



## 101 - Rules

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## Rule One: Name

- a. The name of the Organisation is “Rural Women New Zealand Incorporated”.
- b. The Maori language translation of the Organisation’s name is Ngā Wāhine Taiwhenua o Aotearoa.

## Rule Two: Definitions and Interpretations

In these Rules, unless the context requires otherwise:

- a. *Act* means the Incorporated Societies Act 1908 and any amendments or Acts passed in substitution.
- b. *Board* means the governing committee of Rural Women New Zealand constituted under Rule 7 each member of which is a “Board member”.
- c. *Chairperson* means Chairperson of the Board appointed by the Board under Rule 6.1c.
- d. *Code of Conduct* and *Code of Ethics* means any such codes as approved and promulgated by the Board and published on the Organisation’s website from time to time.
- e. *Financial Year* shall mean the 12-month period beginning 1 July in any year and ending on 30 June the following year or such other period that the Board may fix from time to time.
- f. *Member* means a member of the Organisation.
- g. *National Office* means the Organisation’s managerial and administrative centre, which will usually be its Registered Office under the Act.
- h. *Organisation* means Rural Women New Zealand Incorporated.
- i. *Rules* means these Rules as may be amended from time to time.

## Rule Three: Objectives

- a. The Organisation’s objectives are:
  1. to advance the social and economic wellbeing particularly of communities outside the main urban areas of New Zealand;
  2. to support the empowerment of women and children within rural communities;
  3. to undertake charitable activities that benefit New Zealand’s rural communities and individuals; and
  4. to do all such other lawful things as are incidental or conducive to the attainment of these objectives.
- b. The Organisation shall operate within the scope of its objectives. In giving effect to these objectives the Organisation shall encourage policies and practices that reflect New Zealand’s cultural diversity and have due regard to the principles of the Treaty of Waitangi and equity of access to services.

## Rule Four: Membership

### 4.1 Member Applications

Cross-reference: RWNZ 102 Bylaws  
Board Approved 23 November 2015  
Review date:

- a. Any person (including corporations) who is not employed by the Organisation may become a Member if they:
  - 1. complete the relevant application form, supply all requisite details and information and make any declarations and give any undertakings that may be required by the Board from time to time (including, but not limited to, undertakings to support the Organisation's objectives and to comply with these Rules and any Codes of Conduct or Codes of Ethics); and
  - 2. pay a membership fee.
- b. The Board may appoint a Member who has served as President or National Finance Chair of the Organisation a Life Member in recognition of services that they have rendered to the Organisation. Subject to these Rules, Life Members shall have the same rights of voting and holding office as ordinary Members.

#### 4.2 *Membership Fees*

- a. All Members shall pay the annual membership fee that is recommended for their category of membership from time to time by the Board and ratified at the Organisation's next Annual General Meeting.

#### 4.3 *Ceasing Membership*

- a. The membership of a person ceases on resignation, expulsion, or death or, in the case of a corporate Member, the liquidation of the Member.
- b. A Member is taken to have resigned if:
  - 1. the Member's written resignation is received by the Organisation; or
  - 2. the Member's annual membership fee is more than 6 months in arrears.

#### 4.4 *Expulsion*

- a. Membership to the Organisation may be terminated by the Board should the Member's actions be in serious conflict with these Rules or the Organisation's objectives.
- b. Before resolving to expel a Member the Board shall enquire into the circumstances of the matter and give the Member reasonable opportunity to offer an explanation (either personally or in writing).
- c. If after considering the Member's explanation the Board resolves to expel that Member they shall cease to be a Member of the Organisation immediately but shall not be released from any antecedent liability to the Organisation.
- d. The Board's resolution must be made within 30 days of the Member's offending action being brought to the Board's attention.

#### 4.5 *Register of Members*

- a. The Organisation shall keep a register of Members, containing full name, contact details, and other information the Board may require from time to time.
- b. The register of Members' names shall be for the sole purpose of furthering the Organisation's objectives.

### Rule Five: General Meetings and Voting

#### 5.1. *Meetings*

- a. A meeting is either an Annual General Meeting or a Special General Meeting of the Organisation.

#### 5.2 *Notice of Meeting*

- a. Except as provided in Rule 12a, all Members shall be given at least 21 days' written notice of any meeting.
- b. Notice of a meeting may be given to a Member by:
  1. post to the address of the Member in the Organisation's register of Members; or
  2. sending it to the electronic mail address nominated by the Member.
- c. The notice of meeting must:
  1. set out the place, date and time for the meeting (and, if the meeting is to be held across multiple venues, the technology that will be used to facilitate this);
  2. state the business of the meeting;
  3. include an explanatory memorandum, setting out the general effect of any motions to be put to the meeting; and
  4. state that the Member has the right to cast a postal vote in respect of any motion to be put to the meeting if they are unable to attend the meeting in person or do not have access to electronic means to attend.

#### 5.3 *Annual General Meeting*

- a. The Board shall convene and hold an Annual General Meeting within 6 months of the end of each Financial Year.
- b. The Board shall determine when and where the Annual General Meeting will be held.
- c. At each Annual General Meeting the Board shall present for adoption by the Members reports covering:
  1. the previous year's work and other matters pertaining to the welfare of the Organisation;
  2. the Organisation's year-end financial statements;
  3. the appointment of an auditor; and
  4. any bylaws made in the previous Financial Year, which require the Members' ratification.

#### 5.4 *Special General Meeting*

Cross-reference: RWNZ 102 Bylaws  
Board Approved 23 November 2015  
Review date:

- a. The Board may call Special General Meetings.
- b. The Board must call a Special General Meeting if it receives a written request signed by at least 10% of the Members.
- c. A request from Members for a Special General Meeting must:
  - 1. be in writing;
  - 2. state the business to be considered at the meeting and any motions to be put to the meeting;
  - 3. state that the business of the meeting will be restricted to those items;
  - 4. include the names and signatures of the Members requesting the meeting; and
  - 5. be given to the Board.
- d. If the Board does not call a Special General Meeting within 1 month after the date on which the request was received by the Board the Members requesting the meeting (or any one of them) may convene the Special General Meeting by a notice that complies with Rule 5.2.
- e. A Special General Meeting convened by Members:
  - 1. must be held within 3 months of the date on which the original request was sent to the Board; and
  - 2. may only consider the business stated in that request.

#### 5.5 *Quorum*

- a. No business shall be transacted at any general meeting unless a quorum of Members is present (in person or by use of appropriate technology or who have filed a valid postal vote on any of the motions to be put to the meeting) at the time when the meeting proceeds to business.
- b. A quorum shall be constituted by at least 5% of the number of Members recorded on the Organisations register of Members at the time when the meeting proceeds to business. In the case of any dispute as to whether the requisite numbers of Members are present, the decision of the Chairperson of the meeting will be final.

#### 5.6 *Chairperson at Meetings*

- a. The National President will be entitled to take the chair at every general meeting of the Organisation.
- b. If at any general meeting the National President is not present within 15 minutes after the appointed meeting time, the Members present will appoint one from their number to chair the meeting.

#### 5.7 *Equality of Votes*

- a. In the case of an equality of votes on any motion put to the Members (either by a show of hands or a poll at a general meeting or in a postal ballot, then no one shall be entitled to have a second or casting vote. The motion put to the vote shall be deemed lost and the status quo will remain.

#### 5.8 *Adjourning Meetings*

Cross-reference: RWNZ 102 Bylaws  
Board Approved 23 November 2015  
Review date:

- a. A meeting's chairperson may, with the consent of any meeting at which a quorum is present (and must, if so directed by the meeting) adjourn the meeting.
- b. Only business left unfinished at the meeting from which the adjournment took place may be transacted at the reconvened meeting.
- c. If a meeting is adjourned for 21 days or more, notice of the reconvened meeting must be given as in the case of the original meeting.

#### 5.9 *Minutes*

- a. Minutes shall be taken at all general meetings.
- b. All minutes of meetings shall be kept at the Organisation's registered office or by electronic means, as determined from time to time by the Board.

#### 5.10 *Resolutions Decided by Show of Hands Unless a Poll is Requested*

- a. At any general meeting, a motion put to the vote of the meeting shall be decided on a show of hands unless a Member requests a poll. A request for a poll must be made before or immediately after the chairperson declares the result.
- b. If a motion is to be voted on by a show of hands, each member present shall have one vote.
- c. Unless a poll is requested in accordance with these Rules, a declaration shall be made by the chairperson that the motion has, on a show of hands been carried unanimously or by a majority or been lost.
- d. An entry to the effect of the chairperson's declaration made in the minutes of that meeting is conclusive evidence of the outcome of the vote provided that the Chairperson's declaration reflects the show of hands.

#### 5.11 *When and how a poll is taken*

- a. If a poll is requested it must be taken either:
  - 1. at once;
  - 2. after an interval or adjournment not exceeding one hour; or
  - 3. otherwise as the chairperson directs.
- b. The chairperson shall appoint a returning officer for each poll.
- c. The returning officer for each poll shall be responsible for:
  - 1. conducting the poll;
  - 2. supervising the conduct of all elements of the poll that it is impractical for the returning officer to conduct themselves;
  - 3. determining whether each vote has been properly cast; and
  - 4. making a written declaration of the result of the poll to the chairperson, who shall then announce the result to the meeting.
- d. The result of the poll is the resolution of the meeting in respect of which the poll was demanded.

- e. A request for a poll may be withdrawn.

#### 5.12 *Postal ballots*

- a. Except for a resolution to liquidate the Organisation under Rule 12a, the Board may determine that any motion able to be passed at a general meeting shall instead be decided by a postal ballot conducted in accordance with these Rules.
- b. The Board appoint a returning officer for each postal ballot.
- c. The returning officer for each postal ballot shall be responsible for:
  - 1. conducting the ballot;
  - 2. supervising the conduct of any elements of the ballot that the returning officer cannot practically conduct themselves;
  - 3. determining whether each postal vote has been properly cast; and
  - 4. making a written declaration of the result of the ballot to the Board.
- d. The voting paper for, and other papers relating to, any ballot shall be in the form determined by the Board, and in each case must:
  - 1. specify the motions to be put for the consideration of Members;
  - 2. include an explanatory memorandum setting out the general effect of the motion (which may be omitted if it would otherwise be identical to the memorandum that was issued with a notice of meeting);
  - 3. state the address (postal or email) to where completed ballot papers are to be returned; and
  - 4. state the time and date on which the ballot will close.
- e. The Board shall ensure that the results are published within 48 hours of receiving the returning officer's declaration of the result.

## Rule Six: Board

### 6.1 *Composition of the Board*

- a. The Board shall be the Organisation's governing body. The Board shall be responsible to the Members and shall report annually at the Organisation's Annual General Meeting.
- b. The Board will consist of:
  - 1. National President;
  - 2. National Finance Chair;
  - 3. two Members representing the South Island; and
  - 4. two Members representing the North Islandall of whom shall be appointed under Rule 7; and
  - 5. one Board member who is not elected by the Members but who shall be appointed by the Board from time to time.
- c. The National President shall chair the Board unless the National President declines to do so, in which case the Board shall appoint a chairperson from its number.

- d. The term of office for each of the National President and the National Finance Chair shall end at the second successive Annual General Meeting after they are appointed but they shall be eligible for re-election for one further term.
- e. The term of office for members of the Board shall end at the second successive Annual General Meeting after they are appointed but they shall be eligible for re-election for up to two further terms.

#### *6.2 Vacation of Office*

- a. A Board member may resign from the Board by written notice to the chairperson.
- b. A person ceases to be a Board member if they cease to be a Member of the Organisation.
- c. A Board member may be removed from office by the National President (after consulting with two other Board members including the chairperson) by reason of:
  - 1. inability to perform the requirements of the position;
  - 2. neglect of duty;
  - 3. failing to participate in three consecutive Board meetings without a leave of absence from the chairperson; or
  - 4. misconduct.

#### *6.3 Casual vacancies*

- a. Should a position on the Board become vacant through death, resignation or for any other reason the Board may:
  - 1. appoint a temporary replacement to act in that office until the next Annual General Meeting; or
  - 2. direct that a by-election be held to elect a replacement Board member.

#### *6.4 Delegation*

- a. The Board may delegate to a member of the Board or to a committee any of its powers and functions other than:
  - 1. this power of delegation; and
  - 2. any duty imposed on the Board by the Act or any other law.
- b. The delegation must be in writing and may be subject to such conditions and limitations as the Board considers appropriate.
- c. The Board may, in writing, revoke a delegation wholly or in part.



### 6.5 *Duties of the Board*

- a. As soon as practicable after being elected or appointed to the Board, each member must become familiar with these Rules and the Act.
- b. The Board shall exercise all the powers and perform all the duties for which the Organisation is established and shall have authority at all times to do such things that may be conducive to achieving the Organisation's objects.
- c. The Board shall from time to time adopt a governance handbook in which the duties of the Board members shall be stated. Such duties shall include:
  1. determining the Organisation's strategic direction;
  2. regularly reviewing policy;
  3. setting and monitoring the Organisation's budget;
  4. meeting the Organisation's legal obligations;
  5. establishing risk management protocols; and
  6. being responsible for the health and wellbeing of the Organisation.
- d. Board members must exercise their powers and discharge their duties:
  1. in good faith in the best interests of the Organisation; and
  2. for a proper purpose;
  3. with the same care and diligence within the statutory responsibilities of Directors;
  4. to avoid and declare any potential, actual or perceived conflicts of interest.
- e. Board members and former Board members must not make use (either intentionally or unintentionally) of:
  1. their position; or
  2. information acquired by virtue of holding their positionin any way that might result in an advantage for themselves or any other person or detriment to the Organisation.
- f. The business of the Organisation must be managed by or under the direction of the Board.

### 6.6 *Responsibilities of the Board*

- a. The Board is collectively responsible for ensuring that the Organisation complies with the Act and any requirements that are relevant to the Organisation's charitable status and that all Members of the Organisation, including Board members, comply with these Rules.
- b. The Board may, by resolution, make, alter or rescind bylaws, regulations and policies to regulate the Organisation's activities provided that such bylaws and regulations are not inconsistent with the Act, these Rules or the Organisation's objectives.
- c. The creation, alteration or rescission of bylaws, regulations and policies by the Board shall be effective immediately but bylaws and regulations that are not ratified by a majority of the Members in a vote at the next Annual General Meeting shall be deemed to have been rescinded.
- d. For the avoidance of doubt, the Board shall have no power to amend these Rules.

- e. Among other things, the Board may:
  - 1. appoint and direct a Chief Executive Officer who is responsible for Organisation's operational management;
  - 2. establish committees from time to time with such terms of reference as it considers appropriate. The National President shall sit ex officio on all committees; and
  - 3. establish and regulate its own procedures (except as otherwise provided in these Rules) including responsibility for directions to the Chief Executive Officer.

#### 6.7 *Quorum*

- a. No business shall be transacted at any Board meeting unless a quorum is present at the time when the meeting proceeds to business.
- b. Five Board members all present (either personally or remotely by electronic means) shall constitute a quorum of the Board.

#### 6.8 *Use of Technology*

- a. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that member and the Board members present at the meeting to communicate with each other clearly and simultaneously.
- b. A Board member participating in a Board meeting electronically is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 6.9 *Minutes of meetings*

- a. The Board must ensure that minutes are taken and kept of each Board meeting.
- b. The Minutes must record:
  - 1. the names of the members in attendance at the meeting;
  - 2. the business considered at the meeting;
  - 3. any motions on which a vote is taken and the result of the vote; and
  - 4. any material personal interests disclosed by members.

#### 6.10 *Conflict of Interest*

- a. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- b. If it is determined by the Board that the member has a material or perceived conflict, the member:
  - 1. must not be present while the matter is being considered at the meeting; and
  - 2. must not vote on the matter.
- c. If there are insufficient Board members to form a quorum after all Board members who have a material personal interest have been disqualified from voting on a matter, the chairperson may, on behalf of the Board, call a Special General Meeting of the Organisation to deal with the matter.

- d. If a Special General Meeting is not called, the matter shall be removed from the Board's agenda for that Board meeting.
- e. This rule does not apply to a material personal interest that:
  - 1. exists only because the Board member belongs to a class of persons for whose benefit the Organisation operates; or
  - 2. the Board member has in common with all, or a substantial portion of, the Members of the Organisation.

## Rule Seven: Election of Officers

### 7.1 *All Members will be entitled to vote*

- a. Before each Annual General Meeting the Board shall appoint a Returning Officer to conduct a postal ballot of Members to elect a Member to each position on the Board that will be vacant at the Annual General Meeting.
- b. Rule 7.1a shall not apply to the Board member who is appointed by the Board under rule 6.1b.5.
- c. Each Member shall be entitled to vote for two Members to fill the Board positions in each of Rules 6.1b.3 and 6.1b.4 and the two Members receiving the greatest number of votes in each of those polls shall be declared the winners.

## Rule Eight: Common Seal

- a. The Organisation's Chief Executive Officer (if one has been appointed by the Board and, if not, then the Chairperson of the Board) shall have custody of the Organisation's common seal, which shall only be used with the authority of the Board and in the presence of either two members of the Board or one member of the Board and the Chief Executive Officer.

## Rule Nine: The Control and Investment of Rural Women New Zealand Funds

- a. The Organisation shall keep accounts that present a true and fair view of the Organisation's financial position.
- b. The Board is responsible for keeping complete and correct accounting records of the Organisation's financial transactions to allow its financial position to be readily ascertained.
- c. Annual financial statements shall be prepared for presentation at each Annual General Meeting in accordance with Generally Accepted Accounting Practice in New Zealand.
- d. The income and property of the Organisation shall be applied solely towards the promotion of its objectives and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to any Member or anyone who has previously been a Member.

- e. Nothing shall prevent:
  - 1. The payment in good faith of remuneration or payment for services or goods provided by any Member or employee of a Member for any service actually rendered to the Organisation, provided that any contract for the engagement of that Member with the Organisation has been fully disclosed to the Board. If the service is to be rendered by a Board member, that person shall not be present at any deliberations, or vote on any matter in which they hold a financial interest.
  - 2. The reimbursement from the funds of the Organisation, as may be decided by the Board, of expenses which are incurred by Board members in carrying out duties for the Organisation, which by reason of the offices held by them under these Rules, they are required to perform, or duties for which they are specifically appointed by the Board.
- f. The Board may apply the Organisation's fund as it considers necessary, expedient or proper in payment of the costs and expenses in furthering or carrying out the Organisation's objectives including the employment of solicitors, accountants, auditors, officers, agents, consultants and employees or external professional service providers.
- g. The Board shall set its own policy for the investment of those of the Organisation's funds that are not immediately required to further the Organisation's objectives.

### Rule Ten: Power to Borrow Money

- a. The Board may borrow or raise money from time to time, by the issue of debentures, bonds, mortgages or any other security based on all or any of the property and/or rights of the Organisation and either with or without security. The borrowing may be upon such terms as to priority and otherwise as the Board thinks fit.

### Rule Eleven: Resolution of Disputes

- a. The Board will establish a resolution process, which will be set down in the governance handbook that is adopted by the Board from time to time and followed by any subcommittee appointed by the Board to deal with disputes to ensure that they are relevant to the Organisation's objectives.

### Rule Twelve: Winding up

- a. The Organisation shall not be liquidated except by a resolution of Members passed at a meeting and if that is confirmed at a subsequent meeting called for purposes of section 24 of the Act and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- b. If on the liquidation of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to such other organisations, having objectives similar to the Organisation's charitable objectives, as may be decided by the Members at or before the time of dissolution.

### Rule Thirteen: Alteration of the Rules

- a. Subject to rule 13b these Rules may be altered by a resolution of which not less than 66% of those Members voting on the motion vote in favour to amend these Rules.

- b. Any alteration to these rules that may confer any benefit on a Member or adversely affect the Organisation's charitable status for tax purposes is void unless approved by the Commissioner of Inland Revenue. For the avoidance of doubt, a resolution to alter these rules may be passed with the condition that the Commissioner's approval be sought before the alteration become effective.