102 Bylaws

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Cross reference: 101 Rules

Board approved date 13 June 2022 Review date May 2023

# Background to bylaws

Bylaws are the policies that govern the internal [management](http://nonprofit.about.com/od/general/fr/Nonprofit-Management-101-A-Review.htm) of an organisation and are usually reserved for detailed matters. They must be consistent with the Organisation’s Rules and the laws governing incorporated societies. Rural Women New Zealand’s bylaws and amendments to them are effective immediately but must be ratified by the Organisation’s members at the next Annual General Meeting if they are to continue to have effect.

The Organisation’s bylaws are published on the public section of its website but a hard copy will be made available to any Member on request to the National Office. The bylaws are not required to be filed with the Registrar of Incorporated Societies.

# Bylaw One: Name

* 1. *Trademarks*
1. The Organisation holds a number of trademarks to legally protect its intellectual property. A list of the trademarks is held in the National Office and is also available for viewing on the Intellectual Property Office Trademark Register.
2. The Organisation’s brands and logos may be used only for Rural Women New Zealand purposes and only with the express authority of the Chief Executive Officer. The Chief Executive Officer will not authorise the use of any of the brands or logos if the proposed use does not comply with:
	1. Specifications for the Use of Rural Women New Zealand Logos; and
	2. Rural Women New Zealand’s Brand Guidelines.
	3. *Process for requesting permission to use a brand or logo*
3. An application requesting permission must be sent to the Chief Executive Officer either in the form of a letter or an email setting out the purpose and details of the proposed use of the brand and/or logo. If permission is granted, the brand and/or logo must be used only for the purpose requested in the application. Permission to use a brand and/or logo is not transferable unless a specific request is made in the application.
4. The Organisation reserves the right to protect its brand and thus its reputation by withdrawing any permission given to use one of its registered brands if it is found to have been used in any way that might harm the Organisation’s reputation.
5. Where permission has not been given or a brand or logo is misused according to these bylaws and the Specifications and Guidelines referred to in Bylaws 1.1c.1 and 1.1c.2 the Chief Executive Officer shall issue a letter of warning to the parties involved, and shall notify the President. These actions may be followed by the Organisation taking both legal and disciplinary action under the Rules

# Bylaw Two: Definitions and Interpretations

No bylaws.

Cross reference: 101 Rules

Board approved date 13 June 2022 Review date May 2023

# Bylaw Three: Objectives

1. The Board shall devise and maintain a Strategic Intent for the Organisation, which shall guide policy action on the following goals within its lawful boundaries:
	1. reasonable and fair access to all services, and
	2. a reduction in inequalities for women and rural families.
2. To achieve these goals the Organisation, in consultation with Members, will lead with evidence-based advocacy, form collaborative partnerships with other stakeholders, and share information and services to influence local and central government legislation and policies that impact on rural communities.
3. Members are encouraged by the Board and will be supported by the National Office in building stakeholder partnerships at area levels. Any stakeholder partner should share the Organisation’s values and goals.
4. Advocacy, programmes and policies shall:
	1. promote women in leadership;
	2. reflect and give due regard to the principles of the Treaty of Waitangi;
	3. reflect the cultural diversity of rural New Zealand; and
	4. reflect that all people are equal under the law.
5. The Board maintain a Rural Women New Zealand Impact Assessment Tool incorporating social, health, education and land use elements, which will be used in all policy analyses to ensure that national policies and legislation are consistent with the Organisation’s objectives.
6. The Organisation will produce a Manifesto every three years to coincide with national elections. The Manifesto shall set out the problems and issues that are contributing to disparities for rural communities and shall recommend actions to address such disparities. The Manifesto is a tool that Members can use for talking to stakeholders and the public.
7. Members are not precluded from taking local action on issues that affect their local area but must do so in accordance with the Strategic Intent. The National Office must also be advised so that the Board can investigate the issue in question and determine whether it is already manifest, or is emerging in other areas and decide, in accordance with the Strategic Intent, whether to take action at a national level.
8. Members taking action on rural issues should also familiarise themselves with the Organisation’s policies on:
	1. Communications with Ministers of the Crown, State Sector organisations and local bodies;
	2. Specifications for use of Rural Women New Zealand Logos;
	3. Rural Women New Zealand’s Brand Guidelines; and
	4. sample Annual Plans.

# Bylaw Four: Membership

* + 1. *Member applications*

Cross reference: 101 Rules

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1. As an inclusive Organisation, membership to Rural Women New Zealand is open to all people and corporations who agree to uphold, support and promote the Organisation’s objectives.
2. Applications for membership may be made in the following ways:
	1. an electronic membership form may be completed. This will be available on the Rural New Zealand women website or upon request from the National Office.
	2. a hard copy membership form may be completed and sent to the National Office.
	3. payment of membership fees will be by the accepted payment methods outlined on the membership form.
3. A Rural Women New Zealand representative for the area will contact the new Member within 10 working days of receiving the new Member’s details. This will be the first opportunity to encourage the Member to engage in Rural Women-led activities, in particular around the Member’s skills, experiences and interests.
4. Membership is confirmed on payment of the current annual membership fee to National Office and a Member remains a Member of the Organisation as long an annual membership fee is paid or the Member otherwise ceases to be a Member under the Rules.
5. Every Member is an individual member of Rural Women New Zealand. Members may participate in Rural Women New Zealand activities as an individual or within a Group or both.
	* 1. *Honours*
6. The Board may confer the title ‘Member of Honour’ on any Member who has given outstanding service to the Organisation.
7. A Rural Women New Zealand branch or provincial may award a Bar of Honour to a Member who has given loyal service to the Organisation within the branch or provincial.
8. The Board may confer a Rural Women New Zealand Service Award on any Member who has given loyal service to the Organisation.
	* 1. *Paying the annual membership fee*
9. The membership year shall be the twelve months following the date of joining the Organisation.
10. The National Office will issue a membership subscription fee renewal notice to each Member on their anniversary date.
11. Each Member is responsible for paying the invoice that is sent in their name.
12. The Board will review the membership fee annually and submit its resolution to the Members for ratification at the following Annual General Meeting. Any changes to the membership fee that are ratified will not apply until the commencement of the following Financial Year.
	* 1. *Membership fee exceptions*

Cross reference: 101 Rules

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a. No membership fee shall be payable by National Life Members or Members who were recognised as life members of a Rural Women New Zealand branch or provincial before 1989.

* + 1. *Ceasing membership*
1. When a Member dies and the National Office receives notification of the death, the Member’s membership shall be cancelled immediately and the national membership database noted accordingly.
2. If the deceased Member was a National Life Member or recognised as a National Member of Honour the National Office shall notify the President who shall, in turn, notify all other Life Members and Members of Honour.
3. When a Member’s resignation or notice of a Member’s expulsion from the Organisation is received at the National Office, the cessation of Membership and the reason for it shall be recorded in the register of Members. For statistical purposes, this record should be obtained whenever possible.
	* 1. *Expulsion*
4. On receiving a complaint that a Member has brought the Organisation into disrepute by an act or acts that amount to a serious contravention of the Organisation’s Rules (including these Bylaws) and/or objectives, the Board may direct that:
	1. the Member be suspended from the right to hold office within the Organisation [note that this will not extend to Branches or Provincials] for up to two years;
	2. the Member’s membership of the Organisation be suspended for up to two years; or
	3. the Member’s membership of the Organisation be terminated immediately.
5. If the Member’s actions have directly caused financial loss to the Organisation the Board may also use its powers to seek financial redress and seek all other remedies that are available to the Organisation at law.
6. A formal complaint must be in writing and signed and sent either by post or by email (with electronic signature(s)). The complaint shall include evidence that such an incident(s) occurred and be accompanied by witness statements and contact details for the witness or witnesses.
7. Within five working days of a complaint being received the Member who is the subject of the complaint will be notified in writing or by email by the President informing them:
	1. that a complaint has been received;
	2. the nature of that complaint;
	3. that they have the right to be heard;
	4. the process that the Board will adopt for hearing and deciding the complaint; and
	5. the disciplinary action that is available to the Board if the complaint is upheld.
8. The President shall then notify the Board that a complaint has been received and the Board shall appoint a Disciplinary Committee comprising one Board member, a National Life Member and the President (who sits ex officio under Rule 6.6e.2) to investigate the complaint and make recommendations to the Board.

Cross reference: 101 Rules

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1. The Disciplinary Committee shall decide whether or not to seek clarification or hear further evidence from the witnesses and will not be required to do so if they believe that they have sufficient evidence before them to give the Member concerned a fair hearing.
2. The Member may exercise their right to a face-to-face meeting with the Disciplinary Committee. The Member must be advised by the Disciplinary Committee Chair that they will be responsible for their own personal expenses to attend the meeting.
3. Expenses incurred by the Disciplinary Committee will be fully reimbursed by the Organisation.
4. After all the evidence has been heard the Disciplinary Committee shall make recommendations to the Board.
5. Within 30 days of the complaint being received by the National Office the Board shall meet to consider the Disciplinary Committee’s recommendations and resolve on the disciplinary steps that it will direct.
6. As soon as is practically possible The President will advise the Member by phone call of the Board’s decision. This will be followed by a written report within 48 hours of the Board’s meeting closing. Complainant(s) will be advised in writing by post or email within five working days of the decision.
7. All disciplinary decisions of the Board shall be final.
	* 1. *Register of Members*
8. The Organisation shall maintain a register of Members in a secure electronic database at its registered office. The register shall be automatically backed-up daily and the back-up copies stored off-site.
9. Information on the register will include for each Member:
	1. their name;
	2. their membership number;
	3. the date they joined the Organisation;
	4. their contact details (postal and email addresses and telephone numbers);
10. And such other information that maybe asked for from time to time:
	1. the date that they last paid a membership fee;
	2. their age (optional); and
	3. their occupation and interests.
11. The National Office shall provide each Member with a copy of the details held for them with each annual membership fee invoice.
12. Each Member is responsible to ensure that their information on the register is correct and shall advise the National Office of any changes to their details from time to time.
13. From time to time the Board may request additional information for statistical or other Rural Women New Zealand purposes. Provision of additional information shall be optional.

Cross reference: 101 Rules

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1. The register is the property of the Organisation and will not be shared or used for any other purpose. It will not be used for commercial gain.
2. The Organisation will retain all personal information of Members in accordance with the information privacy principles set out in Part 2 of the Privacy Act 1993.
	* 1. *Member/Branch Groups*
3. Members may participate in activities that promote the Organisation’s objectives in collaboration with other Members Branch/Group.
4. A Branch/Group may make an additional charge to a Member to offset costs of Group-led activities. This additional charge will be managed by the Group in accordance with the Organisation’s finance management policies for Branch/Groups.
5. Any person who is not a Member and who wishes to start a Rural Women New Zealand Group should first become a Member and contact the National Office for copies of relevant policy and guidelines and support. National Office will also connect this person with other Rural Women New Zealand members in their community.
6. A Branch/Group does not constitute a Member of itself and therefore pays no membership fee and has no voting rights.
7. The Board may direct that a Branch/Group be disbanded and Members of that Group may be subjected to disciplinary action if a Branch/Group’s activities or conduct are offensive to the Organisation’s objectives or reputation.
8. If the members of a Branch/Group decide to dissolve, then a copy of their first resolution to do so must be sent to the National Office.
9. The National Office will send an information pack on winding up a Branch/Group to the Group’s secretary.
10. The Branch/Group shall ensure that any funds of the Branch/Group remaining (after all expenses have been paid) are distributed to the Organisation for the advancement of its objectives. Without creating any trust or binding obligation on the Organisation, the Branch/Group may nominate a cause or a purpose to which it would like to see the Organisation apply the funds.
11. The Chief Executive Officer may request that certain historical documents (if they are of national significance) be delivered to the National Office. Otherwise the Branch/Group may offer them to a local historian or museum for safekeeping.
	* 1. *Membership Areas*
12. The Board shall divide the membership of the Organisation into seven geographic Regions and each Member shall be allocated to the Region in which they reside. The initial Regions shall correspond to the Organisation’s seven existing Regions.

Cross reference: 101 Rules

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1. From time to time the Board may alter the Region boundaries and communicate to members.
	* 1. *Regional Committees*
2. The Members in each Area shall, with assistance from the National Office, if needed elect a committee of six Members (an Regional Committee), which shall operate in accordance with the terms of reference set by the Board for Regional Committees from time to time.
3. The Regional Committee may choose to appoint up to two additional Members to their Region Committee to ensure that any expertise gaps are met.
4. Each Regional Committee shall elect a chairperson from time to time.
5. Regional Committees are not committees established by the Board under Rule 6.6e and the Board may not delegate any of its powers, duties or responsibilities to a Regional Committee.
6. Regional Committees may work collaboratively with other Regional Committees to achieve common goals.
7. The roles and responsibilities of Regional Committees will include:
	1. encouraging Members to participate actively in the Organisation;
	2. the management of Regional,including charitable, disbursements within a budget

allocated to the Region by the Board;

* 1. working in consultation with its Regional Leader to develop a workplan to achieve the Organisation’s objectives within the Region.
		1. *Regional Leaders*
1. Regional Leaders should have an interest in developing their leadership skills and have participated in recognised leadership training courses.
	* 1. *National Leadership Team*
2. All Regional Leaders shall make up the National Leadership Team.
3. The purpose of the National Leadership Team is to assist the Board in attaining the Organisation’s objectives and to provide a vehicle for future Board members to develop their leadership skills.
4. The Board may approve, appoint up to three additional Regional Leaders at any one time to ensure that any expertise gaps are met.
5. A Member who accepts appointment as a Regional Leader must commit to the Terms of

Cross reference: 101 Rules

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Reference for the role.

# Bylaw Five: National General Meetings and Voting

*5.1. Annual General Meetings*

1. At its first meeting after each Annual General Meeting the Board will set the date for the next Annual General Meeting.
2. Notice will be sent from National Office either by post or by email to all members on a standard template Notice of Annual General Meeting providing the information that is required by the Rules.
	1. *Special General Meetings*
3. A request from Members to the Board to hold a Special General Meeting must be sent to the National Office. All signatures must be legible with each Member’s name clearly printed and their membership number next to their printed name. At least two signatories to the request must be confirmed as contacts or spokespeople for the rest of the signatories.
4. Immediately on receiving a request for a Special General Meeting, the Chief Executive Officer shall email copies to the Board members. The Chief Executive Officer will also email the contacts or spokespeople acting on behalf of the signatories confirming that the President and the Board have received their request.
5. On receiving a request from Members to hold a Special General Meeting, the President will

call a Board meeting under urgency either by teleconference or in person to discuss and agree on the matters to be addressed at the meeting, the content of any resolutions to be put to the meeting, where the meeting will be held, the date, and time of the meeting.

1. If the Board does not call a Special General Meeting within one month of receiving the Members’ request, the contact persons or spokespeople appointed by the Members requesting the meeting will notify the National Office in writing (either by post or by email with scanned signatures), who in turn will advise the President that the Members will convene the Meeting.
2. The Members convening a meeting will set out the location, date and time of the Special General Meeting and the content of any resolutions to be put to the meeting in a Notice of Special General Meeting which will be signed by the spokespeople for the Members and sent to the Chief Executive Office who, in turn, will advise the President and the Board.
3. The business for which a Special General Meeting is called is the only business that may be considered at that meeting. Members attending a Special General Meeting must ensure that all information that is tabled at the meeting material is accurate and complete.
4. The Members convening a Special General Meeting may request the National Office to attend the meeting to provide secretarial services (including the taking of minutes of the meeting). If the Members convening the meeting decline to have the Chief Executive Officer present at the meeting they shall cause minutes to be taken and certified as correct by the chairperson of the meeting and two other Members present. A copy of the certified minutes shall be delivered to the National Office within 5 days of the meeting.

Cross reference: 101 Rules

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* 1. *Conduct of meetings*
1. The chair of each meeting shall conduct the meeting generally in accordance with the protocols for meetings set out in the Governance Handbook except where the chair considers that a departure from those protocols is appropriate.
2. The protocols in the Governance Handbook shall include rules for remits proposed by Members, engagement between members present, members who are participating by technology and the handling of any disputes over quorum numbers in relation to Members.

# Bylaw Six: Board

*6.1 Emergency leave*

a. If at any time the President, acting reasonably, is satisfied that a local or national state of emergency or other similar circumstance exists and that it would be unreasonable to expect a Board member to put the Organisation ahead of their own immediate needs or those of their family or local community, then the President shall grant such Board members a temporary leave of absence.

# Bylaw Seven: Election of Officers

* 1. *Calls for nominations*
1. At least five months prior to the next Annual General Meeting the Board (acting through the Chief Executive Officer) will notify all Members of the Board positions that will become vacant at that meeting and will call for nominations to those positions.
2. The Board shall also provide a nomination form, an outline of the nominations process and the closing date for nominations.
3. For each vacancy the Board shall provide Members with:
	1. any particular skills and qualities that would be beneficial to the Board; and
	2. Terms of Reference for Board member, President, and National Finance Chair positions.
4. All nominations must be on the prescribed nomination form and must be signed by the proposer, a seconder and the nominee (candidate) and delivered to the National Office (either by post or by emailing a scanned electronic copy) before the closing date.
5. Notice that a nomination is withdrawn must be signed by the proposer, the seconder and the nominee and delivered to the National Office.
	1. *Postal ballot*
6. If more than one nomination is received for a position then the Returning Officer appointed by the Board under Rule 7.1a shall conduct an election by postal ballot.
7. The National Office shall be responsible for designing the voting paper and ensuring the correctness of all information that accompanies the voting papers that are issued to Members.
8. Voting papers will not be issued to any Member whose membership fee is in arrears.

Cross reference: 101 Rules

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1. A valid voting paper may be either:
	1. mailed in an envelope marked “Voting Papers” and addressed to The Returning Officer, Rural Women New Zealand, PO Box 12021, Thorndon, Wellington, 6144; or
	2. scanned and emailed to elections@ruralwomen.org.nz. All relevant details must be

clear to ensure the vote’s validity. In the spirit of confidentiality, receipt of votes cast electronically will not be acknowledged.

1. The Returning Officer may declare void any voting paper that:
	1. has been defaced;
	2. does not comply with the voting instructions set out in the voting pack; or
	3. has been completed and cast by someone who is not eligible to vote.
2. The Returning Officer shall retain all voting papers for a period of six months before destroying them.
3. The Returning Officer shall disclose the result only to the candidates in a ballot the number of votes cast for each candidate.
4. Each candidate shall receive that information in confidence and treat it accordingly until AGM, prior to results being announced.
5. The National Office shall announce the results of each ballot on the final day of the Annual General Meeting. Recount within 48 hours.
	1. *A Leadership Advisory committee may be appointed*

# Bylaw Eight: Common Seal

No bylaws.

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

a. All funds that are raised and/or managed by a Branch/Group (incorporated or unincorporated) using any of the Organisation’s trademarks shall be accounted for in financial statements comprising a statement of income and expenditure and a statement of financial position and which shall be submitted to the National Office no later than two months after the end each Financial Year.

# Bylaw Ten: Power to Borrow Money

No bylaws.

# Bylaw Eleven: Resolution of Disputes

No bylaws.

# Bylaw Twelve: Winding up

Cross reference: 101 Rules

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No bylaws.

# Bylaw Thirteen: Alteration of the Rules

No bylaws.

Cross reference: 101 Rules

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