

New Zealand Society of Genealogists Inc.

FAMILY HISTORY - PRESERVING OUR PAST FOR THE FUTURE



**Registered 3 April 1968 (No. 217062) under the Incorporated Societies Act 1908
Registered 26 March 2008 (No. CC22120) under the Charities Act 2005**

RULES (January 2017)

The complete amendment of the rules, replacing all previous rules, was approved by members of the Society by a postal ballot that closed on 20 May 2016. The rules were registered by the Registrar of Incorporated Societies on 21 June 2016, after the old rule relating to the common seal was reinstated. This reinstatement was approved by the Society's Board of Directors under the provisions of the second motion on the rules ballot paper.

A partial amendment of the rules was approved by the Board, in terms of Rule 13.2, on 24 September 2016 to meet the requirements of Charities Services. This involved the addition of new rule 12.9 Branches and Interest Groups registered as Charities. The amendment was registered by the Registrar of Incorporated Societies on 28 September 2016.

Further partial amendments were approved by members of the Society by postal ballot that closed on 27 January 2017. Those amendments involved Rule 4 Objects, and Rule 12 Branches and Interest Groups of the Society (addition to Rule 12.4. Meetings; change to quorum for Rule 12.5 Annual General Meetings; new Rule 12.6 Extraordinary General Meetings). The existing rules 12.6 to 12.11 were renumbered 12.7 to 12.12 respectively. The amendments were registered by the Registrar of Incorporated Societies on 15 February 2017.

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1. NAME

- 1.1 The name of the Society is the New Zealand Society of Genealogists Incorporated, (Te Rangapū Kaihikohiko o Aotearoa), referred to in these Rules as “the Society”.
- 1.2 The trading name of the Society is GenealogyNZSG.

2. REGISTERED OFFICE

The Society shall have its registered office at 159 Queens Road, Panmure, Auckland or such other place as the Board shall determine from time to time.

3. DEFINITIONS

“Act” means the Incorporated Societies Act 1908. References to other acts of legislation are by their full title.

“Board” means the Board of Directors of the Society, as its governing body. These are voluntary roles.

“Officer Holder” means a member appointed by the Society for the time being to carry out specific duties on a voluntary basis.

“Secretary” means the Secretary of the Society, howsoever called, or such person assigned to carry out the duties of a secretary, including such other duties as specified in these Rules.

“Year” means the financial year of the Society from 1 April in the one year to 31 March in the next year (inclusive).

References to specific acts of legislation include amendments and/or successor legislation.

4. OBJECTS

- 4.1 To promote the study of family histories, whakapapa, genealogies and kindred subjects to the members of the Society and the New Zealand public.
- 4.2 To advance the education of the members of the Society and the New Zealand public in the study of family histories, whakapapa, genealogies and kindred subjects.
- 4.3 To provide assistance for the members of the Society and people wishing to compile family histories from sources in New Zealand and overseas.
- 4.4 To set up, operate and maintain a library of genealogies and related books, documents and digital records and to encourage the preservation of records having a genealogical or historical value.
- 4.5 To encourage accurate and scholarly research into the histories of New Zealand families and from time to time publish the results.
- 4.6 To accept copies of family histories and whakapapa for the purposes of research.
- 4.7 To foster awareness of family links and knowledge of heritage.
- 4.8 To do all such other lawful acts and things as are incidental or conducive to the attainment of all or any of the above objects.

5. MEMBERSHIP

5.1 Membership Classes

- 5.1.1 **Ordinary membership** is open to an individual person. The rights of ordinary membership include the right to vote, either in person or by proxy, and to use the services provided by the Society for the member’s own personal research.
A Lifetime subscription option shall be available only to Ordinary members in return for payment of a single lump sum in lieu of annual subscriptions. The amount of the

lump sum will be determined under the provisions of Rule 5.3.2. All the rights of Ordinary membership shall apply. Lifetime subscription is not transferrable.

5.1.2 **Joint membership** is open to any two persons residing at the same address, who shall individually have the rights of an ordinary member.

5.1.3 **Youth membership** is open to a student between the ages of 12 and 21 years, except that the Board may admit a youth member to an upper age limit of 25 years. A youth member shall have the rights of an ordinary member.

5.1.4 **Honorary membership** may be conferred by the Board on a person who has rendered exceptional service to the Society. An honorary member shall have the rights of ordinary membership without payment of a subscription, but have no voting rights.

5.1.5 **Life membership** shall be conferred at an Annual General Meeting, on the recommendation of the Board, on a member who has, in the opinion of the Society, rendered outstanding service to the Society. A life member shall have the rights of ordinary membership without payment of a subscription. Life membership is not transferrable and does not include the spouse or partner of the member.

5.1.6 **Affiliate Group membership** is open to any library, institution, museum, facility, genealogy/family history group or corporate body that is supportive of the objects of the Society and which is willing to assist the Society to promote these objectives. An affiliate group member shall have no voting rights or access to the Society's research services, but shall enjoy such privileges as may be determined by the Board. Affiliate Group membership is not transferrable to an individual.

5.2 Admission of Members

5.2.1 Application for Ordinary, Joint, Youth and Affiliate Group membership of the Society shall be on the prescribed form to the Secretary, and be subject to the approval of the Board. Such application shall be accompanied by payment of the subscription and any joining fee.

5.2.2 An Honorary or Life membership shall continue for the natural life of the member and shall terminate on death, unless terminated by the member's written resignation or under Rule 5.4.4.

5.2.3 Any former member may apply for re-admission in the manner prescribed for new members, provided they are not otherwise excluded under these Rules.

5.2.4 At the discretion of the Board, the joining fee may be waived upon the re-admission of a member, or for promotional purposes.

5.2.5 Membership of the Society shall not confer on any member, any estate or proprietary right, interest or share in the funds and property of the Society, nor shall any member be personally liable for any of the liabilities of the Society.

5.3 Subscriptions

5.3.1 The annual subscription for the Ordinary, Joint, Youth and Affiliate Group classes of membership, and any fees payable on joining the Society, shall be set by resolution at an Annual General Meeting on the recommendation of the Board.

5.3.2 The single lump sum subscription for Lifetime subscription option defined in Rule 5.1.1 will, from time to time, be determined by the Board.

5.3.3 The period of membership for any class of membership defined in Rule 5.3.1 shall be for twelve months from the beginning of the first month as invoiced.

5.3.4 The Board may at its discretion, waive all or part of any fee on hardship grounds.

5.3.5 No subscription shall be payable by a Life member or Honorary member.

5.3.6 Continuation of Ordinary, Joint, Youth and Affiliate Group membership shall be by payment of the renewal subscription, where applicable, by the date due for payment.

5.3.7 Any member who resigns for any reason, who dies, or whose membership is terminated under the provisions of Rule 5.4.4, shall not be entitled to a refund of any fee or subscription or part thereof.

5.4 Cessation of Membership

5.4.1 A member may resign by giving written notice to the Secretary. Such resignation shall take effect upon receipt of that notice and shall not release that member from any liability for outstanding fees due to the Society.

5.4.2 Any member failing to pay their annual renewal subscription on the due date shall be considered to have resigned and have no membership rights unless all arrears are paid in full.

5.4.3 Payment within sixty (60) days of the due date will reinstate a member with full rights as from the due date, and will not incur a joining fee.

5.4.4 The Board may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if, in the opinion of the Board at its sole discretion, that member:

- a) has committed a serious breach of the Society's Rules; or
- b) whose conduct is injurious to the Society; or
- c) whose conduct is likely to bring the Society into disrepute.

5.4.5 A member whose membership is terminated under these Rules shall remain liable to pay all outstanding liabilities due to the Society.

5.4.6 The Board reserves the right to review at a future date if so requested, the re-instatement of a member whose membership has ceased under Rule 5.4.4 but shall be under no obligation to do so.

5.5 Disputes

5.5.1 Receiving Disputes

- a) The categories of dispute that the Society could become involved in are complaints concerning the misconduct of members or discipline of members, and grievances brought by members concerning their rights as members.
- b) Any disputes between members and directors or office holders shall first be considered by the Secretary ("the first decision maker"). Failing settlement, any party may refer the matter to the Board ("the second decision maker") for a decision.
- c) The Society and any member still not satisfied with the Board's decision may agree to have recourse to the provisions of the Arbitration Act 1996 to resolve the dispute.
- d) The Society may elect not to consider or continue consideration of any complaint or grievance if it is satisfied that:
 - i) the matter is trivial or vexatious in nature, or does not appear to disclose material misconduct or material damage to members' interests;
 - ii) the complaint appears to be without foundation or there is no apparent evidence to support it;
 - iii) the complainant has insufficient interest in the matter or otherwise lacks standing to bring it; or
 - iv) the conduct, incident, event or issue has already been investigated and dealt with by the Society.

- e) In dealing with all disputes, decision-makers should avoid bias and apparent bias, including that:
- i) a member may not decide or participate as a decision-maker regarding a complaint or grievance if two or more members of the Society's Board or any complaints sub-committee consider that there are reasonable grounds to infer that the person may not approach the complaint or grievance impartially or without a predetermined view;
 - ii) such a decision must be made taking into account the context of the Society and the particular case, and may include consideration of facts known by other members about the decision-maker so long as the decision is reasonably based on evidence that supports or negates an inference that the decision-maker might not act impartially.

5.5.2 Misconduct Complaint Procedure

- a) Proceedings shall at all times be conducted under the principles of fairness and natural justice, and to achieve a fair hearing, and provide that:
- i) where the Society considers a complaint or instigates a disciplinary procedure regarding alleged misconduct of a member, and the outcome may affect the member's rights or interests, the member has a right to be heard before the complaint or procedure is resolved or any outcome is determined;
 - ii) the member's right to be heard will be satisfied if, taking in to account the circumstance of the case:
 - the member is fairly advised of all allegations concerning them, with sufficient details and time given to enable the member to prepare a response; and
 - the member has an adequate opportunity to be heard, either in writing, or at an oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - any oral hearing is held before the decision-maker, or any written statement or submissions are considered by the decision-maker.

5.5.3 Grievance Procedure

- a) Proceedings shall at all times be conducted under the principles of fairness and natural justice, and to achieve a fair hearing, and provide that:
- i) where the Society agrees to consider a grievance of a member alleging damage to the member's rights or interests as a member, or to members' rights and interest generally, caused by a decision, action or failure to act by the Society or its office holders, the member's right to be heard will be satisfied if:
 - the member has an adequate opportunity to be heard, either in writing, or at an oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - any oral hearing is held before the decision-maker, or any written statement or submissions are considered by the decision-maker.

6. HONORARY APPOINTMENTS

- 6.1 An Annual General Meeting may appoint a Patron.
- 6.2 The Board may appoint an Honorary Solicitor.
- 6.3 The Patron and the Honorary Solicitor are not required to be members of the Society.

7. BOARD OF DIRECTORS

7.1 Role of the Board

- 7.1.1 The affairs of the Society shall be governed by the Board of Directors elected under Rule 7.4, with the day-to-day responsibility resting with the Secretary who shall be accountable to the Board.
- 7.1.2 The Board shall be accountable to the members for the implementation of these Rules.
- 7.1.3 The Board shall, in addition to all other duties described in these Rules, ensure that all the requirements of the Incorporated Societies Act 1908 and the Charities Act 2005, and all other relevant statutory provisions and donor conditions (if any) are met.
- 7.1.4 Subject to statute, these Rules, and the resolutions of general meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

7.2 Responsibilities and Powers

- 7.2.1 The primary responsibility of the Board shall be to provide a governance role in meeting the objects of the Society.
- 7.2.2 The Board shall also be responsible for the financial stewardship of the Society in accordance with the provisions contained in the Act, and any relevant financial legislation.
- 7.2.3 The Board may from time to time make, alter or revoke policies for the management and operational requirements of the Society's activities, such policies to be recorded by the Secretary in the Policies and Procedures Manual.
- 7.2.4 The detail of operational management of financial affairs, including authorisation of payments and transactions, shall be in accordance with accepted accounting practice, and be recorded in the Policies and Procedures Manual.
- 7.2.5 In addition to its statutory powers, the Board shall have the fullest possible powers in furthering or carrying out the Society's objects and may do anything it considers necessary, expedient or desirable even though such objects and powers are not expressly stated in these Rules. However, this general power does not authorise the Board to do anything contrary to:
 - a) these Rules;
 - b) the laws of New Zealand;
 - c) any directions in the terms of a donation or bequest to the Society;
 - d) any resolution passed in accordance with the provisions of these Rules, and policies and procedures of the Society, by a majority of members, voting in person or by proxy, at a general meeting.
- 7.2.6 Such powers may include but are not limited to:
 - a) employing staff and engaging contractors;
 - b) purchasing, leasing, hiring or otherwise acquiring property and selling, leasing or otherwise disposing of property rights or privileges;
 - c) investing in any investment in which a prudent trustee might invest and exercising all the powers that a prudent trustee might exercise.
- 7.2.7 The Board has the power to:
 - a) borrow or raise money by debenture, bonds, mortgage and other means with or without security, provided that such borrowing powers shall not be exercised by the Board other than by a resolution passed by a two-thirds majority vote, including proxy votes, cast at a general meeting of members

- where at least thirty (30) clear days' notice of such a proposed resolution has been given to members;
- b) make an investment in which a trustee might invest.
- 7.2.8 The Board may from time to time invest and reinvest in such securities and upon such terms as are reasonable and appropriate, the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.
- 7.2.9 Any transactions between the Society and any member, Director, or any associated persons, shall be at "arm's 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.
- 7.2.10 Notwithstanding any other provision in these Rules, the Board shall not expend any money:
- a) other than to further or carry out the Society's objects; or
- b) other than to carry out the Society's functions and responsibilities; or
- c) other than to further charitable purposes recognised by law; or
- d) for the sole personal or individual benefit of any member.
- 7.2.11 The Board may institute, conduct, defend, compromise or abandon any legal proceedings by or against the Society or its office holders or otherwise concerning the affairs of the Society and claim, sue for and recover in the name of the Society all or any moneys due to the Society.
- 7.2.12 The Board may arrange or authorise other meetings, conferences, and events at various times and places to promote the objects of the Society and liaise with members, Branches and Interest Groups.
- 7.2.13 The Board shall make available to members such information as may be requested from the files of the Society upon written application which must state the reason for which the information is required provided that the Board may withhold information from any applicant at its sole and absolute discretion and no reason need be given. The Board may also impose any conditions it sees fit on the use of any material so supplied. At all times the provisions of the Privacy Act 1993 will apply.

7.3 Directors

- 7.3.1 The Board shall comprise nine (9) Directors each elected for a three year term.
- 7.3.2 An Executive of the Board shall comprise the Chairperson, Vice-Chairperson and one other elected Director, who shall all be appointed by the Board from elected Directors for the ensuing year. Should an Executive position become vacant for whatever reason the Board will appoint a replacement from elected Directors.
- 7.3.3 The Executive will act on behalf of and in consultation with the Board, in between regular meetings of the Board, on day to day matters including financial stewardship, regulatory and governance issues, and guidance of the sound management of the Society.
- 7.3.4 No member may serve in the capacity of a Director for more than six consecutive years.
- 7.3.5 A Director shall cease to hold office if that Director:

- a) is no longer a member of the Society; or
- b) is absent from three consecutive meetings of the Board without leave being granted or reasonable cause being shown; or
- c) submits a written resignation to the Secretary; or
- d) takes up permanent residence outside New Zealand; or
- e) ceases membership under Rules 5.4.2 and 5.4.4; or
- f) becomes incapacitated and is unable to continue to act; or
- g) becomes disqualified from holding office under either the Incorporated Societies Act 1908, or the Charities Act 2005.

7.3.6 The Board as a body shall be removable by a two-thirds majority of the votes cast at an extraordinary general meeting of the Society called for that purpose. The members present at such a meeting shall then and there elect to fill the vacancy or vacancies caused. The members so elected shall hold office until a new election by postal and/or electronic secret ballot can be held in accordance with these Rules.

7.3.7 The Board shall have the power to co-opt a member to fill any Board position which becomes vacant during the year, up to the next immediately due Annual General Meeting. Such co-opted Board member shall have the same speaking and voting rights as an elected Board member.

7.3.8 The Board shall have the power to appoint additional members to serve on the Board for any special purpose for such term as the Board shall determine. Such appointed member shall have the same speaking rights as an elected Board member, but no voting rights.

7.3.9 The Directors of the Society shall also be the Officers of the New Zealand Society of Genealogists Incorporated Charity (registered No. CC 22120) under the Charities Act 2005, but this shall not restrict the Board from appointing other members of the Society to be included in this capacity.

7.4 Elections

7.4.1 No person is eligible for nomination as a Director if they are disqualified from holding office under either the Incorporated Societies Act 1908, or the Charities Act 2005 without a waiver under the Charities Act.

7.4.2 Elections for Directors shall be held by postal and/or electronic secret ballot before each Annual General Meeting.

7.4.3 One third of the Directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the Annual General Meeting each year, when:

- a) such retiring Directors shall be eligible for re-election at that meeting provided they meet the provisions of Rule 7.3.4;
- b) the Directors to retire shall be those who have been longest in office since they were last elected; and
- c) in the case of Directors who were last elected as Directors on the same day, those to retire shall be determined by agreement between those Directors or, if they cannot agree, by lot.

7.4.4 Only Ordinary, Joint, Youth and Life Members currently residing in New Zealand shall be eligible for election as Directors, provided they are not otherwise excluded under these Rules.

7.4.5 The Board shall appoint a Returning Officer and Deputy Returning Officer, neither of whom shall be a Director, who shall conduct the election in accordance with the Rules and policies and procedures.

- 7.4.6 When the number of nominations is greater than the number required, a secret postal/electronic ballot of members shall be held no later than sixty (60) days prior to the date of the Annual General Meeting and the successful candidate(s) declared elected at that meeting.
- 7.4.7 When the number of nominations is fewer than the number required, members shall be advised of the remaining number of vacant positions no later than thirty (30) days prior to the date of the Annual General Meeting, that:
- a) nominations to fill the remaining vacancies shall be called for at the Annual General Meeting; and
 - b) when the number of nominations taken at the Annual General Meeting exceeds the number of vacancies a secret ballot of members present will be held and the successful candidate(s) declared elected.
- 7.4.8 If the Annual General Meeting does not produce the required number of Directors, then the Board has the power to co-opt until the next Annual General Meeting.

7.5 Meetings

- 7.5.1 The Board shall meet at least quarterly but as frequently as necessary to efficiently conduct the business of the Society, at a time and place to meet its governance responsibilities most effectively.
- 7.5.2 The Board may also convene at such times when Directors are linked by electronic means.
- 7.5.3 Elected and co-opted Directors shall be counted in the quorum and have full voting rights.
- 7.5.4 At all meetings of the Board, six (6) Directors shall constitute a quorum.
- 7.5.5 At its first meeting after the Society's Annual General Meeting, the Board will appoint the Executive of the Board.
- 7.5.6 All meetings of the Board shall be chaired by the Chairperson or Vice-Chairperson, as appointed in terms of Rule 7.3.2, or, in the absence of the Chairperson or Vice-Chairperson or if the Chairperson or Vice-Chairperson vacates the chair, by a Director appointed by the Board.

8. SECRETARY

- 8.1 The position of Secretary, howsoever called, shall be that of an officer of the Society as defined in Rule 3.
- 8.2 The Secretary shall be a paid employee of the Society, be accountable to the Board and responsible for the effective and efficient administration of the Society, including responsibility for ensuring that the financial accounts of the Society are properly kept in accordance with accepted accounting practice and within the provisions contained in the Act and any relevant financial legislation, and the financial year as defined in Rule 3.
- 8.3 Any person whether a member of the Society or not shall be eligible for appointment.
- 8.4 The appointment of Secretary shall be made by the Board after calling applications for the position.
- 8.5 The Board shall enter into a contract of employment and set the remuneration.

9. INDEMNITY

Members of the Board and office holders, both individually and collectively, shall be fully indemnified by and out of the funds of the Society against loss, damage, expense or liability incurred by reason of, or in connection with any legal proceedings instituted

against them for any act properly done, omitted or suffered in relation to the performance or alleged performance of their official duties.

10. COMMON SEAL

- 10.1 The Common Seal of the Society shall be that adopted by the Board and shall be held in the custody of the Secretary who shall be responsible for its safe custody and control.
- 10.2 When so required, the Common Seal shall be affixed, on the authority of either a general meeting or of the Board, to any deed, document or other instrument in the presence of any three Directors, all of whom shall sign the deed, document or instrument.

11. MEETINGS OF THE SOCIETY

11.1 General Meetings

- 11.1.1 General meetings of the Society may be either an Annual General Meeting or an Extraordinary General Meeting.
- 11.1.2 Written notice of the date, time and place of each general meeting and of the business to be transacted shall be given by the Secretary to each member and shall be accompanied by an Appointment of Proxy form.
- 11.1.3 Should any member fail to receive such notice it shall not invalidate the meeting or its proceedings, provided that such notice and proxy form was sent to each and every member.
- 11.1.4 Each Ordinary, Joint, Youth or Life member of the Society shall be entitled to vote either in person or by proxy or by postal or electronic secret ballot.
- 11.1.5 Only a member entitled to vote may be appointed as a proxy holder. Such appointment shall be on the form approved for that purpose, and must be received by the Returning Officer at least fourteen (14) days before the date of the meeting.
- 11.1.6 Each general meeting shall be chaired by the Chairperson of the Board or a member appointed by the Board to be the Chairperson.
- 11.1.7 The quorum for any general meeting shall be one hundred (100) members present and entitled to vote. If there is no quorum within half an hour after the time fixed for the start of the meeting, the meeting shall be adjourned to a time and place to be fixed by the Board.
- 11.1.8 In the event that any general meeting is adjourned, all members shall be given written notice of the date, time and place of the reconvened meeting and advised that the proxy form previously circulated shall be valid for the reconvened meeting.

11.2 Annual General Meetings

- 11.2.1 The Annual General Meeting shall be held within one hundred and twenty (120) days of the end of the financial year at a time and place fixed by the Board.
- 11.2.2 At least thirty (30) days written notice of an Annual General Meeting and the business to be transacted shall be given to each member in writing. An Appointment of Proxy Form shall be sent with the notice.
- 11.2.3 The business of the Annual General Meeting shall include:
- a) minutes of the previous Annual General Meeting;
 - b) Annual Report of the Chairperson of the Board;
 - c) Audited Annual Financial Statements for the preceding financial year;
 - d) appointment of Auditor in accordance with Rule 11.2.6;
 - e) setting of the annual subscriptions and joining fee;
 - f) declaration of the results of the election of Directors;

- g) Notices of Motion;
- h) presentation of awards;
- i) honouring of members;
- j) General Business.

11.2.4 At least sixty (60) days prior written notice shall be given to the Secretary of any motion to be considered and voted on at the Annual General Meeting. The Board may consider such notices of motion and provide recommendations to members.

11.2.5 At least thirty (30) days prior written notice shall be given to the Secretary of any matter to be raised for discussion under general business.

11.2.6 The Annual General Meeting will appoint for the purposes of auditing the annual financial statements any person or firm or company, who is a member of the New Zealand Institute of Chartered Accountants or its equivalent body. Where the person or persons appointed as auditor under Rule 11.2.3 is unable to act or continue acting for some reason, the Board may appoint another equally qualified person as a replacement.

11.3 Extraordinary General Meetings

11.3.1 An Extraordinary General Meeting may be called by resolution of the Board or by written requisition to the Secretary signed by not less than one hundred (100) members entitled to vote.

11.3.2 Only business stated in the requisition shall be considered at the meeting, provided that any other business that in the opinion of at least two-thirds of the members present arises directly may also be considered.

11.3.3 Members shall be given at least thirty (30) days written notice of the date, time, place and business of the meeting which shall be held within ninety (90) days of the resolution of the Board or of receipt by the Secretary of the requisition.

11.3.4 A Proxy Form shall be sent to each member with the notice of meeting and the Board may at its discretion add such other material as seems appropriate including:

- a) comments on motions and business of the meeting;
- b) additional material submitted by those who requisitioned the meeting.

11.3.5 The minutes from an Extraordinary General Meeting shall be presented to the next general meeting for confirmation.

12. BRANCHES AND INTEREST GROUPS OF THE SOCIETY

“Branch and Interest Group” means any group comprising membership classes listed in Rule 5.1 except Rule 5.1.6 Affiliate Group.

12.1 Establishment

12.1.1 When at least fifteen (15) full (Ordinary, Joint, Youth or Life) members of the Society in any particular area wish to hold regular meetings in accordance with the objects of the Society, they may apply to the Board to become a Branch of the Society.

12.1.2 When at least fifteen (15) full (Ordinary, Joint, Youth or Life) members of the Society wish to pursue a common interest in accordance with the objects of the Society, they may apply to the Board to become an Interest Group of the Society.

12.1.3 Such Branch or Interest Group shall operate at all times and in respect of all matters, in accordance with the Rules of the Society.

12.1.4 The Board shall have the power to disestablish a Branch or Interest Group, when the provisions of Rule 12.12 will apply.

12.2 Branch and Interest Group Local Membership

- 12.2.1 A Branch and Interest Group Local membership option is open to an individual who wishes to belong to a branch or interest group, and who is not an Ordinary, Joint, Youth or Life member of the Society as defined in Rule 5.1, and whose research interests and personal circumstances are better aligned through participation solely at branch or interest group level. A local member can participate fully in branch or interest group activities, other than the provisions of Rule 12.3.3, including having voting rights at committee and general meetings, but shall have no access to Society resources at a national level or voting rights at Society general meetings.
- 12.2.2 Application for Branch and Interest Group Local membership shall be at the discretion of the individual branch or interest group concerned.
- 12.2.3 An appropriate levy for the Branch and Interest Group Local membership option, as defined in Rule 12.2.1, may be determined by the Board, in consultation with branches and interest groups:
- a) Any such levy is to be collected by branches and interest groups and paid to the Society by a date to be determined by the Board;
 - b) Annual renewal of the levy will be by the date determined by the Board in terms of Rule 12.2.3a), and notified by the Secretary.

12.3 Committee

- 12.3.1 A Branch or Interest Group shall be administered by a committee which shall be elected at each Branch or Interest Group Annual General Meeting.
- 12.3.2 The committee shall comprise not less than five members and must include the following three officers: a Chairperson or Convenor, a Secretary, and a Treasurer.
- 12.3.3 A minimum of fifty per cent (50%) of the committee, including the three officers Chairperson or Convenor, Secretary, and Treasurer must be full (Ordinary, Joint, Youth or Life) members of the Society. All Branch or Interest Group committee members must maintain Society and/or Local membership for their term of office.
- 12.3.4 If at a Branch or Interest Group Annual General Meeting the required officers are not elected, the Annual General Meeting may, by specific resolution, delegate to the elected committee the power to co-opt as required from Society members.
- 12.3.5 A Branch or Interest Group committee shall have power to co-opt additional members to serve on such committee for any special purpose or purposes.
- 12.3.6 At all meetings of the Branch or Interest Group committee, one more than half of the committee members shall constitute a quorum.

12.4 Meetings

- 12.4.1 A Branch or Interest Group Committee shall have the power to arrange the Branch or Interest Group annual programme and to determine, regulate and control the use by its members and others of its facilities and to control its activities.
- 12.4.2 Committee Meetings, Annual General Meetings and Extraordinary General Meetings shall be chaired by the Convenor of the Branch or Interest Group, or a member appointed by the Committee to be the Chairperson.

12.5 Annual General Meetings

- 12.5.1 Unless specifically approved otherwise by the Board following written application by the Branch or Interest Group (such permission to be applied for each year), the Annual General Meeting of that Branch or Interest Group must be held between 1 April and 30 June of each year.
- 12.5.2 At least thirty (30) days' notice of the date of such Annual General Meeting shall

be given to all Branch or Interest Group members.

12.5.3 At Annual General Meetings of the Branch or Interest Group ten per cent (10%) of the membership, as defined in Rule 5.1 (Ordinary, Joint, Youth or Life) and Rule 12.2.1 (Branch and Interest Group Local membership), but with a minimum of ten (10) members, shall constitute a quorum.

12.5.4 The business of the Branch or Interest Group Annual General Meeting shall include:

- a) minutes of the previous Annual General Meeting;
- b) receipt of the Branch or Interest Group Annual Report and statement of accounts for the preceding financial year;
- c) setting, where applicable, the annual subscription and/or meeting attendance fee for the following year;
- d) election of a committee;
- e) appointing, for the ensuing year, an Independent Financial Reviewer who shall hold no other office in that Branch or Interest Group;
- f) General Business.

12.6 Extraordinary General Meetings

12.6.1 A Branch or Interest Group may find from time to time that matters arise between Annual General Meetings that require members to discuss and vote on issues of significance.

12.6.2 An Extraordinary General Meeting may be called by resolution of the Branch or Interest Group committee or by written requisition to the Secretary of the Branch or Interest Group signed by not less than ten percent (10%) of members of the Branch or Interest Group entitled to vote as defined in Rule 5.1 (Ordinary, Joint, Youth or Life) and Rule 12.2.1 (Branch and Interest Group Local membership).

12.6.3 At least thirty (30) days' notice of the date of such Extraordinary General Meeting shall be given to all Branch or Interest Group members, with the meeting to be held within ninety (90) days of the resolution of the committee or of receipt by the Secretary of the Branch or Interest Group of the written requisition.

12.6.4 At an Extraordinary General Meeting of the Branch or Interest Group ten percent (10%) of the membership, as defined in Rule 5.1 and Rule 12.2.1, but with a minimum of ten (10) members, shall constitute a quorum.

12.6.5 Only business stated in the resolution or requisition shall be considered at the Extraordinary General Meeting, provided that any other business that in the opinion of at least two-thirds of the members present arises directly may also be considered.

12.6.6 The minutes of an Extraordinary General Meeting shall be presented to the next Annual General Meeting for confirmation, or in the case of a windup resolution of the Branch or Interest Group, be part of the formal records transferred in terms of Rule 12.12.

12.7 Mode of Voting

12.7.1 The mode of voting at all Branch or Interest Group meetings shall be by the voices, or if the Chairperson or any three other members require, by a show of hands except that, in respect of the election of the Branch or Interest Group Committee, such election may be conducted by secret ballot.

12.7.2 Society members who are also members of the Branch or Interest Group, together with Branch and Interest Group Local membership as defined in Rule 12.2.1, will

be entitled to propose and second nominations for Branch or Interest Group committee or officers, and to vote on the election of the Branch or Interest Group committee or officers.

12.8 Funds and Financial Matters

12.8.1 In its sole and absolute discretion but subject to the Rules of the Society, a Branch or Interest Group shall be responsible for the financial control and transactions and all money received by that Branch or Interest Group.

12.8.2 The financial year of a Branch or Interest Group shall end on 31 March of each year.

12.8.3 The annual statement of accounts of a Branch or Interest Group shall be subject to an independent financial review.

12.8.4 A Branch or Interest Group will determine its annual subscription, meeting attendance or other fees, other than those provided for under Rule 12.2.3, at its Annual General Meeting.

12.8.5 A Branch or Interest Group shall forward to the Secretary copies of its annual reports, independently reviewed annual statement of accounts and such other information as the Board may from time to time require.

12.9 Power to Enter into Contracts in Society's Name

A Branch or Interest Group shall not have the power to enter into contracts in the name of the Society without the prior consent in writing of the Board.

12.10 Branches and Interest Groups Registered as Charities

A Branch or Interest Group operating as an unincorporated group, and registered as a charity, must ensure that:

- a) any income, benefit, or advantage must be used to advance the charitable purposes of the Branch or Interest Group;
- b) no member of the Branch or Interest Group, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Branch or Interest Group in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage;
- c) any payments made to a member of the Branch or Interest Group, or person associated with a Branch or Interest Group, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

12.11 By-laws

Any Branch or Interest Group shall be entitled to make, amend or rescind, at the Branch or Interest Group Annual General Meeting, By-laws consistent with the Act or with the Rules of the Society for the regulation of the internal management, activities and proceedings of the Branch or Interest Group and other matters connected with the Branch or Interest Group affairs. These By-laws must be approved by the Board.

12.12 Disposal of Assets

Where a Branch or Interest Group ceases to exist, the surplus assets are to be distributed to the New Zealand Society of Genealogists Incorporated or a charitable organisation or not-for-profit public library in the local area. Alternatively the assets may be held in trust by the Society for a period of up to 3 years pending the formation of a new charitable Branch in that area, or in the reformation of that charitable Interest Group and at the end of that period, if not required for that purpose, be transferred to the New Zealand Society of Genealogists Incorporated. The disposal of assets as stated above shall be determined between the Board and those who were members of the Branch or Interest Group on the date it ceased to exist. Failing such agreement between the parties, the matter shall be

referred to the decision of two arbitrators, one to be appointed by the Board and one by the Branch or Interest Group members in accordance with and subject to the provisions of the Arbitration Act 1996 and its Amendments, to be disposed of to a charitable organisation.

13. ALTERATIONS TO THESE RULES

- 13.1 No change of these Rules shall be approved if it in any way alters the exclusively charitable nature of the Society, or is contrary to the Incorporated Societies Act 1908 or to the Charities Act 2005.
- 13.2 These Rules may only be amended or replaced by a two-thirds majority of votes cast in the postal and/or electronic secret ballot held for that purpose except that the Board, by resolution, shall have the power to authorise such changes as are compulsorily required to be registered to comply with the Incorporated Societies Act 1908 and the Charities Act 2005, without such changes first being put to the vote.
- 13.3 The Board will conduct a regular review of the Rules to take in to account the strategic directions of the Society, changes to legislation, and other relevant circumstances, and consult with members. Any member who seeks an alteration to these Rules shall give notice in writing to the Secretary by such date as the Board shall advise, so as to contribute to this review process.
- 13.4 Ballot papers shall be sent to each full member (Ordinary, Joint, Youth or Life) of the Society, who, in accordance with these Rules is entitled to vote, at least thirty (30) days before the closing date of the secret ballot.
- 13.5 The Board shall appoint a Returning Officer and a Deputy Returning Officer for the purpose of conducting the secret ballot in accordance with these Rules.
- 13.6 The result of the secret ballot shall be declared at the earliest practicable date after the closing date of the ballot.

14. WINDING UP AND DISPOSAL OF SOCIETY ASSETS

- 14.1 The Society may be wound up voluntarily if the Society at a general meeting of its members passes a resolution, by a two-thirds majority of votes cast in a postal and/or electronic secret ballot held for that purpose, for which notice of motion has been given of a meeting requiring the Society to be wound up, and the resolution is confirmed at a subsequent general meeting called for that purpose and held no earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 14.2 If the Society is wound up:
- a) the Society's debts, costs and liabilities shall be paid; and
 - b) surplus money and other assets may be disposed of subject to the requirements of the Charities Act 2005:
 - i) by resolution of those members at a general meeting held in accordance with Rule 11.1; and
 - ii) according to the provisions of the Incorporated Societies Act 1908 and the Charities Act 2005.
- 14.3 Any distribution under Rule 14.2 shall not be made to any member or individual but to a charitable organisation having similar objects to this Society.