

### **9.4 Dispute Resolution**

Any disputes arising out of current or former membership of the Federation or relating to membership shall be resolved in the accordance with the procedures specified in this paragraph.

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(i) Negotiation

In the event of any dispute, a member or an Association will advise both the Zone Director of the appropriate area and the Board, and the parties shall attempt in good faith to resolve any dispute by negotiation. In the first instance the President of the Association concerned shall meet promptly with the appropriate Zone Director. If the President of the Association also holds the office of Zone Director then another of the Zone Directors will be selected by the President of the Federation to act in the role of Zone Director for the purposes of 9.4 (i). It is expected this meeting will take place no later than 10 days after notification of a dispute. If a resolution has not been reached 14 days after that meeting then the matter will be the subject of a further meeting between the President of the Federation, the Zone Director and the Executives of the Association concerned. Failing resolution the matter will proceed to the Board for consideration in accordance with the Rules.

(ii) Mediation

Any decision which continues to be disputed will, unless the parties agree otherwise, be mediated by a mediator who will be selected from a list of mediators provided by the New Zealand Law Society. In the event that the parties are not able to agree on a mediator then the assistance of the New Zealand Law Society will be sought. A decision by the mediator will be considered final and binding.

(iii) Litigation

It is expected that during the process of negotiation and mediation that parties will not commence any Court action directly concerning or related to the dispute.

## **9.5 Division of Association into Two or More Associations**

- (a) Any Association may by a majority vote at an Annual General Meeting or Special General Meeting of their Association, divide into two or more Associations. It is expected that the Zone Director will be notified of such a meeting and will attend. Absentee votes will not be allowed at such a meeting.
- (b) Immediately a resolution is passed allowing for division of the Association the Association concerned will provide the following information to the appropriate Zone Director and to the Board:
- (i) Notification of the Association's intention as to division of membership and funds; and
  - (ii) Confirmation of majority vote; and
  - (iii) Treasurer's report confirming all assets including any amounts held in funds and by whom those funds are held; and
  - (iv) The membership list.
- (c) The division proposed, and the consensus or otherwise of all parties to the proposed division, will be considered by the Board at a Special General Meeting and the division proposal may be approved; or
- (d) If consensus has not been reached between the parties then the matter will be referred to the Dispute Resolution process described herein. No distribution of funds held by the original Association will take place without the prior written authority of the Board.

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- (e) In the event of a dispute that is not resolved within the period of time provided for in the negotiation process provided herein then accordingly the mandatory mediated process described herein will be followed through to a binding decision.

## 9.6 Winding Up

- (a) On the liquidation of an Association under Section 24 of the Incorporated Societies Act 1908, any funds and assets belonging to the Association after all debts and liabilities have been satisfied shall be transferred to such charitable organization in New Zealand as the Association may nominate in its rules or in General Meeting.
- (b) On the winding up or dissolution of the Federation the surplus assets of the Federation after payment of all debts and liabilities shall be paid or transferred to such charitable organization in New Zealand as the Federation in General Meeting may nominate for the purposes of this rule prior to the winding up commencing, or to a charitable organization in New Zealand chosen by a Judge of the High Court on an application for such a determination pursuant to Section 29 of the Incorporated Societies Act 1908.

## 9.7 Notices

- (a) A notice required or authorized by these Rules to be served, delivered, given or sent to any Association shall be deemed to have been sufficiently served, given or sent if:
  - (i) delivered to the address of that Association appearing in the register of members; or
  - (ii) sent by ordinary post addressed to the Association at the address appearing in the register of members; or
  - (iii) sent by facsimile or electronic mail to the address provided by the Association.
- (b) A notice required or authorized by these Rules to be served, sent, delivered or given to any member who is a natural person shall be deemed to have been sufficiently served, delivered or given or sent if:
  - (i) delivered personally to the member: or
  - (ii) sent by ordinary post, facsimile or electronic mail addressed to the member at the address appearing in the Register of members.
- (c) A notice required or authorized by these Rules to be served, sent, delivered or given to the Federation shall be deemed to have been sufficiently served, delivered or given or sent if:
  - (i) delivered to the registered office of the Federation; or
  - (ii) sent by ordinary post, facsimile or electronic mail addressed to the Federation at its registered office.

## 9.8 Contracts for Goods or Services

- (a) Any contract the Federation proposes entering into whether for remuneration or not shall be proposed to and approved by the Board and the terms of the contract shall be recorded in writing.

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- (b) In the event that equipment is supplied on loan to a member in order to allow for the provision of goods and services to the Federation, the terms and conditions of such loan will be agreed by the Board and recorded in writing.

## **10. Transitional Provisions**

### **10.1 Interpretation**

- (a) Except where otherwise expressly provided the provisions of this section shall apply notwithstanding anything to the contrary in these Rules.

- (b) In this section:

“Changeover” means the time at which these Rules come into effect.

“Old Rules” means the rules of the Federation in force immediately prior to the changeover.

### **10.2 General**

- (a) The Board shall have power to determine any issues or questions arising out of the transition from the Old Rules to these Rules and not expressly provided for elsewhere in this section and any such determination by the Board shall be final and conclusive.

- (b) Any obligation, transaction or matter proposed but not commenced and any obligation transaction or matter commenced but not completed at the Changeover date and authorized prior to the Changeover pursuant to the Old Rules may be commenced, carried out and completed as though it were authorized pursuant to these Rules.

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