



**National Council of
Women of New Zealand**

Te Kaunihera
Wahine O Aotearoa

**CONSTITUTION OF
THE NATIONAL COUNCIL OF WOMEN OF NEW ZEALAND
INCORPORATED**

Te Kaunihera Wahine o Aotearoa

DATED 2 June, 2017

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1. Name

- 1.1. The name of the society is National Council of Women of New Zealand Incorporated, also known as Te Kaunihera Wahine o Aotearoa (“NCWNZ”).
- 1.2. These Rules, and any By Laws and policies of NCWNZ shall be available at all reasonable times for inspection by Members, and copies shall be provided to any Member on request.

2. Registered Office

- 2.1. The Registered Office and the National Office of NCWNZ shall be at Wellington.
- 2.2. NCWNZ’s records, books and documents shall be held at the Registered Office and otherwise in the archives of the Alexander Turnbull Library collections at the National Library of New Zealand.

3. Common Seal

- 3.1. The Common Seal of NCWNZ will be kept in the custody and control of the President at the Registered Office of NCWNZ.
- 3.2. Documents shall be executed for NCWNZ pursuant to a resolution of the Board:
 - 3.2.1. By affixing the Common Seal witnessed by the President or the Vice-President and countersigned by some other Member of the Board; or
 - 3.2.2. Where the document is not required by statute to be executed under the Common Seal, by the President or a Member of the Board and countersigned by some other Member of the Board.

4. Objects

- 4.1. The objects of NCWNZ are those charitable objects and purposes which are recognised by the Court of New Zealand as being charitable, including to:
 - 4.1.1. Serve women, the family and the community at the local, national and international level;
 - 4.1.2. Research the needs of women and the family;
 - 4.1.3. Engage in education for women, that helps in to advance women, the family and the community;
 - 4.1.4. Collect and redistribute information of service to the community;

- 4.1.5. Maintain links with the National Councils of Women in other countries through the International Council of Women; and
- 4.1.6. Do anything incidental or conducive to the attainment of any of the above objects.
- 4.2. Notwithstanding Rule 4.1:
 - 4.2.1. NCWNZ is non-party political and non-sectarian, and is not organised for the furtherance of any one interest; and
 - 4.2.2. NCWNZ has no power over the organisations and persons affiliated to it, except to the extent necessary to ensure compliance with the Constitution of NCWNZ.
- 4.3. NCWNZ is committed to honouring Te Tiriti O Waitangi, the Treaty of Waitangi.

5. Powers

- 5.1. In addition to its statutory powers, NCWNZ may:
 - 5.1.1. Use its funds to further and attain its objects, and may employ such people as the Board thinks fit;
 - 5.1.2. Manage the property of NCWNZ both real and personal, including to purchase, lease, hire or otherwise acquire, exchange, and sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as the Board thinks fit;
 - 5.1.3. Invest funds in accordance with the provisions of the Trustee Act 1956;
 - 5.1.4. Borrow money by way of mortgage or any other form of security;
 - 5.1.5. Seek special funds or grants for furthering the objects of NCWNZ in accordance with its policy; and
 - 5.1.6. Make By Laws to advance any of the above objects.

6. Income and Expenditure

- 6.1. Any income, benefit or advantage must be used to advance NCWNZ's objects.
- 6.2. Notwithstanding any other provision, NCWNZ shall not expend any money:
 - 6.2.1. Other than to further purposes recognised by law; nor
 - 6.2.2. For the sole personal or individual benefit of any Member.

- 6.3. No Member of NCWNZ, or any person associated with a Member, shall:
 - 6.3.1. derive any personal pecuniary gain from membership of NCWNZ; or
 - 6.3.2. participate in or materially influence any decision made by NCWNZ in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.
- 6.4. Any transactions between NCWNZ and any Member, or any associated persons, shall be at arms' length and in accordance with prevailing commercial terms on which NCWNZ would deal with third parties not associated with NCWNZ.
- 6.5. Any payments made in respect of such transactions shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value), and limited to:
 - 6.5.1. A fair and reasonable reward for services performed;
 - 6.5.2. Reimbursement of expenses properly incurred;
 - 6.5.3. Usual professional, business or trade charges; and
 - 6.5.4. Interest at no more than current commercial rates as set by the registered bank at which NCWNZ currently holds its primary banking facility.
- 6.6. The provision and effect of Rule 6 shall not be removed from these Rules and shall be implied into any document replacing these Rules.

7. Admission of Members

- 7.1. Applicants for Membership shall complete any application form provided and supply such information as may be required by NCWNZ, including by attending an interview at NCWNZ's request.
- 7.2. Applications for membership of a Branch by Individual Members and Locally Organised Member organisations ("LOM"), and for affiliation to a branch by a Nationally Organised Member organisation ("NOM"), shall be considered by the Branch. Applications for membership of NCWNZ by National Individual Members shall be considered in light of criteria determined by the Board.
- 7.3. Applications for membership of NCWNZ by a NOM shall be considered by the Board and ratified at the next Conference.
- 7.4. Application for recognition as a Branch of NCWNZ may be made by any group consisting of persons eligible for the classes of membership set out in Rule 8.2,

and the Board shall firstly consider their individual eligibility for membership, and secondly the eligibility of the group for recognition as a Branch.

- 7.5. The Branch or Board, as applicable, shall have discretion whether or not to admit an applicant. The Branch or Board shall advise the applicant of its decision.
- 7.6. The National Office shall keep a membership register of Members recording their names and addresses and the dates each Member became a Member.
- 7.7. All Members shall promote the objects of NCWNZ and must do nothing to bring NCWNZ into disrepute.

8. Membership

8.1. The Members of NCWNZ at a National level are:

- 8.1.1. Branches;
- 8.1.2. Nationally Organised Member organisations;
- 8.1.3. Members of the Board elected in accordance with Rule 11;
- 8.1.4. National Life Members;
- 8.1.5. Honorary National Life Members;
- 8.1.6. Honorary National Members; and
- 8.1.7. National Individual Members.

Branches

8.2. Membership of a Branch may comprise:

- 8.2.1. Representative Members from affiliated NOM;
- 8.2.2. Representative Members from affiliated LOMs:
 - 8.2.2.1. A LOM must be an organisation that:
 - 8.2.2.1.1. is a single entity with a local structure, coverage and a local policy; and
 - 8.2.2.1.2. has aims and policies in sympathy with the objects of NCWNZ.
 - 8.2.2.2. A LOM shall be eligible to continue its membership as a LOM as long as, in the opinion of the Branch Executive, it continues to meet the criteria for membership.

- 8.2.3. Individual Members:
 - 8.2.3.1. An Individual Member is an individual admitted to Membership under this Rule who does not meet the criteria of any other category (other than National Individual Membership).
 - 8.2.3.2. An Individual Member will apply for Membership of the Branch of their choice.
 - 8.2.4. Branch Life Members appointed in accordance with By Law 16;
 - 8.2.5. Honorary Branch Members appointed in accordance with By Law 15;
 - 8.2.6. Any National Life Members resident in the Branch's area; and
 - 8.2.7. Corresponding members.
- 8.3. Any Member who is not able to physically attend a Branch for any reason may request Corresponding Member status of a Branch of their choice and pay the subscription set by that Branch. A Corresponding Member:
- 8.3.1. can make written suggestions or contributions to NCWNZ work, including remits, and may be invited to join NCWNZ Members on particular projects.
- 8.4. All Branches shall be operated in accordance with the By Laws appended to these Rules.

Nationally Organised Member organisations

- 8.5. A NOM must be:
 - 8.5.1. a single entity with national coverage and a national policy;
 - 8.5.2. whose aims and policy are in sympathy with the objects of the NCWNZ.
- 8.6. A society accepted as a NOM shall encourage their members to become Members of NCWNZ.
- 8.7. A NOM shall be eligible to continue its membership as a NOM as long as, in the opinion of Conference, it continues to meet the criteria for membership.

National Life Member

- 8.8. A National Life Member may be nominated by the Member's Branch, or NOM or by the NCWNZ Board.
- 8.9. Conference may vote by a two-thirds majority of those present and entitled to vote to confer National Life Membership on an individual who has rendered

distinguished service to NCWNZ at national and/or international level, over and above the performance of the duties of elected office.

8.10. Every National Life Member shall be entitled to speak and to vote at Conference and in the Branch of which she is a Member (if applicable).

8.11. A National Life Member shall not be required to pay subscriptions.

Honorary National Life Member

8.12. Conference may vote, by a two thirds majority of those present and entitled to vote, to confer Honorary National Life Membership on an individual who has rendered distinguished service to NCWNZ at a national and/or international level.

8.13. An Honorary National Life Member shall not be required to pay subscriptions. She has the right to speak but not to vote at Conference.

Honorary National Members

8.14. Honorary Membership of NCWNZ may be offered to women Members of Parliament and New Zealand office holders of ICW (International Council of Women) for the duration of their term of office, with the right to speak but not to vote at Conference.

National Individual Members

8.15. A National Individual Member is an individual admitted to Membership of NCWNZ under this Rule who does not meet the criteria of any other category (other than Individual Membership through a Branch) and has chosen not to become a member of a Branch.

9. Cessation and Transfer of Membership

9.1. Any Member of a Branch may resign from that Member's class of Membership by written notice to the Branch Secretary, and each such resignation shall take effect from the end of NCWNZ's then current financial year.

9.2. Any Branch or NOM may resign from membership of NCWNZ by written notice to the President, and each such resignation shall take effect from the end of NCWNZ's then current financial year, save that a Branch must be wound up in accordance with Rule 25.

9.3. A NOM or LOM may disaffiliate from a Branch by notice in writing to the Branch Secretary and disaffiliation takes effect immediately. The Member shall be liable for all dues for the current financial year of the Branch.

- 9.4. The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member.
- 9.5. A Member whose Membership is terminated under these Rules, or who disaffiliates or resigns, shall remain liable to pay all subscriptions and levies to the end of NCWNZ's financial year in which the Membership was terminated or the disaffiliation or resignation took place, but shall immediately:
- 9.5.1. cease to hold herself out as a Member of NCWNZ; and
- 9.5.2. return to NCWNZ all material provided gratis by NCWNZ (including any membership certificate, handbooks and manuals).
- 9.6. An Individual or Corresponding Member may transfer from Membership through a branch to Membership as a National Individual Member by written notice to the Branch Secretary and the Board and each such transfer shall take effect on the date specified in the notice. No additional subscription for the current financial year shall be required.
- 9.7. An Individual Member may transfer from being a National Individual Member to Membership through a branch by written notice to the Branch Secretary and the Board and each such transfer shall take effect on the date specified in the notice. An additional Branch fee for the current financial year may be payable.

10. Subscriptions

- 10.1. The annual subscription (or the amount of any periodic payments if Conference decides that it is payable by instalments) for different classes of Membership for the following calendar year shall be set by resolution of Conference.
- 10.2. Any Member failing to pay the annual subscription (including any periodic payment) within four calendar months of the date the same was set shall be considered as non-financial and (without being released from the obligation of payment) shall have no membership rights and shall not be entitled to participate in any NCWNZ activity until all the arrears are paid.
- 10.3. If such arrears are not paid within six months of the date the subscription or levy became due, or such later date as the Board may determine, the Member no longer qualifies for membership and the Board may exercise its powers at Rule 9.4.

11. Election of Board Members and Standing Committee Convenors

Transition Board

11.1. Notwithstanding anything else in this Constitution:

11.1.1. at the 2017 Conference:

11.1.1.1. three (3) of the Board Members in office immediately prior to the 2017 Conference will be nominated to continue on the Board as Elected Board Members by an independent professional appointed by the Board with experience in governance and the functions and appointment process of board members (or equivalent) in New Zealand;

11.1.1.2. the remaining three (3) Elected Board Members will be elected in accordance with Rules 11.7 to 11.11;

11.1.2. at the 2018 Conference:

11.1.2.1. one of the three (3) Board Members appointed in accordance with clause 11.1.1.1 shall retire from office. The Board Member that shall retire is to be determined by agreement between them or, if they cannot agree, by lot. The Board Member that retires will be eligible for re-election for a further term of three (3) years;

11.1.2.2. one of the three (3) Board Members elected in accordance with clause 11.1.1.2 shall retire from office. The Board Member that shall retire is to be determined by agreement between them or, if they cannot agree, by lot. The Board Member that retires will be eligible for re-election for a further term of three (3) years;

11.1.3. at the 2019 Conference:

11.1.3.1. one of the two (2) remaining Board Members that were appointed in accordance with clause 11.1.1.1 shall retire from office. The Board Member that shall retire is to be determined by agreement between them or, if they cannot agree, by lot. The Board Member that retires will be eligible for re-election for a further term of three (3) years;

11.1.3.2. one of the two (2) remaining Board Members that were elected in accordance with clause 11.1.1.2 shall retire from office. The

Board Member that shall retire is to be determined by agreement between them or, if they cannot agree, by lot. The Board Member that retires will be eligible for re-election for a further term of three (3) years;

11.1.4. at the 2020 Conference:

11.1.4.1. the remaining Board Member that was appointed in accordance with clause 11.1.1.1 shall retire from office. That Board Member will be eligible for re-election for a further term of three (3) years.

11.1.4.2. the remaining Board Member that was elected in accordance with clause 11.1.1.2 shall retire from office. That Board Member will be eligible for re-election for a further term of three (3) years

11.1.5. The Board Members in office immediately prior to the 2017 Conference that are not appointed in accordance with Rule 11.1.1.1 are eligible to apply for the three (3) Elected Board Member roles under Rule 11.1.1.2.

11.1.6. Following the 2017 Conference, the Board shall elect a Board Member as President to serve for a term of two (2) years, provided that such person has previously served as a Vice President for at least one term.

Board Composition

11.2. The NCWNZ shall have seven (7) Board Members. Where there is a vacancy on the Board for any reason, the Board may continue to operate with less than seven (7) Board Members, provided that the Board uses reasonable endeavours to co-opt an appropriately qualified person to fill the vacancy as soon as possible.

11.3. The Board Members shall include:

11.3.1. Six (6) Elected Board Members; and

11.3.2. One (1) Appointed Aspiring Board Member.

Nominating Committee

11.4. A Nominating Committee shall be established from time to time by the Board to consider applications and make recommendations in respect of Board Member elections and appointments.

- 11.5. The Nominating Committee shall be appointed by the Board and include three (3) members as follows:
- 11.5.1. the current President or such other Board Member (being a Board Member that is not seeking re-election) as may be nominated by the current President. The President must nominate another Board Member (being a Board Member that is not seeking re-election) where the President is seeking re-election;
 - 11.5.2. an independent professional with experience in governance and the functions and appointment process of board members (or equivalent) in New Zealand; and
 - 11.5.3. a Member (that is not a Board Member) who has an interest and understanding of NCWNZ and who is experienced in governance and the functions and appointment process of board members (or equivalent) in New Zealand.
- 11.6. In considering applications and recommendations for election and appointment of Board Members, the Nominating Committee shall use reasonable endeavours to ensure that the Board as a whole has an appropriate mix of skills and diversity based on criteria determined by the Board.

Elected Board Members

- 11.7. Nominees for the role of Elected Board Member must be Members or must become Members before the election.
- 11.8. Following nominations being received, the Nominating Committee shall consider the nominees for Elected Board Member and determine whether they have the appropriate skills and diversity to be a Board Member based on criteria determined by the Board.
- 11.9. Those nominees for Elected Board Member that the Nominating Committee determines are appropriate for appointment will be recommended to the Membership.
- 11.10. Members shall vote on the nominees at a Special General Meeting or Conference and the vacant Elected Board Member positions shall be filled by those nominee(s) with the most votes [in accordance with Rule 17].
- 11.11. Elected Board Members shall be appointed for a term of up to three (3) years with the ability to be re-elected for a further term of up to three (3) years.

Appointed Aspiring Board Member

- 11.12. The applicants for Appointed Aspiring Board Member must be Members.
- 11.13. Following applications being received, the Nominating Committee shall consider the applicants for Appointed Aspiring Board Member and determine whether they meet the criteria for Appointed Aspiring Board Member determined by the Board.
- 11.14. The Appointed Aspiring Board Member shall be appointed by the Board after considering the recommendation of the Nominating Committee.
- 11.15. The Appointed Aspiring Board Member shall be appointed for a one (1) year term. Following the one (1) year term, the Appointed Aspiring Board Member can apply to become an Elected Board Member and is eligible to stand for two terms of three (3) years as an Elected Board Member.
- 11.16. The Appointed Aspiring Board Member will have the full legal responsibilities and duties of a Board Member.

President and Vice President

- 11.17. The Board Members shall elect one of the Board Members as President of the Board after considering the recommendation of the Nominating Committee.
- 11.18. The Board Member elected as President holds that office for 2 years but is eligible for re-election as President for further terms as long as that person remains on the Board.
- 11.19. The Board Members shall elect one of the Board Members as Vice President of the Board after considering the recommendation of the Nominating Committee.
- 11.20. The Board Member elected as Vice President holds that office for two (2) years but is eligible for re-election as Vice President for further terms as long as that person remains on the Board.

Co-opting members

- 11.21. The Board may, after considering the recommendation of the Nominating Committee, co-opt a suitably qualified person to be a Board Member in the event a position is not filled at Conference or is suddenly vacated.
- 11.22. Where a Board Member is co-opted to fill a vacancy, they shall retire at the next Conference but shall be eligible for re-election as an Elected Board Member in accordance with Rules 11.7 to 11.11.

Board Member ceasing to hold office

11.23. The Board may, following an investigation, remove a Board Member from office where that Board Member has damaged or put at risk the reputation of NCWNZ, engaged in misconduct or has otherwise acted in a manner which the Board reasonably believes means that the person is no longer appropriate to remain a Board Member. The Board Member shall be entitled to be present for the discussion about their alleged misconduct or action and to present their views on the matter, but shall not be entitled to be present for the deliberation or the vote on whether to remove them.

11.24. The office of a Board Member is vacated if the person holding that office:

11.24.1. resigns by written notice to National Office, such notice taking effect on receipt of that notice by National Office or such later date as is specified in the notice;

11.24.2. dies;

11.24.3. becomes permanently incapacitated and the remaining Board Members resolve that they are no longer capable of carrying out their powers and duties as a Board Member by reason of that incapacity; or

11.24.4. otherwise vacates office in accordance with this Constitution.

11.25. Any Board Member that is the subject of a proposed resolution under Rule 11.24.3 shall be entitled to be present for the consideration of the effect of their incapacity and to present their views on the matter, but shall not be entitled to be present in the deliberation or the vote on whether the office of the Board Member is vacated.

11.26. Each Board Member who submits their resignation or ceases to hold office shall, within one calendar month, deliver to their successor all books, papers and other property of NCWNZ that they possess.

Standing Committee Convenors

11.27. The Standing Committee Convenors shall be elected in every even numbered year at Conference.

11.28. Nominations for Standing Committee Convenors shall be made in accordance with By Law 5.

11.29. Any Standing Committee Convenor may be removed by a resolution of Conference which is passed by a two thirds majority of those eligible to vote.

11.30. Each Standing Committee Convenor who submits their resignation or ceases to hold office shall, within one calendar month, deliver to their successor all books, papers and other property of NCWNZ that they possess.

12. Management by the Board

12.1. NCWNZ shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of NCWNZ as approved by the Members.

12.2. The Board may exercise all NCWNZ's powers, other than those required by statute, or these Rules and By Laws, to be exercised by NCWNZ's Members and the Board shall have those duties that are set out in By Law 25.

12.3. The Board shall meet a minimum of five times per annum at such times and places and in such manner (including by telephone, video link, or any electronic form) as it may determine and otherwise where and as convened by the President.

12.4. All Board meetings shall be chaired by the President or in the President's absence by the Vice President, or in the absence of both of them by some other Board Member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

12.5. The quorum for Board meetings is at least half the number of the Board Members.

12.6. Minutes of all Board meetings shall be taken, and all such Minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

12.7. The Board may appoint subcommittees consisting of such persons (whether or not Members of NCWNZ) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:

12.7.1. The quorum of every subcommittee is half the Members of the subcommittee;

12.7.2. The subcommittee shall have power to co-opt additional Members, with the agreement of the Board;

12.7.3. No subcommittee may commit NCWNZ to any financial expenditure without express authority;

12.7.4. No subcommittee may delegate any of its powers; and

- 12.7.5. A Board Member shall chair the subcommittee.
- 12.8. The Board and any subcommittee may act by resolution approved by not less than a simple majority of the Members of the Board or subcommittee; such resolution may be conducted by any means.
- 12.9. The Board from time to time may, by unanimous agreement, make and amend policies for the conduct and control of NCWNZ activities, but no such policies shall be inconsistent with these Rules. Members must be notified of the making or amendment of policies within 30 working days of the Board's agreement.
- 12.10. The President (and in the absence of the President the Vice President) shall, in addition to all other duties described in these Rules, generally supervise and direct the affairs and business of NCWNZ.
- 12.11. Other than as prescribed by statute or these Rules, the Board may regulate its proceedings as it thinks fit.
- 12.12. Subject to statute, these Rules and the resolutions of Conference, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

13. Indemnity for Board

- 13.1. A Member of the Board (A) shall not be liable for the acts or defaults of any other Member of the Board or any loss occasioned thereby, unless occasioned by A's wilful default or by their wilful acquiescence.
- 13.2. The Board and each of its Members shall be indemnified by NCWNZ for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default or by their wilful acquiescence.

14. Finance

- 14.1. The Board shall:
- 14.1.1. keep such books of account as may be necessary to provide a true record of NCWNZ's financial position;
 - 14.1.2. review NCWNZ's financial position to each Board meeting; and
 - 14.1.3. present an annual Statement of Accounts to the Conference.

- 14.2. The Board shall maintain bank accounts in the name of NCWNZ, and all payment authorities shall be signed or authorised by two Members of the Board, or the Executive Officer and countersigned by a Member of the Board.
- 14.3. All money received on account of NCWNZ shall be banked into the bank account held by National Office within seven days of being received, and receipted.
- 14.4. If an account for payment exceeds any delegated authority to the Executive Officer, it must be submitted to the Board for approval for payment.
- 14.5. No unusual or extraordinary liability or expenditure shall be incurred without the prior approval of Conference.
- 14.6. NCWNZ's financial year shall commence on 1 April of each year and end on 31 March in the following year.
- 14.7. The Conference each year may appoint an auditor (who is a Member of the New Zealand Institute of Chartered Accountants and not a Member of NCWNZ) to audit the annual accounts of NCWNZ and provide an audit report relating to the same. If any such auditor is unable to act the Board shall appoint a replacement auditor.
- 14.8. Copies of audited accounts shall be made available to all Members on request and in any event in the notice of meeting for Conference.
- 14.9. Special funds or grants of NCWNZ shall not be used for any purpose other than that for which they were given or established without the consent of the donor(s). Should it be impracticable to obtain the consent of the donor(s) and if, in the opinion of Conference, it is no longer possible to carry out the original purpose, Conference may authorise the expenditure of a special fund for some other purpose consistent with that for which it was given or established.

15. Conference

- 15.1. The supreme authority of NCWNZ shall be vested in Conference. All Members shall be entitled to attend Conference.
- 15.2. Voting shall be conducted in accordance with Rule 17.
- 15.3. Conference shall meet every year at such time and place as shall be determined by the previous Conference. Written notification of the date and venue shall be sent to all Members not less than four months prior to the Conference.
- 15.4. No decisions of any Conference or Special General Meeting shall be altered except by a subsequent Conference or Special General Meeting.

- 15.5. Notice of any proposed alteration to a decision of Conference must be forwarded to the National Office at least four months before a subsequent Conference and shall be sent to the financial Members at least three months before Conference.
- 15.6. Any proposed remit/motion for consideration at the Conference must be forwarded to the National Office by a financial member not less than four months before the date of the meeting. Remits shall be selected, edited and/or coordinated by the Board and shall be sent to the financial Members at least three months before Conference.
- 15.7. At least 30 working days before Conference, National Office shall post to all Members a notice of meeting setting out the business to be conducted at the Conference (including copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions or remits).
- 15.8. The notice of meeting may be circulated by posting notice of any meeting on the NCWNZ website and/or other appropriate website or by other postal or electronic means. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 15.9. The quorum for Conference shall be such number of Members that can between them exercise not less than 50% of the available votes and shall include not less than one third of the Branches and one third of the NOMs.
- 15.10. Conference shall be chaired by the President or in the President's absence by the Vice-President.
- 15.11. Minutes of all Conference meetings shall be taken, and all such Minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

16. Special General Meetings

- 16.1. Special General Meetings may be called by the Board, or by written requisition to the National Office signed by not less than a quarter of the financial Members.
- 16.2. A Special General Meeting must be held within three months of the written request by Members or the Board resolution.
- 16.3. Notice of the meeting will be sent to all Members entitled to attend Conference not less than six weeks prior to the meeting.

- 16.4. The quorum for a Special General Meeting shall be such number of Members that can between them exercise not less than 50% of the available votes and shall include not less than one third of the Branches and one third of the NOMs.
- 16.5. A Special General Meeting may consider and make decisions on any matter that by this Constitution is required to be decided at Conference but may only consider those matters for which it was called.
- 16.6. Voting at a Special General Meeting shall be conducted in accordance with Rule 17.

17. Voting

- 17.1. Those Members entitled to vote at Conference or a Special General Meeting shall be:
 - 17.1.1. The Branch President.
 - 17.1.2. Any additional Branch Delegates as provided for in By Law 1.
 - 17.1.3. The President of a NOM that has met the affiliation criteria.
 - 17.1.4. National Life Members.
 - 17.1.5. Members of the Board.
 - 17.1.6. Standing Committee Convenors.
 - 17.1.7. National Individual Members.
- 17.2. A NOM, Branch or National Individual Member that is not a financial Member shall not be able to vote.
- 17.3. Voting entitlements at any Conference or Special General Meeting shall be:
 - 17.3.1. all Members entitled to vote at the Conference or Special General Meeting under Rule 17.1, other than National Individual Members, shall have one vote; and
 - 17.3.2. all National Individual Members shall have one fifteenth (1/15) of a vote.
- 17.4. Votes shall be exercised as follows:
 - 17.4.1. All Members entitled to vote under Rule 17.1 may exercise their vote by proxy, in accordance with By Law 2. The National Office must be notified ten business days in advance of Conference or the Special General Meeting if a Member intends to exercise its vote by Proxy. If proxies are not received by that date they shall be of no effect.

- 17.4.2. Members shall vote in one capacity only.
 - 17.4.3. Voting shall be by show of cards or, on demand of any financial Member present, by secret ballot.
 - 17.4.4. Unless otherwise required by these Rules, all motions shall be determined by a simple majority of those entitled to vote.
 - 17.4.5. The presiding officer at any Conference or Special General Meeting shall have a casting as well as a deliberative vote.
- 17.5. To determine any issue already put before a Conference in accordance with these Rules, or that could be put before a Special General Meeting in accordance with these Rules(including any election) the Conference, or Board in the case of a Special General Meeting, may resolve to hold a ballot in accordance with the following procedures:
- 17.5.1. The resolution to hold a ballot shall set a closing date and time for ballots to be received by the National Office, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial Members (excluding the date of posting);
 - 17.5.2. Voting in a ballot may be by ballots returned to the National Office by any method identified in the ballot paper;
 - 17.5.3. The Board shall appoint a returning officer, who will scrutinise all ballots received by National Office; and
 - 17.5.4. The President shall declare the result of the ballot.

18. Effect of Resolutions

- 18.1. A resolution passed by the required majority at any Conference or Special General Meeting, or by ballot, binds all Members.

19. Alteration of Rules

- 19.1. These Rules may be amended or replaced by a resolution passed :
- 19.1.1. at a Conference; or
 - 19.1.2. at a Special General Meeting.
 - 19.1.3. provided that no amendment may be made which would alter the exclusively charitable nature or tax-exempt status of NCWNZ.

Alteration at Conference

- 19.2. These Rules may be amended or replaced by resolution of any Conference in accordance with Rules 15 and 17.
- 19.3. Any proposed motion to amend or replace these Rules at Conference shall be:
 - 19.3.1. where the proposed motion to amend or replace the Rules is being made by a Member:
 - 19.3.1.1. given in writing to the National Office at least four months before the Conference at which the motion is to be considered; and
 - 19.3.1.2. accompanied by a written explanation of the reasons for the proposal; and
 - 19.3.2. sent to all financial Members at least three months before the Conference accompanied by a written explanation of the reasons for the proposal.

Alteration at Special General Meeting

- 19.4. These Rules may be amended or replaced by resolution of any Special General Meeting in accordance with Rules 16 and 17.
- 19.5. Where a Special General Meeting to consider the proposed motion to amend or replace the Rules has been called in accordance with Rule 16.1, the proposed motion to amend or replace the Rules shall be:
 - 19.5.1. given in writing to the National Office at the time the written request to hold a Special General Meeting is given to National Office; and
 - 19.5.2. accompanied by a written explanation of the reasons for the proposal.
- 19.6. Any proposed motion to amend or replace these Rules at Special General Meeting shall be sent to all financial Members at least four (4) weeks before the Special General Meeting accompanied by a written explanation of the reasons for the proposal.

20. By Laws

- 20.1. The By Laws which accompany these Rules are adopted for the management and control of NCWNZ and its affairs.
- 20.2. The By Laws may be amended by Conference by a majority of those present and voting or in the same manner as a proposed Rule amendment under Rules 19.4 to 19.6.

- 20.3. Any proposed motion to amend or replace the By Laws at Conference shall be:
- 20.3.1. given in writing to the National Office at least four months before the Conference at which the motion is to be considered;
 - 20.3.2. accompanied by a written explanation of the reasons for the proposal; and
 - 20.3.3. sent to all financial Members at least three months before the Conference.

21. Public Action

- 21.1. No Branch or Standing Committee shall initiate any national policy or approach Government or a national body on any matter other than through the Board.
- 21.2. No Branch may involve themselves in any Court proceedings or hearings before a Tribunal without first obtaining the consent of the Board. Any legal communications by and to a Branch must be immediately communicated to the National Office of NCWNZ.
- 21.3. No Branch or Standing Committee, or any of their Members as such, shall publish a statement which does not align with NCWNZ policy.

22. Executive Officer

- 22.1. An Executive Officer, by whatever title known, may be employed by the Board on such terms and for such remuneration as the Board deems appropriate.
- 22.2. Subject to compliance with the Employment Relations Act 2000 (and any Act in substitution thereof) the Board shall have the power in its discretion to suspend or remove the Executive Officer from office.

23. Honorary Solicitor

- 23.1. Conference shall approve the appointment of an Honorary Solicitor to NCWNZ. S/he shall not be a representative at a Branch of NCWNZ or hold office in a NOM.

24. Complaints

- 24.1. Any complaint about any Member of a Branch, whether from another Member of the Branch or any other person, shall be lodged in writing with the Branch Secretary, and the procedures set out in the NCWNZ Complaints Manual shall be observed.

24.2. Any complaint about any Member of NCWNZ, whether from another Member of NCWNZ or any other person, shall be lodged in writing with the President, and the procedures set out in the NCWNZ Complaints Manual shall be observed.

25. Winding up

25.1. NCWNZ may be wound up under the provisions of the Incorporated Societies Act 1908 or any Act passed in substitution thereof. Notice of proposed winding up shall be circulated to Branches, NOMs and National Life Members not less than three months prior to the date of Conference.

25.2. In the case of winding up by Conference the assets of NCWNZ shall be distributed in such a manner as the Conference shall decide to non-profit making organisation(s) whose work is in sympathy with the aims of NCWNZ, such organisation(s) being established exclusively for charitable purposes and not carried on for the private pecuniary profit of any individual.

25.3. A Branch may be wound up by a Branch meeting, at which two thirds of the voting Members are present, by a two thirds majority of those present and voting. Notice of proposed winding up shall be circulated to all Members of the Branch and to the Board not less than two months before the meeting at which the motion is to be considered. In the case of winding up of a Branch the assets shall be distributed locally in accordance with any Branch bylaws and in consultation with the Board.

25.4. On the dissolution of NCWNZ by the Registrar of Incorporated Societies the assets of NCWNZ shall be distributed in such a manner as the Board shall decide to non-profit making organisations as described in Rule 25.2 and failing that the surplus assets after payment of all debts, costs and liabilities shall be disposed of as the High Court directs.

BY LAWS

Conference

By Law 1

Branch representation to Conference shall be:

- (a) The Branch President or the nominated representative selected from the Branch membership; and
- (b) Further delegates appointed on the basis of one delegate for every 15, or fraction thereof, of all Branch financial Members, to a maximum of 10 delegates.

By Law 2

Proxies at Conference or a Special General Meeting shall be:

- (a) In the case of a Branch President, a member of her Branch Executive Committee.
- (b) In the case of additional Branch Delegates, the Branch President, a member of the Branch Executive Committee, another Branch Delegate, or a Member of the Board.
- (c) In the case of a NOM, a member of the NOM appointed by its national executive.
- (d) In the case of the Convenor of a Standing Committee, a member of the nucleus committee, with the approval of the Board.
- (e) In the case of a National Life Member, a Member of the Board or another National Life Member.
- (f) In the case of a Member of the Board, another Member of the Board.
- (g) In the case of a National Individual Member, a Member of the Board or another National Individual Member.

By Law 3

Observers may attend Conferences. They may speak at the invitation of the presiding office but shall not vote.

By Law 4

The business of the Conference shall comprise, in no particular order:

- (a) Minutes of the previous Conference;

- (b) Annual Report of the Board;
- (c) Reports from Standing Committee Convenors;
- (d) Acceptance of audited Financial Statements;
- (e) In every even-numbered year, the election of the Board and Standing Committee Convenors. The elections shall take place on the second day of Conference;
- (f) Remits/Motions of which notice has been given;
- (g) Notices of urgent motions of which 24 hours' notice has been given, and for the inclusions of which two thirds of those present and entitled to vote have agreed. Such motions may be carried by two thirds of those present and entitled to vote;
- (h) Setting of subscriptions and levies;
- (i) Ratification of the membership of new NOM Members; and
- (j) General business.

Nominations

By Law 5

- (a) Nominations for the Standing Committee Convenors may be made by Members and the Board.
- (b) No Member of the Board shall at the same time serve as a Standing Committee Convenor.
- (c) No person shall be eligible for election as a Standing Committee Convenor unless they have been a member of a Branch or a NOM or a National Individual Member for at least one year.
- (d) No person shall be eligible for election as a member of the Parliamentary Watch Committee unless they are resident in the greater Wellington area.
- (e) No person shall serve as Convenor of the same Standing Committee or as Convenor of the Parliamentary Watch Committee for more than three consecutive terms.

By Law 6

- (a) Nominations for National Life Memberships may be forwarded to the Board not later than 4 months before Conference by a Branch or NOM. Nominations for any such person must be supported by at least three Branches and/or NOMs.

- (b) No sitting Member of the Board shall be nominated for National Life Membership.
- (c) Nominations for the Distinguished Service Award for long service and performance in any capacity to NCWNZ at Branch or National Level may be forwarded to the National Office not later than four months before Conference by a Branch or NOM.
- (d) Nominations under this By Law shall be made on the application form provided by National Office and shall be accompanied by a CV, and the written consent of the nominee.
- (e) The names of persons who receive the Distinguished Service Award shall be entered into the Book of Honour, and certificates presented to the recipients at Conference.

Standing Committees

By Law 7

- (a) Membership of Standing Committees other than the Parliamentary Watch Committee shall be made up of a nucleus committee and Corresponding Members.
- (b) Upon the election of the Standing Committee Convenor:
 - a. a nucleus committee shall be formed from the Members of NCWNZ or affiliated societies, either resident in their geographic area or selected for an electronic nucleus committee from within New Zealand; and
 - b. Corresponding Members shall be selected.
- (c) Corresponding Members of the Standing Committees shall be:
 - a. Nominated by Branches and/or NOMs from among their Members; and
 - b. Limited to one nomination per Standing Committee from each Branch or NOM –

except where the nominees have distinct areas of contribution to the subject of the Standing Committee, in which case, at the discretion of the Board, more than one nomination may be made from the Branch or NOM.
- (d) A Standing Committee Convenor may consult with persons who are not Members of NCWNZ, on specific topics, with the consent of the Board.

By Law 8

- (a) Members of Standing Committees shall serve for two years only but may be re-nominated.

- (b) A former Standing Committee Convenor may elect to remain a Member for one year after her term of office ceases.
- (c) The Board shall appoint one of its Members to liaise with each Standing Committee Convenor.
- (d) A Member who fails to respond to three consecutive requests from her Convenor may be deemed to have resigned. The Convenor shall notify the Board who shall inform the Member's Branch or NOM.

By Law 9

The duties of Standing Committees shall be:

- (a) Studying questions raised by Branches and/or NOMs;
- (b) Suggesting remits arising from such study or proposing other action;
- (c) Providing background material for remits accepted by the Board;
- (d) Studying proposed legislation in their field;
- (e) Drafting submissions within their expertise;
- (f) Preparing informative material for circulation to Branches and NOMs and providing them with background material on matters of concern to NCWNZ;
- (g) Suggesting follow-up to NCWNZ for action; and
- (h) Updating and responding to requests from the conveners of ICW Standing Committees.

Branch governance

By Law 10

Each Branch of NCWNZ shall:

- (a) meet at least monthly from February to November; and
- (b) hold its Annual Meeting before the end of May.

By Law 11

- (a) A quorum for Branch Meetings shall be determined by the Branch bylaws.
- (b) Members of the Branch shall vote, either in person or by proxy, in one capacity only, and the vote of every Representative Member of a NOM has the value of two, every Individual Member, LOM, National Life Member and Branch Life

Member shall have the value of 1, except insofar as the Branch bylaws provide otherwise.

- (c) The presiding officer shall have a casting as well as deliberative vote.
- (d) A Member may request a secret ballot. Voting for individuals shall always be conducted by secret ballot.
- (e) Any Member whose fee is not paid by 1 August in any year shall not take her seat until such fee is paid; any Member whose annual fee is not paid by 1 September shall be deemed to have resigned.

By Law 12

Virtual Branches may be formed on application to the Board by a minimum of 10 potential Members and all Rules and By Laws relating to the governance of Branches shall apply, except that:

- (a) a Virtual Branch may conduct its business by teleconference, round-robin email, online forum or discussion group, or any other electronic or virtual means that is approved by the Board for this purpose;
- (b) a Virtual Branch must consult the Board as to the appropriate process to follow in the event of the Branch being wound up in accordance with Rule 25.3.

By Law 13

Each NOM or LOM affiliated to a Branch of NCWNZ shall be entitled to appoint Representative Members to that Branch as follows:

- (a) A LOM/NOM with 10 – 20 Members in the Branch area – one representative Member;
- (b) A LOM/NOM with 21 – 50 Members in the Branch area – two representative Members; and
- (c) A LOM/NOM with 51 – 100 Members in the Branch area – three representative Members.
- (d) For each additional 100 Members of a LOM/NOM or fraction of 100 – one more Representative Member, provided that –
 - a. the maximum number of representatives to any one Branch of NCWNZ from any one affiliated LOM/NOM shall not exceed six;
 - b. where a branch of a LOM/NOM affiliates to a Branch of NCWNZ it shall

appoint Representative Members on the basis of the LOM/NOM Membership that branch area only;

- c. where several branches of a LOM/NOM affiliate to a Branch of NCWNZ they shall appoint Representative Members on the basis of the combined LOM/NOM Membership of those branches' areas only;

It shall be the duty of Representative Members to ascertain the opinion of her LOM/NOM on matters dealt with by the Branch, to represent that opinion at Branch meetings and to report NCWNZ business to her LOM/NOM.

By Law 14

Proxies for Branch Meetings shall be duly appointed representatives of the NOM or LOM for whose Representative Member they are substituting.

By Law 15

Branches may invite the following to be Honorary Branch Members for the duration of their term of office:

- (a) The Mayor;
- (b) Members of Parliament in their area;
- (c) Local body representatives;
- (d) The President of a NOM or LOM living in the area;
- (e) Members of the International Council of Women; and
- (f) National Life Members.

Members of the Board shall be honorary Members of their respective Branch, without the right to vote.

By Law 16

- (a) A Branch may confer Branch Life Membership on women who have rendered distinguished service to the Branch.
- (b) Every Branch Life Member shall have a vote at Branch meetings.

By Law 17

If a NOM or LOM is not represented at three consecutive Branch meetings and has not sent an apology or other communication the Branch shall notify the NOM or LOM of the absence of their Representative Member(s). If no response is received within one month the NOM or

LOM may be advised that it is no longer affiliated to the Branch.

By Law 18

An Individual Member who has been absent for three consecutive Branch meetings and has not sent an apology or other communication to the Branch may be deemed to have resigned.

By Law 19

- (a) Each Branch shall have the power to make By Laws not inconsistent with the requirements of these Rules and approved by the Board.
- (b) Each Branch shall have the management of its own business, funds and property.
- (c) Funds shall be invested in accordance with the provisions of the Trustees Act 1956.

By Law 20

- (a) Branches may take action, in line with NCWNZ policy, on matters of local importance, and approach local Members of Parliament, but shall notify the National Office of their action.
- (b) Branches must obtain the approval of the Board to bring to the notice of local Members of Parliament NCWNZ's policy on matters of national importance, and shall notify the National Office of their action.

By Law 21

- (a) The business of the Branch Annual General Meeting shall be:
 - a. Confirmation of Minutes of previous Annual General Meeting;
 - b. Adoption of Annual Report;
 - c. Adoption of Financial Report prepared by the Treasurer and reviewed by an independent qualified reviewer
 - d. Election of the executive committee in accordance with By Law 22;
 - e. Amendments to Branch By Laws.
- (b) Business not relevant to the Annual General Meeting shall be transacted before or after the Annual General Meeting and minuted accordingly.

By Law 22

- (a) The Branch Executive Committee shall be elected annually by and from the Representative Members of NOMs or LOMs together with Individual Members attending the Branch and shall comprise:
 - a. The President;
 - b. At least one Vice President;
 - c. The Secretary;
 - d. The Treasurer, except that the same person may hold the office of both Secretary and Treasurer; and
 - e. At least two other Members.
- (b) In the event of a vacancy the Executive Committee shall have the power to fill the vacancy from among the Representative Members and the Individual Members.
- (c) No Board Member shall be eligible to hold office in a Branch. However, where a Branch Executive Officer is subsequently elected to the Board she may, at the request of her Branch, continue her Branch duties until the next Branch Annual General Meeting.

By Law 23

Each Branch shall send to the National Office by 20 June each year:

- (a) Two copies of the Branch Annual Report; and
- (b) A schedule of officers and Member societies and Individual Members.

National Office and the Board

By Law 24

All correspondence and communication shall pass through the National Office, except:

- (a) Branch correspondence on local matters;
- (b) Standing Committee correspondence between Committee Convenors and Members.

By Law 25

The duties of the Board shall be:

- (a) Reception of Reports and adoption of audited Financial Statements;

- (b) Promotion of the objects and policies of NCWNZ;
- (c) Implementation of the decisions of Conference;
- (d) Making submissions and representations on matters of NCWNZ policy;
- (e) Employment of any person or company to administer or manage the affairs of NCWNZ;
- (f) Admission of new NOMs;
- (g) Supervision of the work of the Standing Committees; and
- (h) Drafting of policy and By Laws for consideration by Conference, that are consistent with the Rules and existing By Laws.

ICW

By Law 26

Representatives to the Conference of the International Council of Women, or to any other international meeting, shall be the National President or a member of the Board. A grant may be made to such representatives to attend such meetings.

Expenses

By Law 27

- (a) The expenses of the Board on any authorised NCWNZ business shall be paid from NCWNZ's funds.
- (b) Members of the Board and of subcommittees shall be entitled to be reimbursed by NCWNZ for any reasonable actual expenses incurred by them on behalf of NCWNZ as approved by resolution of the Board.
- (c) The travelling expenses of the Branch Presidents attending Conference shall be shared equitably, in a manner to be determined in each case by the Board.
- (d) The travelling expenses of Branch delegates to Conference shall be the responsibility of the Branch.
- (e) The travelling expenses of Standing Committee Convenors shall be paid from NCWNZ's funds.
- (f) The expenses of any Member appointed by the Board to attend a Conference, Seminar or meeting as a representative of NCWNZ may be paid from NCWNZ's funds.

The Circular

By Law 28

The Circular shall be issued at least ten times each year. Each Branch shall receive two copies at no charge and each NOM shall receive an electronic copy; the subscription for additional copies shall be determined from time to time by Conference. The subscription year shall commence on 1 April.