

**RULES OF  
CANTERBURY WOMEN'S CLUB INC.**

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## **1.0 Constitution**

1.1 The Society was incorporated at Christchurch on the 25<sup>th</sup> day of September 1913.

1.2 These rules were adopted by way of amendments on .

## **2.0 Name**

2.1 The name of the Society is Canterbury Women's Club Inc. ("the Society").

## **3.0 Objects**

3.1 The objects of the Society are those charitable objects and purposes which are recognised by the Courts of New Zealand as being charitable, including to:-

- (a) Improve the lives and health of women by providing a centre for women pursuing scientific, literary or artistic work;
- (b) Advance the education of women and pass on knowledge of Canterbury Women's traditions so the lives of women are enriched and community leadership is encouraged;
- (c) Support research to improve the lives of women;
- (d) Enable women to acquire such knowledge as will improve their quality of life particularly during life's transitions;
- (e) Carry out other activities consistent with the charitable objects of the Society;
- (f) Make regulations or bylaws to advance the attainment of any of the above objects;
- (g) Do any act or thing incidental or conducive to the attainment of any of the above objects.

3.2 Notwithstanding Rule 3.1:

- (a) The Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand; and
- (b) Except as permitted by these rules or by law, no member of the Society shall derive any personal pecuniary gain from membership of the Society.

3.3 The Society is committed in attaining its objectives, to respecting the dual heritage of the partners of Te Tiriti o Waitangi (the Treaty of Waitangi).

## **4.0 Powers**

4.1 In addition to its statutory powers, the Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient;
  - (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
  - (c) May invest in any investment in which a trustee might invest; and
  - (d) Shall have power to borrow or raise money by debentures, bonds, mortgages and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice has been given by circulation to all Members by post, delivery, email or facsimile.
- 4.2 Notwithstanding any other provisions, the Society shall not expend any money:-
- (a) Other than to further purposes recognised by law; nor
  - (b) For the sole personal or individual benefit of any Member.
- 4.3 Any transactions between the Society and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:-
- (a) A fair and reasonable reward for services performed;
  - (b) Reimbursement of expenses properly incurred;
  - (c) Usual professional, business or trade charges; and
  - (d) Interest at no more than current commercial rates.
- 4.4 The Society shall comply with all the obligations under the Charities Act 2005.

## **5.0 Membership**

- 5.1 The classes of membership and the method by which members are admitted to different classes of membership are as follows:-
- (a) **Individual Member**  
An Individual Member is an individual admitted to membership under Rule 6.0 and who has not ceased to be a member under any other Rule.
  - (b) **Supporting Member**  
A Supporting Member is an individual, incorporated or unincorporated body admitted to membership under Rule 6.0 and who or which has not ceased to be a member under any other Rule.

(c) **Corporate Member**

A Corporate Member is an incorporated or unincorporated body admitted to membership under Rule 6.0 and which has not ceased to be a member under any other Rule.

(d) **Life Member**

A Life Member is a person honoured for meritorious services to the Society after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies.

(e) **Honorary Member**

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

5.2 Every Individual, Supporting, Corporate, Life and Honorary Member shall advise the Secretary of any change of address.

5.3 The Secretary shall keep a membership register of Individual, Supporting, Corporate, Life, and Honorary Members recording their names and addresses and the dates each member became a member.

5.4 All members (and Executive members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

5.5 Copies of this constitution shall be provided (at cost) to any Member on request.

## **6.0 Admission of Members**

6.1 Applicants for membership as Individual Members, Supporting Members, or Corporate Members shall complete any application form provided by the Executive and supply such information as may be required by the Executive.

6.2 Membership applications shall be considered by the Executive who may interview representatives of an applicant Individual Member or an applicant Corporate Member.

6.3 The Executive shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.

## **7.0 Subscriptions and Levies**

7.1 The annual subscription (or the amount of any periodic payments if the Annual General Meeting decides that it is payable by instalments) for the following calendar year shall be set by resolution of the Annual General Meeting. The payment/instalment shall be payable within one month of the date of the Annual General Meeting.

7.2 Any member failing to pay the annual subscription (including any periodic payment), within one calendar month of the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription became due or such later date as the Executive may determine then the member's membership shall be deemed to have been terminated and the member shall cease to hold herself, or itself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

## **8.0 Cessation of Membership**

8.1 Any member may resign from that member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Society's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall cease to hold herself, or itself out as a member of the Society, and shall return to the Society all material provided by the Society (including any Membership certificate, handbooks and manuals).

8.2 The Executive 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 or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

8.3 After due enquiry and having given the member the right to be heard, the Executive may by letter invite any member within a specified time to retire for failure to comply with these Rules or any of the other duties of a member. If the member does not so retire, the Executive may recommend to a General Meeting that the member be expelled, and after the member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting.

## **9.0 Re-admission of former members**

9.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.

9.2 However, if a former member's membership was terminated under either of Rules 8.2 or 8.3 the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

## **10.0 Election of Officers and Executive**

10.1 The following Officers shall be elected annually:-

- (a) Patrons (optional), and

- (b) A President, three Vice-Presidents, Secretary, Treasurer and not less than two nor more than six other Executive members, who (together with the Immediate Past President in the year following that person's last year as President) shall be the Society's Executive.
- 10.2 No President shall serve for more than four consecutive years as President.
- 10.3 The election of Officers shall be conducted as follows:-
- (a) Written nominations for nominees under Rule 10.1, accompanied by the written consent of each nominee, shall be received by the Secretary not less than 14 clear days before the date of the Annual General Meeting.
  - (b) Not less than seven clear days before the date of the Annual General Meeting the Secretary shall post, delivery, email or send by facsimile to all Members a voting paper listing all Officer nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of the nomination.
  - (c) If there are insufficient valid nominations received under sub Rule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
  - (d) Votes shall be cast in such manner as the chairperson of the Annual General Meeting shall determine.
  - (e) The Secretary and some other Member (who is not a nominee) designated by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
  - (f) In the event of any vote being tied the tie shall be resolved by the casting vote of the chairperson in accordance with clause 16.7 herein to be exercised in favour of the status quo.
- 10.4 The Secretary and Treasurer or Secretary/Treasurer may be paid such remuneration or honorarium as the Executive may from time to time determine.
- 10.5 If a vacancy in the position of President, Vice Presidents, Secretary, Treasurer or Secretary/Treasurer or other Executive member occurs between Annual General Meetings that vacancy shall be filled by the Executive.
- 10.6 Any officer or other member of the Executive may be removed by a resolution of a General Meeting of which prior notice has been given in the notice of meeting and which is passed by a two thirds majority of those present and voting.

## **11.0 Management by the Executive**

- 11.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

- 11.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 11.3 The Executive shall meet at least monthly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 11.4 All Executive meetings shall be chaired by the President or in the President's absence by a Vice President, or in the absence of all of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 11.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 11.6 The quorum for Executive meetings is to be no less than one half plus one of the Executive Members.
- 11.7 Only Executive members elected under Rule 10.1 or appointed under Rule 10.4 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 11.8 The Executive may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:-
- (a) The quorum of every subcommittee shall consist of such number of persons (whether or not members of the Society), as the Executive thinks fit;
  - (b) No subcommittee shall have power to co-opt additional members;
  - (c) No subcommittee may commit the Society to any financial expenditure without express authority of the Executive; and
  - (d) No subcommittee may delegate any of its powers.
- 11.9 The Executive and any subcommittee may act by resolution approved by not less than two thirds of the members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 11.10 The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society's activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.

- 11.11 The President (and in the absence of the President a Vice President) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Society.
- 11.12 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 11.13 Members:-
- (a) Of the Executive shall receive such honoraria as may be set by resolution of a General Meeting; and
  - (b) Of the Executive and of subcommittees shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Executive.
- 11.14 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive 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.
- 11.15 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 11.16 The Executive may employ any person or company to administer or manage the affairs of the Society.
- 11.17 Indemnity for Executive:-
- (a) No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
  - (b) The Officers, Executive and each of its members shall be indemnified by the Society 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.

## **12.0 Secretary**

- 12.1 The Secretary shall record the minutes of all General meetings and Executive meetings, 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.
- 12.2 The Secretary shall hold the Society's archives, records, documents, and books.
- 12.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.



12.4 The Executive shall have the power in its discretion to suspend or remove the Secretary from office.

### **13.0 Registered Office**

13.1 The Registered Office of the Society shall be 190 Worcester Street, Christchurch or at such place as the Executive from time to time determines.

### **14.0 Finance**

14.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.

14.2 The Executive shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by two members of the Executive or the Secretary and countersigned by a member of the Executive.

14.3 All money received on account of the Society shall be banked within seven days of being received.

14.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.

14.5 The Society's financial year shall commence on 1 October of each year and end on 30 September in the following year.

14.6 The Annual General Meeting each year may appoint an auditor (who is a current practising Chartered Accountant, a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

### **15.0 Execution of Documents**

15.1 The Common Seal of the Society shall be retained by the Secretary.

15.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:-

- (a) By affixing the Common Seal witnessed by the President or a Vice-President and countersigned by some other member of the Executive; or
- (b) Where the document is not require by statute to be executed under common seal, by the President or a Vice-President and some other member of the Executive signing on behalf of the Society.

## 16.0 General Meetings

- 16.1 The Annual General Meeting shall be held no later than 1 December in each year at a time and place fixed by the Executive.
- 16.2 Special General Meetings may be called by the Executive or by written requisition to the Secretary signed by not less than a quarter of the financial Individual, Supporting or Corporate Members.
- 16.3 At least ten clear days before any General Meeting the Secretary shall post, deliver, email or send by facsimile to all Individual, Supporting, or Corporate Members and Life Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 16.4 General meetings may be attended by all members of whatever class of membership, but only financial Individual, and Life Members are entitled to vote.
- 16.5 A financial Individual, Supporting or Corporate Member or Life Member shall be entitled to vote by written proxy in favour of another financial Member present at the meeting, but no other proxy voting shall be permitted.
- 16.6 The quorum for General Meetings is one fifth ( $\frac{1}{5}$ ) of membership or 20 members whichever is the lesser.
- 16.7 All General Meetings shall be chaired by the President or in the President's absence by a Vice-President or in the absence of all of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.
- 16.8 (a) Votes shall be exercised as follows:-
- (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial Member present, by secret ballot, and on any secret ballot each financial Member shall be entitled to one vote.
  - (ii) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
  - (iii) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (v) of this Rule.
  - (iv) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (v) of this Rule.

- (v) In respect of postal ballots held under this Rule:-
- Only financial Members may vote in any postal ballot;
  - The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, 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, delivery, emailing or sending by facsimile);
  - In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting.
  - Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email.
  - The Secretary shall declare the result of the postal ballot.
  - The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (b) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

16.9 The business of the Annual General Meeting shall be:-

- (a) Minutes of the previous General Meeting(s);
- (b) Annual Report of the Executive;
- (c) Statement of Accounts;
- (d) Election of any Patron(s), the Officers, and the Executive;
- (e) Motions of which notice has been given;
- (f) Approval of a budget for the next financial year; and
- (g) General business.

16.10 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary not less than twenty clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

## **17.0 Alteration of Rules**

- 17.1 These rules may be amended or replaced by resolution of any General Meeting passed by a two thirds majority of those Members present and voting, provided that no amendment may be made which would alter:-
- (a) The exclusively charitable nature or tax-exempt status of the Society;
  - (b) The rules precluding Members from obtaining any personal benefit from their membership; or
  - (c) The rules as to winding up.
- 17.2 Any proposed motion to amend or replace these Rules shall be signed by a least one fifth ( $\frac{1}{5}$ ) of membership or twenty (20) Members whichever is the lesser and given in writing to the Secretary at least twenty (20) clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 17.3 At least ten (10) clear days before the General Meeting at which any such proposal is to be considered, the Secretary shall post, deliver, email or send by facsimile written notice to all Individual Members and Corporate Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.

## **18.0 Winding up**

- 18.1 The Society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 18.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of as the High Court directs.

## **19.0 Mediation and Arbitration**

- 19.1 Any dispute arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator. The mediations will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.
- 19.2 The mediation shall be terminated by-
- 19.2.1 The signing of a settlement agreement by the parties; or

- 19.2.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
  - 19.2.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
  - 19.2.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 19.3 If the mediation should be terminated as provided in 19.2.2, 19.2.3 and 19.2.4 any dispute or difference arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.