



**RULES of
SISTER CITIES NEW ZEALAND INCORPORATED
("the Society")**

1 Name

1.1 The name of the Society shall be "**SISTER CITIES NEW ZEALAND INCORPORATED**".

2 Mission Statement

2.1 The Mission of the Society shall be to act as a non-profit organisation working to increase global co-operation at the local level, promote cultural understanding, stimulate economic development and play a part in the achievement of world peace by fostering a citizens network of organisations and individuals devoted to creating and strengthening partnerships between various New Zealand and international communities.

3 Objectives

3.1 The Objectives of the Society shall be:

- (a) To provide a supportive structure that will assist any organisation, government department or council wishing to establish or enhance international links with other countries that are consistent with its Mission so that such links between organisations in New Zealand and other countries will increase;
- (b) To encourage community activities within New Zealand that are undertaken in association with affiliates in other countries including the encouragement of youth activity aimed at community and international friendships;
- (c) To pursue an active public relations policy and so promote understanding and greater public awareness of the objectives and activities of Sister Cities New Zealand Inc. in the community and with central and local government;
- (d) To disseminate information about those local and international activities which promote international links;
- (e) To encourage growth of activities through seminars and workshops held regionally, nationally and internationally;
- (f) To form strategic links and co-operate with other organisations having similar aims and objectives and with the relevant agencies of central and local government;
- (g) To encourage and promote charitable and other activities for public benefit;
- (h) To represent and promote the interests of the members of the Society;
- (i) To do any act or thing incidental or conducive to the attainment of any of the Objectives of the Society; and,
- (j) To make regulations that will advance the attainment of any of the Society's Objectives.

4 Membership

- 4.1 Applicants for membership of any class of member except Life Member and Honorary Member shall submit such information as the Board requires with the then current annual prescribed subscription fee for the relevant class of membership.
- 4.2 The Board shall have an absolute discretion whether or not to admit an applicant as a member and shall advise the applicant of its decision. If the Board declines to admit any applicant as a member, the Board shall not be obliged to give that applicant reasons for that decision.
- 4.3 The following classes of membership shall apply:

Organisational Members

- (a) **Local Government Members:**
Any city, district or regional council.
- (b) **Community Group Members:**
- (i) Any community group or committee with a local affiliation programme of its own, or
 - (ii) Any community board within the jurisdictional limits of a local authority that has its own separate local affiliation programme; or,
 - (iii) Any non-profit association or organisation with similar objectives to the Society.
- (c) **Corporate Members:**
Any incorporated or unincorporated body pursuing profit or pecuniary objectives.
- (d) **Schools:**
Any school.

Personal Members

- (e) **Individual Members:**
Any person.
- (g) **Life Members:**
Any person who has, in the opinion of the Annual General Meeting and on recommendation of the Board, rendered meritorious service to the Society.
- (h) **Honorary Members:**
Any person who has, in the opinion of the Board, had a distinguished record in the field of international activities or exchanges. Honorary Membership may be conferred for life or a fixed number of years.

5 Termination of Membership

- 5.1 With the exception of Honorary Members and Life Members any other member shall cease to be a member of the Society in the event of any one or more of the following events occurring:
- (a) When the member's annual subscription remains unpaid for a period of three (3) calendar months from the due date for payment. Any member ceasing to be a member of the Society under this subsection may at the discretion of the Board be reinstated upon payment of all arrears of subscriptions;
 - (b) Upon a resolution being passed by a majority of the Board members expelling any member from membership of the Society. No such resolution shall be

passed unless such member shall have first been given the reasonable opportunity to be heard; and,

- (c) Upon written notice of a member's intention to resign being delivered to the Registered Office. No refund of a resigning member's annual subscription shall be payable.

6 Meetings

- 6.1 The Annual General Meeting of the Society shall be held not later than the 31st day of May in each year.
- 6.2 A Special General Meeting of the Society may be called by special resolution of the Board or upon the Board receiving a request in writing signed by not less than ten members. Any such Special General Meeting shall be held within one month of its call.
- 6.3 The date, time and place of each General Meeting shall be fixed by the Board and written notice thereof shall be sent to each member at the address recorded in the register of members or published in the Society's newsletter at least ten days before the date set for such meeting. In the case of a Special General Meeting, the notice sent to members shall set out the business to be transacted at such meeting and no other business will be transacted at the meeting.
- 6.4 Five members personally present shall be a quorum at any General or Special Meeting. If within an hour of the time appointed for any meeting a quorum shall not be present the meeting shall be dissolved.
- 6.5 Each general meeting will be chaired by the Board President or his nominee.
- 6.6 The business of the Annual General Meeting shall be:
 - (a) To receive and approve the minutes of the previous General Meetings;
 - (b) To receive the Annual Report from the Board;
 - (c) To receive and approve the annual accounts;
 - (d) To elect the President, Vice President, and other Board members in accordance with Rule 7;
 - (e) To consider and vote on (if applicable) any motions of which notice has been given;
 - (f) To approve the budget for the next financial year; and,
 - (g) To consider any general business.
- 6.7 Any member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice to the Registered Office not less than 28 days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to the members.
- 6.8 Written nominations for Board membership accompanied by the written consent of each nominee shall be delivered to the Registered Office at least 14 days before the date of any General Meeting called to appoint Board members. No nominee need be a member of the Society to be eligible for election onto the Board.

7 Voting

- 7.1 Each member of the Society present at the meeting and whose annual subscription is current shall be entitled to vote on each motion or issue put to any General Meeting.

- 7.2 Voting at any General Meeting (except for the election of the President, Vice-President and Directors, which shall be undertaken by poll) shall in the first instance be by voices, but if there is any doubt, then the Chairperson may require a show of hands, provided always that the Chairperson or any three members present may demand a poll.
- 7.3 On any poll, each member of each class shall have the following number of votes:
 - Local Government Members 3 votes
 - Community Group and Corporate Members 2 votes
 - Schools, Individuals, Honorary and Life Members..... 1 vote
- 7.4 Votes by local government, community group, corporate members and schools shall be exercised by their representative at the meeting.
- 7.5 Voting shall be in person, provided however that a member may exercise the vote entitlement of one member organisation as well as their personal vote. Votes shall be counted in accordance with Rule 7.3.
- 7.6 In the event of any dispute as to the right of a person at a meeting to exercise a vote the Chairperson’s decision shall be final.
- 7.7 In the event of an equality of votes at any meeting the result shall be decided by the toss of a coin.

8 Board

- 8.1 The Board membership shall consist of seven persons elected at Annual General Meetings as vacancies arise in accordance with Rule 8.2 as follows:
 - (a) A President;
 - (b) A Vice-President; and,
 - (c) Five general members.
- 8.2 The President, Vice-President and general Board members shall hold office for a term of two years, unless they earlier die, resign or are removed pursuant to the provisions of these Rules, and are eligible for re-election.
- 8.3 Provided there are sufficient nominations, not less than two Board members shall be domiciled in each of the North Island and the South Island of New Zealand. If upon the voting for the election of the Board, there will be less than two Board members from either island, then the highest polling unsuccessful candidate from the island lacking two members shall be declared elected ahead of the lowest polling (otherwise successful) candidate from the other island.
- 8.4 If at any time there is a vacancy on the Board, it may be filled by a Board appointment solely at the Board’s discretion. Any such appointee shall hold the position until the next election of the Board, or she or he earlier dies, resigns or is otherwise removed in accordance with these Rules.
- 8.5 No officer or Board member shall be liable for the acts or defaults of any other officer or Board member, unless occasioned by their wilful default or by their wilful acquiescence.
- 8.6 No officer or Board member shall receive any compensation for their services, but by resolution of the Board they may receive reimbursement for actual and necessary expenses incurred in the performance of their duties.

8.7 Nothing in clause 8.6 shall prevent the Board appointing and remunerating any entity with which a Board member is associated (whether as a director, shareholder, official, elected representative or otherwise) to undertake secretarial or other services provided such remuneration does not exceed then current commercial rates, and the Board member's interest has been disclosed.

9 Board Meetings

9.1 The President, or in his or her absence, the Vice-President shall chair each Board meeting.

9.2 The Board may adopt such rules as it considers expedient for the running of its meetings, in accordance with the recognised rules of meeting procedure.

9.3 Any member of the Board who shall be absent from two consecutive meetings of the Board without leave of absence shall by resolution by the Board cease to be a member of the Board but may be re-appointed by a subsequent resolution of the Board.

9.4 The Board shall convene a Board meeting on no less than two occasions per annum.

9.5 Not less than three days' notice shall be given to each Board member of the date and time for each Board Meeting.

9.6 The Board may conduct the business of a Board meeting:

- (a) By members personally present; or,
- (b) By way of telephone or video conference of members.

9.7 The quorum for each Board meeting shall be four Board members.

10 Powers of the Board

10.1 In addition to its statutory powers, the Board may, by resolution, exercise all other lawful powers to further its Objectives as if it were a natural person. Without limiting the foregoing the Board may for the purposes of carrying out its Objectives:

- (a) Use any of its funds to pay the costs of furthering or carrying out its Objectives;
- (b) Appoint such people or organisations as employees, agents or delegates of the Board and on such terms as it deems expedient, including an Executive Officer, Secretary, Treasurer, Auditor and Solicitor. These people or organisations need not be members of the Society and the remuneration payable to them shall not exceed the then current commercial rates for similar duties;
- (c) Co-opt any person from time to time to assist it, but such co-opted persons or organisations shall not be entitled to vote at any meeting of the Board;
- (d) Create sub-committees or working parties of the Board, which may include persons not members of the Board. Such persons shall be entitled to vote at any meeting of the sub-committee or working party;
- (e) Delegate any of its powers to a sub-committee except the entering of financial commitments or the approval of expenditure;
- (f) Carry out the functions as set out in its Business Plan and otherwise do all things necessary or expedient to manage the affairs of the Society in an efficient and effective manner;
- (g) Purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, or lease or exchange or otherwise deal with any property upon such terms as the Board may decide;

- (h) Borrow or raise money or give security by way of debenture, bonds, mortgage, guarantee or other charge, on such commercial terms as the Board deems expedient;
- (i) Invest in any investment in which a trustee might invest;
- (j) From time to time make, alter, add to and revoke such regulations (not inconsistent with these Rules) as it may consider advisable for the management and control of the Society and for the carrying out of these Rules. Every member of the Society shall observe and comply with all regulations so made; and,
- (k) Determine the place of the Registered Office of the Society.

11 Finance

- 11.1 The control and investment of the Society's funds shall be exercised by resolution of the Board which shall operate one or more bank accounts in the name of the Society into which all of the Society's funds shall be paid.
- 11.2 Withdrawals from any Society bank account shall be signed by any two authorised signatories, such authorisation being as resolved by the Board from time to time.
- 11.3 Notwithstanding clause 11.2 the Board may authorise such persons as it thinks necessary to operate any special bank accounts on behalf of the Society.
- 11.4 The books of account of the Society shall be audited each year by the Auditor before the Annual General Meeting and the audited accounts for the previous year shall be presented to the Annual General Meeting.
- 11.5 No profits arising from the projects of the Society shall be applied for private pecuniary benefit of any member of the Society.

12 Financial Year

- 12.1 The financial year shall commence on the 1st day of January and end on the 31st day of December each year.

13 Subscriptions

- 13.1 The annual subscription for Local Government Members shall be determined for the next financial year at the Annual General Meeting.
- 13.2 The Board shall determine the subscriptions for all other classes of membership taking into account such factors as it deems appropriate.

14 Indemnity

- 14.1 Board members, officers and Society members shall be indemnified by the Society for all liabilities and costs properly incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

15 Execution of Documents

- 15.1 The Common Seal of the Society shall be retained at the Registered Office.
- 15.2 Documents shall be executed for the Society pursuant to a resolution of the Board:
 - (a) By affixing the Common Seal witnessed by the President or Vice-President and counter signed by one other Board member, or,

- (b) Where the document is not required by statute to be executed under common seal, by the President, Executive Officer or other such person as authorised by the Board, by signing on behalf of the Society.

16 Winding Up

- 16.1 The Society may be wound up or liquidated in accordance with the provisions of the Incorporated Societies Act 1908.
- 16.2 If the Society is wound up or liquidated, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such charitable purposes in New Zealand as may be determined by the resolution to wind up, or failing such resolution, then in accordance with statute, but in no case may any distribution be made to any member.

17 Alteration to the Rules

- 17.1 No alteration, addition, amendment or revision of or to the Rules of the Society shall be made except where:
 - (a) At least one calendar month's notice in writing of the proposed alteration, addition, amendment or revision has been given to each member (and such notice shall be deemed given if published in the Society's newsletter); and,
 - (b) Such notice having been duly given, at least two thirds of the financial members present and voting at the General Meeting vote in favour of such amendment.

AND in no circumstances may any such alteration, addition, amendment or revision have the effect of providing that upon the dissolution or liquidation of the Society the net proceeds of realisation will be paid to any of the members or will be applied for other than charitable purposes in New Zealand.

18 Interpretation

- 18.1 A resolution of the Board on the construction or interpretation of any Rule shall be conclusive and binding on all members of the Society until set aside or varied at a Special General Meeting of the Society held within thirty days of the date of such resolution.
- 18.2 A resolution of the Board shall be final unless set aside or varied by subsequent Board resolution or by Special General Meeting of the Society held within thirty days of the date of such resolution.