

## **Rules of ROMANCE WRITERS OF NEW ZEALAND INCORPORATED**

### **1. Article One — Name, Principal Office and Definitions**

1.1 The name of this society is Romance Writers of New Zealand Incorporated, at times referred to in these Rules as RWNZ.

1.2 The Principal Office of RWNZ is located in New Zealand.

1.3 In these Rules ‘meeting’ means an Annual General Meeting or Special General Meeting of RWNZ unless otherwise indicated in a certain clause.

1.4 The Committee is to be called the Executive Committee of RWNZ, at times referred to in these Rules as the Executive.

### **2. Article Two — Objects of RWNZ**

2.1 **General Purpose and Aims.** The objects of RWNZ are to:

2.1.1 Promote excellence in writing;

2.1.2 Support members to become published authors and establish careers in romance writing;

2.1.3 Promote excellence in the genre of romantic fiction;

2.1.4 Promote mutual support and networking opportunities among members;

2.1.5 Promote a positive and professional image of romance authors and their works.

2.1.6 Provide and facilitate education for members;

2.2 **Major Activities Furthering Organisational Objects.** In order to further its organisational objects RWNZ shall undertake the following activities, unless the Executive, as determined by a majority, decide it is not in the best interests of the organisation to do so.

2.2.1 **Annual National Conference.** Unless vetoed by a majority vote of the Executive, an Annual National Conference shall be held each year between July 1st and September 30<sup>th</sup> in accordance with the procedures described in the Meeting section of these Rules.

2.2.2 **Contests and Awards.** RWNZ shall establish and maintain such contests and awards for published or unpublished works as are determined by a majority vote of the Executive. All fees or charges for participation in any contest shall be determined by the Executive in relation to the costs of administering such contests and providing awards.

2.2.3 **Newsletter and/or Magazine.** RWNZ shall publish a newsletter and/or magazine to be distributed, either in print or electronically, to all members of RWNZ.

2.2.4 **Chapters.** RWNZ may grant chapter affiliation to groups of RWNZ members in accordance with the procedures described in the Chapters section of these Rules.

2.2.5 **Educate and Inform.** RWNZ shall strive to educate and inform members through its Annual National Conference, workshops, newsletter and/or magazine, e-group, web site and other methods as determined by a majority of the Executive.

2.2.6 **Provide a Forum.** RWNZ shall provide a forum for members to interact with fellow writers and other publishing industry professionals.

2.2.7 **Provide Policies.** To assist with furthering its objects, RWNZ shall provide policies for the day-to-day management of RWNZ that shall be adhered to by all members.

2.2.8 **Other Activities.** RWNZ may undertake other activities, as determined by a majority of the Executive, to further its objects.

2.3 **Charitable Purpose.** Notwithstanding anything in these Rules, the objects of RWNZ are or shall be charitable and shall be deemed not to include or extend to any matter or thing which is or shall be held or determined to be non-charitable and the powers and purpose of RWNZ shall be restricted accordingly and limited to New Zealand.

### 3. Article Three — Membership

3.1 **Membership Qualifications.** The membership of RWNZ shall be composed of those persons with an interest in writing romance fiction, as well as other related individuals who support and adhere to the purposes of RWNZ.

3.1.1 Membership shall not be denied to otherwise qualified persons because of marital status, sex, religious belief, ethical belief, colour, race, ethnic or national origins, disability, political opinion, employment status, sexual orientation or family status.

3.2 **Categories of Membership.** There shall be two categories of membership as defined below:

3.2.1 **General Membership** shall be open to persons aged 16 years and over who are interested in writing romance fiction, published or unpublished, and other related individuals who voluntarily embrace the purposes of RWNZ and who agree to accept and be bound by these Rules.

3.2.2 **Honorary Membership** shall be awarded and removed at the discretion of the Executive. To qualify, a member must have shown consistent dedication and support for RWNZ that has clearly taken time, effort and personal sacrifice on their part, or alternatively their honorary membership must be of benefit to RWNZ. A maximum of 15 honorary memberships may be in existence at any one time.

3.3 **Application for Membership.** An application of a person for membership of RWNZ must be made by completing an electronic application form and sent to the Membership Secretary.

3.3.1 Upon receipt of an RWNZ application form and the required membership dues the Membership Secretary shall consider the application. Any person whose application is not accepted by the Executive shall be notified by RWNZ and dues paid shall be refunded. Reasons for not accepting an application need not be given.

3.3.2 The Membership Secretary must, once an application is accepted and on payment by the applicant of membership dues, enter the applicant's name in the register of members. On the name being so entered, the applicant becomes a member of RWNZ.

### 3.4 Fees

3.4.1 The annual fee for membership shall be determined by the Executive. Any proposed change in the amount of the fee shall be announced to the membership no fewer than thirty days before such proposal shall be voted on by the Executive, and any such change in the amount of membership must be approved by at least a three-fourths (3/4) vote of the Executive.

3.4.2 With the exception of Honorary members, who shall not pay fees, failure to pay the annual membership fee by the due date shall result in immediate and automatic forfeiture of RWNZ membership.

3.4.3 A member whose membership is forfeited may reapply for membership. Such a member shall be considered a new member and shall not be entitled to receive retroactively the benefits or privileges lost as a result of the forfeiture of membership.

3.4.4 The membership fees of a new or existing member may be paid by a third party. The fees paid for by the third party will grant the member all rights, privileges, and benefits as stated in Section 3.5 (Membership Benefits). The third party will not be given any of these benefits.

3.5 **Membership Benefits.** All members of RWNZ shall be eligible for RWNZ's official publications, may attend the Annual National Conference, may belong to one or more RWNZ chapters, and shall be eligible for such other rights, privileges and benefits provided from time to time by the Executive. Some benefits may require payment in addition to their membership fee.

3.6 **Resignation from Membership.** Any member may resign by filing a written resignation with the President or Membership Secretary but such resignation shall not relieve the member so resigning of the obligation to satisfy any outstanding debts to RWNZ, nor shall any membership fees or any fractional portion thereof be refunded.

3.7 **Cessation of Membership.** A person ceases to be a member of RWNZ upon:

3.7.1 Resignation of membership; or

3.7.2 Death; or

3.7.3 With the exception of Honorary members, failure to pay the annual membership fee; or

3.7.4 Expulsion as per rule 4.6

3.7.5 Cessation shall not relieve the member of the obligation to satisfy any outstanding debts to RWNZ, nor shall any membership fees or any fractional portion thereof be refunded.

### 3.8 **Register of Members.**

3.8.1 The Membership Secretary of RWNZ must establish and maintain a register of members of RWNZ specifying the name, postal and email addresses and telephone number of each person who is a member of RWNZ together with the date on which the person becomes a member.

3.8.2 If a member tenders their resignation in writing, this must be filed with the membership forms. The Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.9 **Membership Entitlements Not Transferable.** A right, privilege or obligation that a person has by reason of being a member of RWNZ is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership unless by approval of the Executive.

3.10 **Member's Liabilities.** The liability for a member of RWNZ to contribute towards the payment of the debts and liabilities of RWNZ or the costs, charges and expenses of the winding up of RWNZ is limited to the amount, if any, unpaid by the member in respect of membership of RWNZ.

## 4. **Article Four — Code of Ethics**

4.1 RWNZ's code of ethics requires all members to embrace the purposes of RWNZ in accordance with the policies and procedures set forth in these Rules.

4.2 The following acts will constitute Serious Misconduct and may result in expulsion (per rule 4.6) from RWNZ:

4.2.1 Any form of plagiarism, copyright infringement or other intellectual property right infringement;

4.2.2 Misrepresenting membership qualifications;

4.2.3 Failing to pay amounts owed to RWNZ following receipt of written demand

4.2.4 Verbal (in person or via telephone), written (postal or electronic) or physical conduct of an offensive nature towards the Executive, members of RWNZ, RWNZ sponsors, guests, contest organisers, judges or any other person affiliated with RWNZ;

4.2.5 Verbal or physical conduct of an offensive nature which disrupts any RWNZ sponsored meeting or function or seriously impairs the ability of the Executive to function or conduct its authorised business;

4.2.6 Misuse or unauthorised use of RWNZ property;

4.2.7 Misuse or unauthorised use of RWNZ records;

4.2.8 Illegal or unethical conduct in an RWNZ election;

4.2.9 Deliberate conduct that has, or is intended to have, a serious negative impact on a fellow member's writing career;

4.2.10 Failure to support or adhere to the stated objects and mission of RWNZ as stated in the General Purpose and Aims section of these Rules;

4.2.11 Serious misconduct in the performance of duties by an officer of RWNZ or an officer of any of its chapters; and Dereliction of Duty by an Officer of RWNZ or an officer of any of its chapters.

4.2.12 Failure to abide by RWNZ's Rules.

4.2.13 Any other acts, deemed by a majority vote of the Executive, to be inconsistent with the objects purposes of RWNZ.

4.3 **Complaint Procedure.** The Executive may refuse to deal with a complaint if it considers the complaint to be unsubstantiated, trivial or vexatious in nature. On receiving a valid written complaint, the Executive must:

4.3.1 Serve written notice of the complaint on the member concerned;

4.3.2 Give the member at least fourteen days from the time the written notice is served within which to make written submissions to the Executive in connection with the complaint; and

4.3.3 Take into consideration any written submissions made by the member, or any other RWNZ member who witnessed the event, in connection with the complaint.

4.4 **No Basis.** If a complaint is found to have no basis the member will be advised in writing. The complaint will not be held in any way against the member.

4.5 **Reasonable Doubt.** In the absence of conclusive proof, if reasonable doubt exists and this reflects on RWNZ or on the performance of the Executive's goals and duties, then written warning should be given to the member. After one such warning re-offending will automatically lead to expulsion.

4.6 **Expulsion.** The Executive may, by resolution, expel the member from RWNZ if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and expulsion is warranted in the circumstances.

4.6.1 **Notification.** If the Executive expels a member, the Secretary must give written notice to the member of the expulsion within ten days. The notice must specify the reasons given by the Executive for the expulsion and give details of the member's right of appeal. Written notice will be deemed to be given if it is delivered personally or by mail (postal or electronic) to the address as recorded in the membership register.

4.6.2 The expulsion does not take effect:

4.6.2.1 Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

4.6.2.2 If within that period the member exercises the right of appeal, unless and until the Executive confirms the resolution.

4.6.3 If the Executive expels a member under this article 4.6, the Executive may exclude such a member from any writing contest or annual conference or any other similar activity organised by RWNZ if the Executive has a reasonable concern that such a member may, in participating in the activity:

4.6.3.1 Plagiarise and/or infringe another person's intellectual property rights;

4.6.3.2 Infringe any other law; or

4.6.3.3 Do anything that would bring RWNZ into disrepute.

4.6.4 Any member expelled under article 4.6 acknowledges that the power of the Executive under article 4.6.3 survives after their expulsion and that article 4.6.3 will be enforceable even though they are no longer a member.

#### **4.7 Right of Appeal of Expulsion.**

4.7.1 A member may appeal their expulsion to RWNZ within ten days of notice of the resolution being served on the member, by lodging with the Secretary a notice to that effect.

4.7.2 The notice may, but does not need to, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

4.7.3 On receipt of a notice from a member, the Secretary must notify the Executive, which must refer the notice to an independent panel of three persons appointed by the Executive within two months after the date on which the Secretary received the notice.

4.7.4 When the independent panel considers the appeal:

4.7.4.1 No business other than the question of the appeal is to be transacted;

4.7.4.2 The Executive and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

4.7.4.3 The independent panel must make a unanimous decision about the appeal and must notify the Secretary of its decision whether the resolution should be confirmed or revoked.

**4.8 Resolving Internal Disputes.** In the event of a dispute arising between members (in their capacity as members), or between a member and RWNZ, or a member and the Executive, or between members of the Executive, the following procedure shall apply:

4.8.1 Each side of the dispute shall nominate a representative who is not directly involved in the dispute. These representatives shall then attempt to settle the dispute by negotiation.

4.8.2 Should the nominated representatives be unable to resolve the dispute within fourteen days (or such time as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation. That mediator's decision shall be final and binding.

## **5. Article Five — Meetings of the Membership**

5.1 **Meeting Chairperson.** The President or, in the President's absence, the Vice-President is to preside as chairperson at each meeting of RWNZ.

5.1.1 If the President and Vice-President are absent or unwilling to act, the Executive members present must elect one of their number to preside as chairperson at the meeting.

5.1.2 If no Executive members are present or willing to act, then those members who are present must elect one of their number to preside as chairperson at the meeting.

### **5.2 Annual General Meeting.**

5.2.1 RWNZ must convene an Annual General Meeting of its members. The AGM will be held at the Annual RWNZ conference. If no conference is held, then the AGM will be held within the period three months after the completion of the review of the yearly accounts.

5.2.2 The purpose of the Annual General Meeting is for the RWNZ Executive to present to members a reviewed set of annual financial statements, report on the committee work done during the preceding year, to answer questions and hear suggestions from the membership, to vote on any matter of which due notice has been given and introduce members of the Executive for the forthcoming year.

5.2.3 A member desiring to bring any business before an Annual General Meeting must give notice in writing of that business to the Secretary. Any matters to be submitted to a vote by members must be seconded and include argument in favour of the remit.

5.2.4 The Secretary must include that business in the next notice calling an Annual General Meeting given after receipt of the notice from the member.

5.2.5 **Notice.** The date, place, and time of the Annual General Meeting shall be delivered to each member either personally or by electronic mail at the member's address appearing in the register of members, at least thirty days prior to the holding of the Annual General Meeting. No other notice of such meeting is required.

5.2.6 The proposed Agenda, including matters to be submitted to a vote by the members, shall be delivered to each member either personally or by electronic mail at the member's address appearing in the register of members at least ten days prior to the holding of the Annual General Meeting.

### **5.3.1 Special General Meetings.**

5.3.2 Special General Meetings of the members may be called by the President or by a majority of the Executive at a meeting of the Executive at which a quorum is present.

5.3.2 The Executive must convene a Special General Meeting of RWNZ upon the written (or email) request of at least twenty per cent of the RWNZ membership.

5.3.3 A members' request for a Special General Meeting must state the purpose or purposes of the meeting; be signed by the members making the requisition; must be lodged with the Secretary; and may consist of several documents in a similar form, each signed by one or more of the members making the request.

5.3.4 If the Executive fails to convene a Special General Meeting to be held within eight weeks after that date on which a requisition for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting no later than twelve weeks after that date.

5.3.5 **Notice.** In the case of a Special General Meeting, notice of the date, place, time and purposes for which the meeting is called shall be delivered to members, either personally or by electronic mail, at the member's address appearing in the register of members, not less than ten days before the date of the meeting. No other notice of such meeting is required.

**5.4 Annual National Conference.** An Annual National Conference shall be held each year between July 1<sup>st</sup> and September 30<sup>th</sup>. This date can be changed or the conference can be vetoed by the majority of the Executive.

5.4.1 The Annual National Conference shall generally be held in Auckland although it may, from time to time, be held outside the Auckland area.

5.4.2 A proposal to hold the Annual National Conference out of Auckland must be presented to and approved by the Executive. The proposal must include the names of members likely to be on the conference committee, the probable venue, anticipated date of the conference, estimated number of attendees, a budget and any other information deemed appropriate by a majority of the Executive.

5.4.3 The Executive reserves the right to cancel any national conference deemed not to be financially viable or which may endanger the reputation of RWNZ, as determined by a majority of the Executive. Where a majority of the Executive makes such a determination, the reason for the proposed cancellation must be given to the members. Notice of the proposed cancellation must be given to members as soon as practicable.

5.5 **Conference Committee.** Any committee formed to organise a conference (the Conference Committee) will not have and may not exercise the authority of the Executive. The Conference Committee will be subject to the clauses included in the Committee section of these Rules.

5.6 **Other Conferences or Workshops** may be held by an affiliated chapter if approved by a majority of that chapter's members.

5.6.1 An affiliated chapter may hold workshops or a mini conference. These workshops should promote the genre of romance and not bring RWNZ into disrepute or jeopardise the



success of the Annual National Conference. These workshops should be self-funding. The chapter holding the workshop must submit proposed costs and income to the Executive.

5.6.2 The Executive reserves the right to cancel any conference or workshop deemed not to be financially viable or which may endanger the reputation of RWNZ or jeopardise the success of the Annual National Conference, as determined by a majority of the Executive. Before cancelling the Executive must liaise with the chapter holding the workshop.

5.7 **Member's Voting Rights and Proxy Rights.** Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

5.7.1 A member may vote in person, or by proxy executed in writing by the member.

5.7.2 The notice appointing the proxy is to be in the form sent out with the Agenda to members.

5.7.3 This proxy notice is to be received by the Membership Secretary or Secretary no later than 6.00 p.m. the day before the meeting in respect of which the proxy is appointed.

5.7.4 A member cannot hold more than five proxies.

5.7.5 No proxy shall be valid after one hundred and twenty days from the date of its execution.

5.7.6 All proxies shall become void at the conclusion of the meeting for which the proxies were issued.

5.7.7 Each proxy shall be revocable.

5.8 **Quorum of Members.** No item of business is to be transacted at a meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

5.8.1 Members holding one-twentieth (5%) of the votes entitled to be cast, represented in person, or by proxy, shall constitute a quorum at any meeting of members.

5.8.2 The number of votes entitled to be cast shall be determined by the number of current members recorded in the membership register on the day of voting.

5.8.3 If within half an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting, if convened on the request of members, is to be dissolved. In any other case it is to stand adjourned to a time and place as decided by the Executive.

5.9 **Adjournment**

5.9.1 The chairperson of a meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

5.9.2 Notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 5.10 Making of Decisions

5.10.1 A question arising at a meeting of RWNZ is to be determined on a show of hands, unless before or on the declaration of the show of hands a written ballot is demanded. A declaration by the chairperson that a resolution has, on a show of hands, been carried or lost, or an entry to that effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

5.10.2 At a meeting of RWNZ, a written ballot may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting. If a written ballot is demanded at a meeting, the ballot must be taken before the close of the meeting as the chairperson directs. The resolution of the ballot on the matter is taken to be the resolution of the meeting on that matter.

5.10.3 The decision of two-thirds of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be required to carry a resolution at a meeting, unless otherwise specified by these Rules or required by law.

5.10.4 A General Member or proxy is not entitled to vote at any meeting of RWNZ unless that member's subscription dues are paid in full to RWNZ prior to the vote in question.

## 5.11 Special Resolutions

5.11.1 A special resolution must be passed by a meeting of RWNZ to effect the following changes:

- a) A change of RWNZ's name;
- b) A change of RWNZ's Rules;
- c) A change of RWNZ's objects;
- d) An application for registration as a charity;
- e) An amalgamation with an incorporated society;
- f) An application for registration as a company.

5.11.2 A resolution of RWNZ is a special resolution if it is passed by at least three-quarters of such members of RWNZ as, being entitled under these Rules so to do, vote in person or by proxy at a meeting of which at least 10 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

5.12 **Voluntary Liquidation of RWNZ.** A resolution to voluntarily liquidate RWNZ and distribute its property must be passed by a meeting of RWNZ.

5.12.1 A resolution to voluntarily liquidate RWNZ and distribute its property must be passed by a simple majority which comprises half the vote plus one of such members of RWNZ as, being entitled under these Rules so to do, vote in person or by proxy at a meeting of which at least 10 days' notice specifying the intention to propose the resolution was given in accordance with these Rules.

5.12.2 If the resolution to liquidate RWNZ is passed a second meeting must be called not earlier than thirty days from the first meeting to pass a resolution confirming the earlier decision to liquidate RWNZ. Once again a simple majority is required to pass the resolution.

5.12.3 If the resolution is lost, the earlier resolution lapses. If the confirming resolution is passed, the members must appoint one or more liquidators to liquidate the affairs of RWNZ.

## **6. Article Six — Chapters**

6.1 **Application for Chapter Affiliation.** RWNZ may grant affiliated chapter status to qualifying groups of RWNZ members.

6.2 To qualify as an RWNZ affiliated chapter, a proposed affiliated chapter group must:

6.2.1 Elect a group convenor;

6.2.2 Submit to the RWNZ President the name and address of their group convenor for the President's approval;

6.2.3 Submit a written application to the Vice President of RWNZ for recognition as an affiliate; and

6.2.4 Be composed solely of RWNZ members in good standing.

6.3 **Maintaining Chapter Affiliation.** In order to maintain chapter affiliation each chapter shall:

6.3.1 Require all members of the chapter to maintain RWNZ membership;

6.3.2 Abide, uphold and comply with the Rules, purposes, policies and procedures of RWNZ;

6.3.3 Send to the RWNZ Vice President a copy of the bylaws the chapter has adopted for its own governance. Each chapter may adopt bylaws for its own governance not inconsistent with these Rules or with rules adopted by the Executive;

6.3.4 Hold regular chapter meetings for RWNZ members and prospective members only. A minimum of six chapter meetings must be held each calendar year;

6.3.5 Send a written account, or formal minutes if any vote is taken, of their chapter meetings to the Vice President of RWNZ; and

6.3.6 Take sole responsibility to pay their chapter costs if any. Where relevant, the chapter's bank account would be held by the chapter. The chapter's treasurer should forward details of the account to the chapter's members once a year. (A copy should also be sent to the RWNZ Treasurer.)

## **6.4 Loss of Affiliation.**

6.4.1 Failure to perform the requirements listed in 6.3 above (Maintaining Chapter Affiliation) shall automatically result in the loss of affiliation.

6.4.2 The Executive shall notify the chapter in writing of their loss of affiliation.

## **6.5 Appeal of Disaffiliation.**

6.5.1 A chapter whose affiliated status has been revoked may appeal the decision by writing to the Executive within one month from the date of loss of affiliation.

6.5.2 The Executive must consider the appeal within one month of receipt. Upon considering an appeal the decision of a majority of the Executive with a quorum being present shall be final.

## **7. Article Seven — The Committee**

7.1 The Committee is to be called the Executive Committee of RWNZ.

7.2 **Powers of the Executive Committee.** The Executive, subject to the Act, these Rules and to any resolution passed by RWNZ in meeting:

7.2.1 Is to control and manage the affairs of RWNZ;

7.2.2 May exercise all such functions as may be exercised by RWNZ, other than those functions that are required by these Rules to be exercised by a meeting of members of RWNZ;

7.2.3 Has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of RWNZ; and

7.2.4 Has the power to make bylaws as required.

7.3 **Executive Committee.** The Executive Committee is to consist of at least six members in good standing who will include the six voting officers of RWNZ.

7.4 **Officers.** The officers of RWNZ shall be the President, the Vice President, the Secretary, the Membership Secretary, the Publicity Officer and the Treasurer, and shall be elected according to provisions set forth in the Elections Section.

7.4.1 If a majority of the Executive agree, an existing officer holding one of the above positions may also share another officer's position.

7.5 **Duties of Officers.** Duties of the officers shall include but not be limited to the following:

7.5.1 **President's Duties.** The President shall:

7.5.1.1 Serve as the Chief Executive Officer of RWNZ;

7.5.1.2 Serve as spokesperson in regard to established policy;

7.5.1.3 Call, set the agenda for, and preside over all meetings of the Executive and meetings of the general membership unless unable;

7.5.1.4 Appoint, with Executive approval, such committees as may be needed or provided for in these Rules and the chairpersons of such committees;

7.5.1.5 Serve as ex-officio member of all committees;

7.5.1.6 Execute RWNZ business as specified by the Executive and established policy including, but not limited to, the expenditure of RWNZ funds in accordance with the annual budget approved by the Executive;

7.5.1.7 Appoint, with the approval of the Executive, members to serve as Chapter Convenors; and

7.5.1.8 Co-ordinate all activities and fulfil any other obligations required by the Executive.

#### **7.5.2 Vice President's Duties.**

7.5.2.1 The Vice President shall assume the duties of the President in the event the President is temporarily incapacitated or otherwise unable to perform those duties.

7.5.2.2 Until such time as the Vice President may be required to assume the duties of the President they shall:

7.5.2.2.1 Act as Chapter liaison;

7.5.2.2.2 Assume other duties to be decided upon in consultation with the rest of the Executive at the beginning of their term; and

7.5.2.2.3 From time to time fulfil any other obligations required by the Executive.

#### **7.5.3 Secretary's Duties.** The Secretary shall:

7.5.3.1 Be responsible for the recording and preserving of minutes to all Executive meetings and presenting such minutes to the Executive for corrections and approval before entering them in RWNZ's records;

7.5.3.2 Call for nominations to the Executive and, if necessary, dispatch ballot papers to members;

7.5.3.3 Ensure members are sent the Notice of Meeting, Proxy form, Agenda and any other supporting documents and that these are posted on the member's only section of the RWNZ website;

7.5.3.4 Prepare minutes of meetings; and

7.5.3.5 Fulfil any other obligations required by the Executive.

7.5.4 **Membership Secretary's Duties.** The Membership Secretary shall:

7.5.4.1 Maintain a membership list;

7.5.4.2 Print and send out membership packs;

7.5.4.3 Advise H2H editor and branch convenors of new members;

7.5.4.4 Fulfil any other obligations required by the Executive.

7.5.5 **Publicity Officer's Duties.** The Publicity Officer shall:

7.5.5.1 Serve as spokesperson in regard to established policy;

7.5.5.2 Have responsibility for all publicity, and press releases;

7.5.5.3 Seek sponsorship and organise fundraising; and

7.5.5.4 Fulfil any other obligations required by the Executive.

7.5.6 **Treasurer's Duties.** The Treasurer shall:

7.5.6.1 Ensure all monies received are receipted and banked;

7.5.6.2 Ensure all accounts are paid by the due date;

7.5.6.3 Keep annual cash book or computerised accounts showing adequate record of financial transactions to enable a clear statement of RWNZ's financial position to be determined at any time;

7.5.6.4 Ensure that the financial statements are ready for review at the end of the financial year;

7.5.6.5 Present a financial statement at Executive meetings;

7.5.6.6 Present a reviewed set of financial statements at the Annual General Meeting;

7.5.6.7 Keep an asset register; and

7.5.6.8 Fulfil any other obligations required by the Executive.

7.6 **Removal and Recall.**

7.6.1 **Removal.** Any member of the Executive shall be automatically removed from office for failing to maintain General membership or for a Code of Ethics violation as set forth in the Code of Ethics section.

7.6.1.1 Any Officer removed from office shall have the right to appeal by writing to the Executive within fifteen days of notification of their removal.

7.6.2 **Recall.** Any member of the Executive may be removed from office by membership recall for habitual dereliction of duty. See the Elections Section for Recall Election procedures.

## 7.7 **Meetings of the Executive.**

7.7.1 **Quorum.** Any four members of the Executive constitute a quorum for the transaction of business of a meeting of the Executive

7.7.1.1 No business is to be transacted by the Executive unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place determined by the Executive members present.

7.8 The President or, in the President's absence, the Vice-President is to preside as chairperson at each meeting of the Executive.

7.8.1 If the President and Vice-President are absent or unwilling to act, the Executive members present must elect one of their number to preside as chairperson at the meeting.

7.9 **Manner of Making Decisions.** The act of the majority of the Officers present, in person, by telephone or online, at a meeting at which a quorum is present, shall be the act of the Executive unless the act of a greater number is required by these Rules.

7.10 **Regular Officer Meetings.** The Executive shall meet at least four times each calendar year, at a date, time, and place set by the President. At least forty-eight hours notice of each meeting shall be given to each Executive Member.

7.10.1 Additional meetings of the Executive may be convened by the President or by any member of the Executive.

7.11 **Conduct of Business.** Business of the Executive may be conducted by meeting in person, by conference telephone meeting, or by online meeting or without a meeting by written consent of a majority of the Officers.

7.11.1 **Telephone Meetings.** Unless otherwise restricted by these Rules, members of the Executive may participate in and hold a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other.

7.11.1.1 Participation in a telephone meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**7.11.2 Online Meetings.** Unless otherwise restricted by these Rules, members of the Executive may participate in and hold a meeting online by means of email or similar method of communication.

7.11.2.1 Whether a quorum is present at an online meeting will be determined by the number of votes received in relation to a remit.

7.11.2.2 Participation in an online meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**7.11.3 Written Consent Without a Meeting.** Any action required by law to be taken at a meeting of the Executive or any action that may be taken at a meeting of the Executive may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the Executive members then in office.

**7.11.4 Special Officer Meetings.** Special meetings of the Executive may be held at the order of the President, who must give a five-day written notice (electronic) to all Executive members. A majority of the members of the Executive may also call a special meeting, provided that at least ten days prior to such meeting, a written notice (electronic) of the time, place, and purpose of the meeting is sent to all Executive members.

**7.12 Minutes Available to Members.** Once approved by the Executive, the minutes of Executive meetings shall be available to members on request and may also be posted on the member's only section on the RWNZ website.

**7.13 Compensation and Reimbursement.** No officer shall receive, directly or indirectly, any salary or compensation from RWNZ; however, RWNZ shall reimburse all expenditures incurred by officers, provided such expenditures have been approved by the Executive in advance.

7.13.1 The Executive may also approve reimbursement of committee and other expenses so long as they have advance approval from the Treasurer.

7.13.2 The Executive may also authorise payment or salary to RWNZ individuals (apart from officers) who provide professional services to RWNZ.

**7.14 Officer's Voting Rights.**

7.14.1 **All Officers Cast One Vote.** Each Officer shall be entitled to cast one vote on each matter to come before the meeting.

7.14.2 **Tie and Ballot Votes.** The President may cast the deciding vote in the event of a tie, but shall not be entitled to vote on other matters submitted to a vote unless such vote is taken by secret ballot, in which case the President may cast a ballot.

7.14.3 **Proxy Voting Prohibited to Executive.** Executive members are expected to attend all Executive meetings, and proxy voting by the Executive is prohibited.



8. **Article Eight — Advisor to the Executive**

8.1 **Immediate Past President.** A President who has completed their term in office shall serve in an advisory capacity as a non-voting officer for one year immediately following their term in office. No President who resigns or is removed from office prior to the completion of his/her term may serve as Immediate Past President. The Immediate Past President may attend all Executive meetings.

9. **Article Nine — Committees**

9.1 **Committees Not Having and Not Exercising the Authority of the Executive.** Committees not having and not exercising the authority of the Executive in the management of RWNZ may be designated and appointed by a majority of the Executive at a meeting at which a quorum is present.

9.2 **Number of Members.** Each committee shall have a minimum of three members.

9.3 **Designation of Committee Chairpersons and Selection of Members.** The President, subject to the approval of the Executive, shall designate a chairperson for each committee. The President shall consult with the chairperson in selecting the remaining members of the committee.

9.4 **Duties of Chairperson.** Each committee chairperson shall present plans of work and budgets to the President. The President shall present such plans and budgets to the Executive, and no activity shall be undertaken by any committee without the specific approval of the Executive, except to the extent permitted by these Rules.

9.5 **Quorum.** Two-thirds of the members of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

9.6 **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Rules or with rules adopted by the Executive.

9.7 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.8 **Dismissal of Committee Member.** Any member of a committee may be dismissed by a majority vote of the Executive whenever, in the judgement of the Executive, the best interest of RWNZ would be served thereby.

10. **Article Ten — Non-voting officers**

10.1 **Non-Voting Officers** may be appointed by a majority of the Executive as they see fit.

10.2 **Duties of Non-Voting Officers.** Each non-voting officer shall present plans of work and budgets to the President. The President shall present such plans and budgets to the

Executive, and no activity shall be undertaken by any non-voting officer without the specific approval of the Executive, except to the extent permitted by these Rules.

**10.3 Dismissal of Non-Voting Officers.** Any non-voting officer may be dismissed by a majority vote of the Executive whenever, in the judgement of the Executive, the best interest of RWNZ would be served thereby.

## **11. Article Eleven — Elections**

**11.1 Term of Office.** All Executive Officers shall be elected to a one-year term of office, one year being defined as from the first of the month following an Annual General Meeting to the end of the month in which the next Annual General Meeting is held, or until a successor has been duly nominated and elected, or appointed as per Rule 11.8.3, in their stead.

**11.2 Nomination Process.** Any nominations of candidates for election as Executive Officers of RWNZ must be:

11.2.1 Made in writing by a current member of RWNZ;

11.2.2 Signed by the candidate giving written consent to the nomination, and accompanied by a biography of the candidate if such is requested by the Executive; and

11.2.3 Delivered to the Secretary of RWNZ by the date advised by a mail out (postal or electronic) to members.

11.2.4 If insufficient nominations are received to fill all offices on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

11.2.5 If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.

11.2.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

11.2.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be conducted.

**11.3 Qualifications and Restrictions.** Each candidate must meet the following requirements:

11.3.1 Is a current member in good standing as certified by the Membership Secretary;

11.3.2 Has not already served four terms in the office which they are seeking;

11.3.3 Does not have a conflict of interest that would disqualify the member from seeking or holding office; and

11.3.4 Has not already served eight years on the Executive; however, a person with eight years cumulative service on the Executive shall not be disqualified from serving two terms as President.

#### 11.4 **Election Process**

11.4.1 The ballot for the election of officers is to be conducted by electronic mail in such usual and proper manner as the Executive may direct.

11.4.2 Ballots must be distributed to all members no later than 21 days before the date of the Annual General Meeting.

11.4.3 All ballots must be received by the Executive no later than the date advised to members.

11.4.4 **Late Nominations or Ballots.** Nominations or ballots received after the dates herein specified shall not be counted or considered. Any date herein that falls on a Saturday, Sunday or legal holiday shall be moved automatically to the next business day.

11.4.5 **Counting of Ballots.** Ballots are to be counted by a neutral or unbiased person (or persons) or by a minimum of two members who are not currently on the Executive.

11.4.6 **Election Decision.** An officer is elected if a majority of the eligible votes cast are in their favour.

11.4.7 **Tie Votes.** In the event of a tie vote, the winner shall be determined by a coin flip conducted in accordance with procedures adopted by the Executive.

11.5 **Elections Announced.** At the Annual General Meeting following election, the election results shall be announced.

11.6 **Election Challenges.** Any challenge to the procedure or the results must be filed in writing with the President no later than ten days after the announcement of the results.

11.6.1 A majority vote of the Executive shall determine the result of the challenge no later than one month after it is filed.

11.7 **Officers Take Office.** The duly elected officers shall take office at the close of the Annual General Meeting at which the election results are announced, subject to any timely filed challenges.

11.7.1 Regardless of the length of their terms, all officers shall continue in office until their respective successors have been elected, unless such officer dies, resigns, or is removed from office sooner.

#### 11.8 **Officer Vacancies**

11.8.1 **Casual Vacancy.** For the purpose of these Rules, a casual vacancy occurs during an unexpired term if an Executive Officer:

11.8.1.1 Resigns office by notice in writing given to the Executive;

11.8.1.2 Ceases to be a member of RWNZ;

11.8.1.3 Dies;

11.8.1.4 Is removed from office;

11.8.1.5 Becomes a mentally incapacitated person; or

11.8.1.6 Is absent without the consent of the Executive from all meetings of the Executive held during a period of six months.

11.8.2 **Presidential Vacancy.** In the event of a casual vacancy in the office of President for an unexpired term, such vacancy shall be filled by the Vice President for the remainder of the term.

11.8.3 **Officer Vacancy.** In the event of a casual vacancy in the office of one of the other officers for an unexpired term, such a vacancy shall be filled by a member appointed by a majority vote of the Executive and certified as eligible by the Membership Secretary, for the remainder of the term.

## 11.9 **Recall Election**

11.9.1 A recall election may be initiated by filing an appropriate Petition for Recall with the Executive.

11.9.2 An appropriate petition is one that is signed by twenty percent of the current members of RWNZ as of the date of the petition.

11.9.3 Upon receipt of an appropriate petition, the Executive shall schedule a recall election, to be conducted in such usual and proper manner as the Executive may direct.

11.9.4 An officer is recalled if a majority of the eligible votes cast in the recall election vote in favour of recall.

## 12. **Article Twelve — Finances and Management**

12.1 **Fiscal Year.** The fiscal year of RWNZ shall begin on 1<sup>st</sup> April of one year and end on 31 March of the next.

12.2 **Use of Funds.** Subject to any resolution passed by RWNZ in meeting, the funds of RWNZ are to be used in pursuance of the objects of RWNZ in such manner as the Executive determines.

12.3 **Personal Benefits.** All dues collected and other income earned by RWNZ must be used in pursuance of the objects of RWNZ and shall not benefit any individual member.

**12.4 Opening and Operating Bank Accounts.** The Treasurer, President and Secretary may open RWNZ bank accounts as determined by a majority of the Executive. The Treasurer, President and Secretary are to be signatories on all accounts. Two of these must jointly sign cheques and make payments on behalf of RWNZ.

**12.5 Deposit of Monies.** All money received by RWNZ must be deposited as soon as practicable and without deduction to the credit of RWNZ's bank account.

**12.6 Receipts.** RWNZ must, as soon as practicable after receiving any money, issue an appropriate receipt. When requested, a receipt must be issued.

**12.7 Books of Account.** Financial statements shall be open for inspection by any current member or their legal representative at all reasonable times. Fourteen days' notice must be given for any such request.

**12.8 Financial Review.** The President, with the approval of the Executive, shall appoint an accountant to review the annual financial statements of RWNZ ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with RWNZ's accounting policies. The Reviewer must be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive, or an employee of RWNZ. If the President appoints a Reviewer who is unable to act for some reason, the President shall appoint another Reviewer as a replacement.

12.8.1 The Executive is responsible to provide the Reviewer with:

12.8.1.1 Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;

12.8.1.2 Additional information that the Reviewer may request from the Executive for the purpose of the review; and

12.8.1.3 Reasonable access to persons within RWNZ from whom the Reviewer determines it necessary to obtain evidence.

### **13. Article Thirteen — RWNZ Property**

13.1 **Property of RWNZ.** The following items shall constitute property of RWNZ:

13.1.1 **RWNZ Name, Logo and Acronym.** The name, logo and acronym authorised by the Executive may only be used by any member in good standing with the official written permission of the Executive. The name, logo and acronym may be used only to promote or stimulate interest in RWNZ.

13.1.2 **Common Seal of RWNZ.**

13.1.2.1 One or more members of the Executive, together with the President, shall affix the seal and sign the documents in each other's presence following an authorising resolution passed by the Executive.

13.1.2.2 A resolution authorising the use of the Common Seal of RWNZ must be passed by a majority of the Executive.

13.1.2.3 The Seal will be kept in the custody of the President.

13.1.3 **Membership Register.** The membership register is a confidential asset of RWNZ, and may not be used in whole or in part for the financial welfare of any individual.

13.1.3.1 The Executive shall keep a complete national membership register. Any member of the Executive may disclose selected parts to Chapter Convenors or other members for purposes including, but not limited to, the formation of new chapters and contacting new members for established chapters.

13.1.3.2 The membership register may not be given to any other members or non-members unless:

13.1.3.2.1 The Executive has approved the delivery of all or part of the register to a member or non-member for a specific purpose determined by the Executive to promote efficiency in providing member services; and

13.1.3.2.2 The member or non-member to whom delivery is authorised must not use any part of the register for any purpose other than that specified by the Executive in approving the delivery.

13.2 **Custody of Books.** Except as otherwise provided for by these Rules, the officers must keep in their custody or under their control all records, books and other documents relating to RWNZ.

13.2.1 These records, books and other documents, excluding the membership register, shall be available for inspection by any member at a reasonable hour. Fourteen days' notice must be given with any such request. No written notes may be taken and no copy of particulars will be issued unless the Executive has granted approval.

13.2.2 When no longer an officer of RWNZ, officers must transfer all records, books and other documents relating to RWNZ to either the person assuming their office or to the President.

13.3 **Distribution of Assets upon Dissolution.**

13.3.1 Upon any dissolution of RWNZ, its property and assets shall be distributed as follows:

13.3.1.1 All liabilities and obligations of RWNZ shall be paid, satisfied, and discharged, or adequate provision made therefore.

13.3.1.2 Assets held by RWNZ requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

13.3.1.3 Any remaining assets shall not be paid or distributed among the members of the organisation but shall be gifted to a charitable organisation/organisations with similar objectives, as determined by a resolution of the Executive and approved at a meeting of the members at which a quorum is present.

#### **14. Article Fourteen — Indemnification and Insurance**

14.1 **Indemnification.** To the extent permitted by law, RWNZ may indemnify and advance expenses (including court costs and attorney fees) to any present or former officer or agent of RWNZ who was, is, or is threatened to be made a named defendant or respondent in an action or proceeding because such person is or was an officer or agent of RWNZ.

14.2 **Insurance.** RWNZ may purchase and maintain insurance on behalf of any person who is or was an officer or agent of RWNZ against any liability asserted against such person and incurred in such capacity or arising out of his/her status as such a person, whether or not RWNZ would have the power to indemnify him or her against such liability.

#### **15. Article Fifteen — Amendments of Rules**

15.1 Amendments to these Rules may be made only by a special resolution of RWNZ with the exception of the following:

15.1.1 The Executive may amend these Rules to correct wording and punctuation as long as the meaning is not changed; and

15.1.2 The Executive may amend the numbering and order of these Rules.

15.1.3 No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.