

NEW ZEALAND SOCIETY

RULES

**Adopted by the Society as a result of decisions of the Directors of the Society
pursuant to Article 14 of the Articles of Association of the Society**

This edition incorporates all changes to 1st May 2007

RULES OF THE NEW ZEALAND SOCIETY

NAME

- 1 The name of the Society shall be the **NEW ZEALAND SOCIETY**, hereinafter referred to as “The Society”. **The Society is incorporated in England and Wales as a company limited by guarantee and not having a share capital with Registered Number 5654421.** These rules have been adopted by the Society by decisions of the Directors of the Society pursuant to Article 14 of the Articles of Association of the Society and follow substantially the Rules of the New Zealand Society when it was an unincorporated members association. The latest copy of these Rules will be displayed on the website of the Society at all times in a form suitable for downloading, and members accept that such display shall constitute good notice of these Rules.

OBJECTS

- 2 The objects of the Society shall be:
- (a) To promote the interests of New Zealand in the United Kingdom.
 - (b) To maintain and to further good relations between the United Kingdom and New Zealand.
 - (c) To provide for New Zealanders and others interested in New Zealand opportunities for joining in activities of mutual interest.
 - (d) To promote and support such activities and opportunities by making provision for:
 - (i) Discussions, meetings, conferences and talks on matters of current interest and all forms of social gatherings incidental to them
 - (ii) The encouragement of people from all walks of life in the United Kingdom and New Zealand, especially young people, to visit, gain experience and work in the other country
 - (iii) Any other activities which might be conducive to promoting good relations.

QUALIFICATIONS FOR MEMBERSHIP

- 3 Candidates for admission to membership of the New Zealand Society shall be:

- A.** Men or women who possess the following qualifications:
- (i)** New Zealand citizenship
 - (ii)** United Kingdom citizenship and:
 - (a)** Residence in New Zealand for a period of years; or
 - (b)** A profession, calling, business, financial or personal contact or activity which shows a **significant connection** between the United Kingdom and New Zealand.
- B.** Corporate bodies, partnerships or other organisations having a significant connection between the United Kingdom and New Zealand.
- C.** Any other person, corporate body, partnership, or organisation who or which in the opinion of the General Committee it is especially desirable to have as a member of Society.

PATRON

- 4** The Patron of the Society shall be His Royal Highness The Prince Philip, Duke of Edinburgh.

VICE PATRON

- 5** Subject to his acceptance of the office, the Vice Patron shall be the High Commissioner for New Zealand for the time being.

CLASSES OF MEMBERS

- 6** There shall be four classes of members of Society.

Ordinary Members - shall be those members who are individuals who qualify for membership under rule 3 A or C.

Corporate Members - shall be those members (not being individuals) who qualify for membership under rule 3 B or C. They shall be entitled to nominate three individual members. Such nominated members do not require their applications to be seconded or supported before being placed before the General Committee.

Honorary Members - subject to their acceptance of such membership, all ex Governors-General of New Zealand and such others as may be elected by the General Committee.

Foundation Members - those who were members of the New Zealand Annual Dinner Committee on 12th December 1927 shall be Foundation Members of the Society.

ELECTION OF MEMBERS

- 7 The Election of Members shall be vested in the General Committee.
- (a) Every candidate for admission who is an individual shall complete and sign a form of **application for membership which must also be signed by the Proposer and Seconder of the candidate** (both of whom shall be members of the Society and who shall vouch from their personal knowledge for the suitability of the candidate) and sent to the Honorary Secretary.
- (b) Every candidate for admission as a Corporate Member shall complete and sign a form of application for corporate membership which must be sent to the Honorary Secretary. If accepted they may nominate three individual members only one of whom shall be the representative and entitled to vote on behalf of the Corporate Members and who may also serve on the General Committee if elected.

PROCEDURE ON ELECTION OF MEMBERS

- 8 As soon as practicable after election, notice thereof shall be given to the applicant by the Honorary Secretary, and the applicant shall be requested to remit to the Honorary Secretary within one month of such request, **the amount of the Entrance Fee and the first Annual Subscription**. Upon payment thereof the applicant shall become a Member of the Society and be entitled to all the benefits and privileges of membership and be bound by the Rules for the time being of the Society. The names and addresses and class of membership of each new member shall be recorded in the Minute Book of the Society.

ELECTION OF HONORARY MEMBERS

- 9 The right of Election of Honorary Members shall be vested in the General Committee. The Honorary Secretary shall give to a person elected as an Honorary Member, written notice of his election, and shall therewith send him a copy of the Rules of the Society and upon his intimating his willingness to accept such membership he shall become an Honorary Member of the Society. An Honorary Member shall not be liable for the payment of any subscription and he shall be entitled to all the privileges and benefits of membership except that he shall not vote upon any questions affecting the finances of the Society, and shall not be qualified to serve on the General Committee.

GENERAL COMMITTEE

10

- (a) The general management of the Society shall be vested in the Directors of the Society.
- (b) The day-to-day management of the Society including the organisation of events shall be vested in a committee of Members known as the General Committee, consisting of:
 - The President
 - Two Vice Presidents
 - Twenty-Four Elected Members
 - The Honorary Secretary
 - The Honorary Treasurer
 - The Immediate Past President (ex officio for one year only)
- (c) No person shall be elected as a member of the General Committee unless he or she declares that he or she is also willing to be elected as a director of the Society in accordance with the Articles of the Society.

ELECTION OF THE PRESIDENT

11

- (a) The President shall be elected at the Annual General Meeting each year by the members present. Every Candidate for such office shall be **nominated by any two members of the Society and in the event of more than one nomination being received shall be elected by Ballot** of the members present at such meeting.
- (b) No person shall be elected as President of the General Committee unless and until he or she declares that he or she is also willing to be elected as Chairman of the directors of the Society in accordance with the Articles of the Society.

IMMEDIATE PAST PRESIDENT

- 12 On completion of his year of office the retiring President shall become a Past President of the Society and at the Annual General Meeting he shall become known as the Immediate Past President and shall serve as an ex officio member of the General Committee for one year only.

ELECTION OF VICE PRESIDENTS

- 13 There shall be two Vice Presidents of the Society who shall each be elected at the Annual General Meeting each year by the members present after being nominated by any two members of the Society, and if more than one nomination shall have been received for each office, each shall be elected by Ballot by the members present at such meeting.

ELECTION OF COMMITTEE MEMBERS

14

- (a) At each Annual General Meeting one third or the nearest number to one third of the Elected Members of the General Committee shall retire. For the purposes of this Rule (i) the term “Elected Members” shall be deemed to include such (if any) of the Elected Members as shall have ceased to serve as such by reason of having died or resigned since the previous Annual General Meeting and (ii) all those Elected Members who shall have so died or resigned shall form part of the said one third (or nearest number to one third) the balance (if any) being those Elected Members who shall have served the longest since they were last elected.
- (b) Each vacancy on the Committee shall be filled by an applicant previously nominated in writing by any two members of the Society and be elected by the Members of the Society present at the Annual General Meeting.
- (c) Any vacancies shall be filled at such meeting by ballot if more candidates shall have been duly nominated than there are vacancies to be filled.

ROTATION OF RETIREMENT OF ELECTED MEMBERS

- 15 In the event of two or more of the members retiring under rule 14(a) having been in office for an equal number of years the order of retirement shall be determined by the President before the Annual General Meeting and his decision shall be final. Any Elected Members retiring by rotation shall be eligible for nomination and re-election.

ELECTION AND RE-ELECTION OF AUDITOR AND OFFICERS

16

- (a) The election of the Auditor and of the Officers of the Society, namely the Honorary Secretary, the Honorary Treasurer, and the Honorary Chaplains shall be by a show of hands of members present at the Annual General Meeting. These Officers together with the Auditor shall retire at each Annual General Meeting, but shall be eligible for re-election.
- (b) The number of Honorary Chaplains shall be one or more, and if more than one at least one Honorary Chaplain should have a significant connection with the United Kingdom, and the other should have a significant connection with New Zealand.

NOMINATION PAPERS

- 17 All nomination papers for the election of the President, two Vice Presidents and Elected Members must be signed by any two members of the Society and sent to the Secretary seven (7) clear days before the date fixed for the holding of the Annual General Meeting.

PROVISION IN THE EVENT OF EQUAL NUMBER OF VOTES

- 18 On the taking of the Ballots for the election of the President, the Senior Vice President, the Junior Vice President and the Elected Members, if any two or more candidates shall secure an equal number of votes, the question shall thereupon be determined by such method as may be decided by the President.

FILLING CASUAL VACANCIES OF PRESIDENT, VICE PRESIDENTS, ELECTED MEMBERS AND OFFICERS

- 19 A casual vacancy occurring by death or resignation of the President or a Vice President or an Elected Member or Officer of the Society or the Auditor during the year shall be filled by the General Committee as soon as possible after such vacancy shall occur. Any member of the Society so appointed to fill a casual vacancy shall automatically retire at the next Annual General Meeting, but shall be eligible for election at such Annual General Meeting on being properly nominated.

NOTICES ETC. OF THE ANNUAL GENERAL MEETING TO BE SENT TO MEMBERS

- 20 The Honorary Secretary shall on the instructions of the General Committee send to each member at least **twenty-one (21) days** before the holding of the Annual General Meeting **written notice of the date, time and place of the Meeting and the business to be transacted thereat, including particulars of the vacancies to be filled** and inviting nominations in writing for such vacancies.

ANNUAL GENERAL MEETING

- 21 The Annual General Meeting of members shall be held **within three calendar months of the end of the financial year of the Society** at such time and place as the General Committee may decide, when the following business shall be transacted.
- (a) The Balance Sheet and Income and Expenditure Accounts of the Society, for the last financial year duly reported upon by the Auditor of the Society shall be presented and submitted for adoption by the Meeting. A copy of such Balance Sheet and Accounts shall be supplied at the Meeting to every member present.

- (b) A Report of the General Committee on the affairs of the Society shall be presented and submitted for adoption by the Meeting. A copy of such report shall be supplied at the Meeting to every member present.
- (c) The election of the President, the Vice Presidents, Elected Members, Honorary Treasurer, Honorary Secretary, the Auditor and the Honorary Chaplains.
- (d) Any other business which can properly be transacted at an Annual General Meeting, of which proper notice in writing shall have been given to the Secretary by the member introducing the same so as to be included in the Agenda for such meeting.

GENERAL MEETINGS

- 22 At all General Meetings any **ten members shall form a quorum.**

SPECIAL RESOLUTION

- 23 Any member desirous of moving any Special Resolution at the Annual General Meeting shall give notice in writing of the Resolution he proposes to move to the Secretary within one month of the end of the financial year of the Society. A copy of the proposed Resolution shall be circulated to the members with the Notice of the Meeting.

MEETINGS OF THE GENERAL COMMITTEE

- 24 The General Committee shall meet for the despatch of business as often as shall be necessary and not less than three (3) times a year, at such times and at such places as the President or if he is absent or indisposed a Vice President shall determine. It may also be summoned to meet upon the instructions of the President or upon the signed requisition of not less than six members of the General Committee. Any such requisition shall state the objects of such Meeting. Any **six members of the General Committee shall form a quorum.**

SUB COMMITTEES

25

The General Committee shall have power to appoint Sub Committees for any purpose within the objects of the Society to report to the General Committee and may confer on a Sub Committee such powers as may be deemed expedient. The General Committee shall have power to authorise any Sub Committee to co-opt additional members who need not necessarily themselves be members of the General Committee.

SUB COMMITTEE MEETINGS

26

Sub Committee Meetings of the Society shall be held at such times and places as may be determined by the Chairman of the Sub Committee.. **Any three members of the Sub Committee shall form a quorum.**

CHAIRMAN OF MEETING AND VOTING RIGHTS

- 27 At all meetings of the Society the President, or in his absence the Vice President who has been on the General Committee the longest time, or in his absence the other Vice President, shall act as Chairman. In the event of all of them being absent the General Committee shall elect a Chairman from those present. Every member of the Society shall be entitled to one vote on every motion and in the case of equality of votes the Chairman shall have a second or casting vote.

EXTRAORDINARY GENERAL MEETING

28

- (a) The General Committee may at any time for any purpose call an Extraordinary General Meeting of members of the Society and it shall also do so as soon as possible upon **the requisition, in writing, of not less than 10 members,** setting out the purpose for which the meeting is required.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) Extraordinary General Meetings shall be called in accordance with the same rules as are herein before provided and **upon the same written notice as in the case of the Annual General Meeting.**

DUTIES OF THE HONORARY TREASURER

29 It shall be the duty of the Honorary Treasurer:

- (a) To send out applications to members of the Society for all subscriptions and other monies due to the Society;

- (b) To keep a correct record of all monies received and disbursed for and on behalf of the Society;
- (c) Forthwith to pay all monies so received into one of the Society's Banking Accounts.

DUTIES OF THE HONORARY SECRETARY

30 It shall be the duty of the Honorary Secretary:

- (a) To circulate members of the Society giving them notice of all meetings to be held, and to attend all Business Meetings of the Society and all Meetings of the General Committee and Sub Committees where required and to keep a correct record of all the business transacted thereat in the appropriate Minute Book.
- (b) To carry out such other Secretarial duties as shall be assigned to him by the General Committee.
- (c) To maintain a record of the name and current address of each member of the Society and the date of his admission and the class of membership to which he shall belong.

The Secretary shall not enter into any contract, bond or other agreement so as to impose any liability on the Society except upon the authority of a Resolution duly passed by the General Committee and entered in the Minute Book. In respect of any such contract, bond or other agreement duly authorised the Secretary shall be held fully and effectively indemnified by the Society.

DUTIES OF THE AUDITOR

31 It shall be the duty of the Auditor to audit the books of the Society once a year and the Balance Sheet and Income and Expenditure Account presented to him, and to report that they give a true and fair view or otherwise.

APPOINTMENT AND DUTIES OF TRUSTEES

32 The General Committee may appoint not less than two or more than four persons, or a Bank as Custodian Trustee, to be **Trustees of the securities of the Society** which shall be vested in the name of such Trustees on behalf of the Society. The Trustees shall deal with such securities as they may be directed by Resolution of the General Committee (of which an entry in the Minute Book shall be conclusive evidence) and they shall be fully and effectively indemnified against any loss, damages and costs out of the property of the Society, provided that any such indemnity shall not be deemed to extend to any breaches of trust or negligence on the part of the Trustees or any of them.

BANKING ACCOUNTS

- 33 The Bankers of the Society shall be such Bank as the General Committee shall from time to time appoint. There shall be kept such banking accounts as the General Committee may consider necessary.

OPERATIONS OF BANK ACCOUNT

- 34 Cheques drawn by the Society shall be signed by the President or Honorary Secretary or Honorary Treasurer jointly with any one of the members of the General Committee except that cheques for £20 and under may be signed by the Honorary Treasurer alone.

INVESTMENT OF FUNDS

- 35 Any funds belonging to the Society which the General Committee may decide to invest shall be so invested in any investments from time to time sanctioned by law for the investment of Trust Funds, or in the purchase of or mortgage of freehold or leasehold properties (the latter having not less than 670 years unexpired at the date of such investment) or in the National Savings Bank or in National Savings Certificates, Premium Bonds or in any of the leading Building Societies in the United Kingdom.

BORROWING POWERS

- 36 The General Committee shall be empowered
- (a) to **borrow** for the purposes of the Society if it shall consider that it is prudent and necessary so to do, by way of overdraft or otherwise and on such terms as it may from time to time decide, any sum or sums of money either at one time or from time to time, provided that in any financial year of the Society the total of such borrowings shall not exceed 33-1/3% of the Society's subscription income received during the financial year immediately preceding; and
 - (b) in connection with such borrowing to make **all dispositions of the property of the Society** or any part thereof and enter into such agreements in relation thereto as the General Committee may deem proper for giving security for such loans and any interest thereon.

ACCOUNTS

- 37 Once in every year the Accounts of the Society shall be made up by the Honorary Treasurer and produced for examination and auditing by the Auditor. A copy of the Balance Sheet and Income and Expenditure Accounts signed by the Honorary Treasurer and as reported upon by the Auditor shall be printed for circulation.

FINANCIAL YEAR

- 38** The financial year of the Society for 2006 shall be extended to 31st March 2007 and thereafter each financial year of the Society shall end on 31st March of each subsequent year.

ADDRESSES OF MEMBERS

- 39** Every member of the Society shall notify the Honorary Secretary of his **postal or e-mail address** and any change of such addresses (or those of his Bankers or other Agent), and all notices addressed to a member and posted to him at the last address notified (whether an e-mail or postal address) shall be considered as having been duly given.

MEMBERSHIP LIST

- 40** A copy of the list of members of the Society shall be printed and circulated among all the members as and when determined by the General Committee.

INTERPRETATION OF RULES

41

- (a)** The General Committee shall be the sole authority for the interpretation of these Rules and its decision upon any question of interpretation or upon any matter affecting the Society and not provided for in these Rules shall be final and binding on the members.
- (b)** In these Rules where the context so admits the use of the masculine gender shall include the feminine and the singular verb shall include the plural.

REPEAL OR AMENDMENT OF RULES

- 42** In accordance with Article 14.1 of the Articles of the Society these Rules may be amended by resolution of the Directors of the Society. All amendments made by the Directors shall be displayed on the website as soon as reasonably possible after the passing of the relevant Directors' resolutions. For the avoidance of doubt, any Member wishing to question any change to the Rules or propose further changes to the Rules may do so by requisitioning (along with nine other members) an Extraordinary General Meeting of the Members in accordance with Rule 28, or by proposing a Special Resolution at the Annual General Meeting of the Society in accordance with Rule 23.

ENTRANCE FEE AND SUBSCRIPTION

43 Unless otherwise determined by the General Committee:

- (a) Every member upon being admitted to membership of the Society may be called upon to pay an **Entrance Fee** the amount to be determined from time to time at a General Meeting.
- (b) Every member of the Society shall pay an **Annual Subscription** of such amount as shall from time to time be approved at a General Meeting. Each **Annual Subscription shall cover the year beginning on 1st October** and ending on the following 30 September.
- (c) The Holders of the Office of Patron and Vice Patron and Honorary Members shall be exempt from the payment of the Annual Subscription.
- (d) Subscriptions are payable on election (for the current year) and subsequently are payable in advance on or before 1st October of each year.
- (e) If a member's subscription be two months in arrears the Honorary Treasurer shall write reminding him that payment of his subscription is overdue. If the subscription shall not be paid within a further two months of the reminder notice, the Honorary Treasurer shall bring his name before the next General Committee Meeting which Committee (unless they see good reason to the contrary) shall remove the name of such member from the List of Members of the Society and cause a notice of the reason for that course to be sent to him by the Honorary Secretary. It shall, however, be competent for the General Committee to restore his name upon a satisfactory explanation being given and the arrears of subscription being paid.

RESIGNATION OF MEMBERS

44 Any member of the Society may resign his membership by giving the Honorary Secretary notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect from 30th September following receipt thereof.

EXPULSION OF A MEMBER

45 It shall be the duty of the General Committee if at any time it shall be of the opinion that the interests of the Society so require, by letter to invite any member to withdraw from the Society within a time specified in such letter, and in default of withdrawal to notify the member by letter that the question of his expulsion will be considered by a Special Meeting of the General Committee of the Society to be held on a date and at a place to be specified in that letter. At such Special Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his

conduct verbally or in writing. If at such Meeting two thirds of the members of the General Committee present shall vote for his expulsion, he shall thereupon cease to be a member of the Society, provided that the voting at such Meeting shall be by ballot, if not less than six members present thereat shall so demand.

End of Rules