



# Graduate Women New Zealand

**This document has been prepared in advance of the SGM on February 10<sup>th</sup> 2025 in order to indicate to members the Amendments to the 2022 Constitution and By-laws**  
*The 2022 Constitution is shown in italics*

The *By laws* have largely been incorporated into the main document

**In the 2022 Constitution there was a reprint from:**

***Graduate Women International 2019 Constitution, Article 1, subsection 2***

*GW, founded in 1919, is a worldwide, non-governmental, organisation of women graduates, whose purpose is to:*

- promote lifelong education to the highest levels for women and girls;*
- encourage and enable women and girls to apply their knowledge and skills in leadership and decision-making in all forms of public and private life;*
- advocate for the advancement of the status of women and girls; and*
- promote international cooperation, friendship, peace and respect for human rights for all, irrespective of their age, ethnicity, nationality, religion, political opinion, gender and sexual orientation or other status.*

This prologue was not added to the 2025 Constitution

**New section in the 2025 version:**

### **3. Definitions, Abbreviations and Acronyms**

In this Constitution, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words, abbreviations and phrases have the following meanings:

‘Act’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time) and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the Members of the organisation held once per year which, among other things, will receive and consider reports on the organisation’s activities and finances.

‘Branch’ means a regional group of 16 or more members of GWNZ that form part of the larger organisation.

‘Branch Committee’ means the governing body of a Branch, including a Branch Executive or Board.

‘Deputy President’ means the National Executive member elected or appointed to deputise in the absence of the President.

'Disrepute' refers to any conduct or action by a member that significantly tarnishes or damages the reputation, integrity, or standing of the organisation. This includes, but is not limited to, behaviour that is unethical, unlawful, or otherwise improper, and which adversely affects the organisation's public image or its ability to fulfil its mission and objectives.

Graduate Women International is in this Constitution referred to as GWI.

'Matter' means:

- a) GWNZ's performance of its activities or exercise of its powers; or
- b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by GWNZ.

'Member' means a person properly admitted to the GWNZ who has not ceased to be a member of GWNZ. 'Member' includes financial Branch members and Independent Members.

'National Executive' means GWNZ's governing body.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'President' means the National Executive member responsible for, among other things, overseeing the governance and operations of GWNZ and chairing General Meetings.

'Register of Members' means the Registers of Members kept under this Constitution.

'Secretary' means the National Executive member responsible for, among other things, keeping the Register of Interests, and recording the minutes of General Meetings and National Executive meetings.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Treasurer' means the National Executive member responsible for, among other things, overseeing the finances of GWNZ.

'Working Days' mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## **2022 CONSTITUTION: NAME**

- Cl 1. (a) *The name of the organisation is Graduate Women New Zealand Incorporated, hereinafter called GWNZ.*
- (b) *The Māori language version of GWNZ is Whakaminenga Wahine o Aotearoa kua whiwhi tohu.*
- (c) *Use of the name Graduate Women New Zealand, Whakaminenga Wahine o Aotearoa kua whiwhi tohu, or GWNZ and/or the logo is limited to affiliated Branches and the Independent Members' Network, hereinafter called IMN, or Trusts associated with GWNZ or the Branches, unless the National Executive approves a request for other use.*

## **2025 version:**

3. The name of the society is Graduate Women New Zealand Incorporated, (in this Constitution referred to as the 'organisation' or 'GWNZ') also known as Whakaminenga Wahine o Aotearoa kua whiwhi tohu.

Graduate Women New Zealand Incorporated is an organization comprising a federation of regional branches and a network of independent members.

## **2022 CONSTITUTION: AIMS**

- Cl 2. (a) *To promote understanding and co-operation among graduate women resident in New Zealand;*
- (b) *To represent and act for graduate women in matters in which they as an organisation are interested;*
- (c) *To encourage research work by graduate women;*
- (d) *To promote, through affiliation with Graduate Women International (hereinafter called GWI), understanding and friendship among the graduate women of the world, irrespective of their race, religion or political opinions and thereby to further their interests and develop among their countries sympathy and mutual helpfulness;*
- (e) *To encourage the full application of the knowledge and skills of graduate women to the problems which arise at all levels of public life, whether national, regional, or worldwide; and to encourage their participation in the solving of these problems.*

### **2025 version:**

#### **4. Purposes**

The primary purposes of GWNZ are:

- a) To empower women through education;
- b) To promote understanding and co-operation among women and girls;
- c) To represent and act for graduate women in matters in which they, as an organization, are interested;
- d) To encourage research work by graduate women;
- e) To promote, through affiliation with GWI, international cooperation, friendship, peace and respect for human rights for all, irrespective of age, race, nationality, religion, political opinion, gender and sexual orientation or other status; and
- f) To encourage the full application of the knowledge and skills of graduate women to the problems which arise at all levels of public life, whether national, regional, or worldwide; and to encourage their participation in the solving of these problems.

### **2025 version:**

#### **New paragraphs**

##### **5. Act and Regulations**

Nothing in this Constitution authorises the organisation to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

##### **6. Registered office**

The Registered Office of GWNZ shall be at such place in New Zealand as the National Executive from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

## **2022 CONSTITUTION: MEMBERSHIP**

### **Branch Affiliation**

- Cl 3. (a) *Any Association in New Zealand of not fewer than 16 women, each of whom is qualified for Graduate Membership as specified in Clause 7, may, subject to prior approval by the National Executive, become affiliated to GWNZ. Affiliated Associations (hereinafter referred to as Branches) shall adopt rules that are in conformity with the Constitution of GWNZ. A copy of the Branch Rules shall be filed with the National Secretary. Any Branch amending its rules should send the altered rules to the National Secretary.*

- (b) *When the membership of an existing Branch drops below 16, the Branch loses its Branch status.*

**2025 version:**

**9. Membership**

9.1 Minimum number of members

GWNZ shall maintain at least sixteen (16) Members.

**2022 CONSTITUTION:**

- CI 4. *Associations wishing to become affiliated with GWNZ shall submit to the Secretary the names of office-bearers and members thereof, together with evidence that their aims and rules are in conformity with the GWNZ Constitution.*
- CI 5. (a) *Affiliation is lost if, in the opinion of the Council, a Branch ceases to meet the requirements for affiliation as laid down in the Constitution at the time of its admission.*
- (b) *A Branch may voluntarily cease to be affiliated by giving written notice to the National Executive; provided that that action shall not relieve the Branch of any financial or outstanding liabilities with respect to GWNZ.*

**2025 version:**

**14. Affiliated Branches**

Any Association in New Zealand (referred to as Branches) of not fewer than 16 women, each of whom is qualified for Graduate Membership as specified in Clause 9, may, subject to prior approval by the National Executive, become affiliated to GWNZ in accordance with this clause.

Newly-formed Branches wishing to become affiliated with GWNZ shall submit to the Secretary the names of office-bearers and members thereof, together with evidence that their aims and Constitution are not inconsistent with the GWNZ Constitution.

Branches shall adopt Constitutions that are not inconsistent with the Constitution of GWNZ and GWI. A copy of the Branch Constitution shall be filed with the National Secretary. Any Branch amending its Constitution should send the altered Constitution to the National Secretary.

When the membership of an existing Branch drops below 16, the Branch loses its Branch status.

Affiliation is lost if, in the opinion of the Council, a Branch ceases to meet the requirements for affiliation as laid down in the Constitution at the time of its admission.

A Branch may voluntarily cease to be affiliated by giving written notice to the National Executive; provided that that action shall not relieve the Branch of any financial or outstanding liabilities with respect to GWNZ.

**2022 CONSTITUTION: Individual Membership**

- CI 6. (a) *Every member of a Branch shall, through that Branch, be a member of GWNZ.*
- (b) *Except as provided in Clause 6 (c), membership of GWNZ shall be only through a Branch.*
- (c) *The National Executive may admit to membership individual women, eligible under Clause 7 or 8, who reside in an area where there is no Branch of GWNZ, or who do not wish to join an existing Branch. These women shall be known as Independent Members, and on paying a subscription to National Executive at a rate to be determined from time to time by the Annual General Meeting, become part of the IMN. A proportion of the subscription paid by independent members shall be paid into a separate GWNZ independent members' fund for sundry expenses.*

- (d) *The IMN shall elect a Convenor from among their members to act as a link between GWNZ and the independent members. The Convenor shall be a Council member. In the event that the Network cannot decide on a Convenor, the Convenor will be appointed by the National Executive.*
- (e) *The IMN shall be entitled to additional delegates at Conference on the same basis as Branches.*
- (f) *Members of the IMN are entitled to stand for nomination on the National Executive, GWI Boards of Officers and Committees on the same basis as members of Branches, and are eligible for the same entitlements as Branch members.*
- (g) *Individual membership of GWNZ shall cease when that member ceases to be a member of a Branch or, in the case of independent members, when her subscription is more than one year overdue, or her actions be in serious conflict with this Constitution and its By-laws.*

**2025 version:**

9.2 Membership of GWNZ

Every member of a Branch shall, through that Branch, be a member of GWNZ; and except as Independent Members, membership of GWNZ shall be only through a Branch.

The National Executive may admit to membership individual women eligible under Clause 9.3, who reside in an area where there is no Branch of GWNZ, or who do not wish to join an existing Branch. These women shall be known as Independent Members, and on paying a subscription to National Executive at a rate to be determined from time to time by the Annual General Meeting, become part of the Independent Members' Network.

9.3 The Independent Members' Network

The Independent Members' Network may elect a Convenor from among their members to act as a link between the GWNZ National Executive and the Independent Members. The Convenor shall be a Council member. In the event that the Independent Members' Network cannot decide on a Convenor, the Convenor will be appointed by the National Executive.

Members of the Independent Members' Network are entitled to stand for nomination on the National Executive, GWI Boards of Officers and National Executive on the same basis as members of Branches, and are eligible for the same entitlements as Branch members

9.4 Types of members

A Member is an individual admitted to membership under this Constitution or that of the Branch and who has not ceased to be a Member. The classes of membership of any Branch of GWNZ or the Independent Members' Network, and the method by which Members are admitted to different classes of membership are as follows:

**2022 CONSTITUTION: Graduate Membership**

*Cl 7. Graduate Membership shall be open to women who have studied at a university or institution of comparable academic standing, and have been awarded a degree or equivalent diploma, licence or certificate. The qualification should result from a programme as academically rigorous as one leading to a degree and should enable the holder of the qualification to proceed to postgraduate study.*

**2025 version:**

9.4

- a) Graduate Membership shall be open to women who have studied at a university or institution of comparable academic standing, and have been awarded a degree or equivalent diploma, licence or certificate. The qualification should result from a

programme as academically rigorous as one leading to a degree and should enable the holder of the qualification to proceed to postgraduate study.

**2022 CONSTITUTION:**

- CI 7.1 (a) *Postgraduate student membership of any Branch/IMN of GWNZ shall be open to any woman who is actively studying for an approved Postgraduate degree at a university or institution of comparable academic standing.*
- (b) *Postgraduate student members are regarded as graduate members and are eligible for the same membership benefits as graduate members.*
- (c) *Postgraduate student members will be counted in the membership figures for the Branch, and graduate member GWNZ capitation fees, as set by GWNZ and GWI, are payable to GWNZ on their behalf. Payment of the Branch fee may be reduced or subsidised at the discretion of the Branch, provided that both GWNZ and GWI capitation fees are covered.*

**2025 version:**

9.4 b

Postgraduate student membership shall be open to any woman who is actively studying for an approved Postgraduate degree at a university or institution of comparable academic standing.

- i. Postgraduate student members are regarded as graduate members and are eligible for the same membership benefits as graduate members.
- ii. Postgraduate student members will be counted in the membership figures for the Branch, and graduate member GWNZ capitation fees, as set by GWNZ and GWI, are payable to GWNZ on their behalf.
- iii. Payment of the Branch fee may be reduced or subsidised at the discretion of the Branch, provided that both GWNZ and GWI capitation fees are covered.

**2022 CONSTITUTION: Associate Membership**

- CI 8. (a) *Associate Membership of any Branch shall be open:*
- (i) *to any woman who is the holder of a diploma approved by National Executive. Such diploma must have been awarded by a university or other tertiary institution or any college of such university or other tertiary institution, after the completion of at least two years' full-time study or its part-time equivalent;*
  - (ii) *to any woman who has been an associate member of any other Branch.*
- (b) *The number of associate members of a Branch at no time shall exceed 10% of the total membership of that Branch, except with the prior approval of the National Executive.*
- (c) *No associate member may hold national office in GWNZ.*

**2025 version:**

9.4 c

Associate Membership of any Branch shall be open to any woman who is the holder of a diploma approved by National Executive. Such diploma must have been awarded by a university or other tertiary institution or any college of such university or other tertiary institution, after the completion of at least two years' full-time study or its part-time equivalent.

- i. The number of associate members of a Branch at no time shall exceed 10% of the total membership of that Branch, except with the prior approval of the National Executive.
- ii. No associate member may hold a national role in GWNZ.

**2022 CONSTITUTION: Undergraduate Student Membership**

- CI 9. (a) *Undergraduate Student Membership of any Branch/IMN of GWNZ shall be open to any woman who is an undergraduate student who is actively studying at a university or institution of comparable academic standing for a degree or diploma.*
- (b) *Undergraduate student members shall pay a subscription to the Branch or IMN at a rate to be determined by the Branch or IMN.*
- (c) *Undergraduate student members shall not be considered in the membership figures for the Branch and no GWNZ capitation fees shall be paid for them by that Branch/IMN and no GWI capitation fees shall be paid for them by GWNZ.*
- (d) *Undergraduate student members are financial members of a Branch/IMN and so are eligible to vote on Branch/IMN matters, to stand for Branch/IMN roles and apply for GWNZ scholarships.*
- (e) *Undergraduate student members are not eligible to vote on GWI/GWNZ matters, nor are they eligible for GWI/GWNZ roles or GWI/GWNZ benefits e.g., travel support.*

**2025 version**

9.4 d

Undergraduate Student Membership of any Branch/Independent Members' Network of GWNZ shall be open to any woman who is an undergraduate student who is actively studying at a university or institution of comparable academic standing for a degree or diploma:

- i. Undergraduate student members shall pay a subscription to the Branch or Independent Members' Network at a rate to be determined by the Branch or Independent Members' Network.
- ii. Undergraduate student members shall not be considered in the membership figures for the Branch and no GWNZ capitation fees shall be paid for them by that Branch/ Independent Members' Network, and no GWI capitation fees shall be paid for them by GWNZ.
- iii. Undergraduate student members are financial members of a Branch/ Independent Members' Network and so are eligible to vote on Branch/ Independent Members' Network matters, to stand for Branch/ Independent Members' Network roles and apply for GWNZ scholarships.
- iv. Undergraduate student members are not eligible to vote on GWI/GWNZ matters, nor are they eligible for GWI/GWNZ roles or GWI/GWNZ benefits e.g., travel support.

**2022 CONSTITUTION: Affiliated Membership (not in 2025 revision)**

- CI 10. *A member of any Branch may become an affiliated member of another Branch under the following conditions:*
- (a) *she shall be a financial member of her own Branch, which will be responsible for her GWNZ and GWI capitation fees;*

- (b) *she shall not be included in the membership figures of the Branch to which she affiliates and no GWNZ capitation fee will be paid for her by that Branch, but she shall pay them such affiliation fees as the Branch determines;*
- (c) *she shall not have voting powers, nor hold office, in the Branch to which she affiliates.*

**2022 CONSTITUTION: Member Emerita**

CI 11. *The status of Member Emerita of GWNZ may, in accordance with the procedure in By-law 9, be granted to any person who as a member has given outstanding service to GWNZ.*

- (a) *If a Member Emerita is attached to a Branch she is not liable for any subscription to that Branch. Her Branch shall pay GWNZ and GWI capitation fees on her behalf to GWNZ.*
- (b) *If a Member Emerita is an independent member her GWNZ and GWI capitation fees are to be paid by GWNZ.*

**2025 version:**

9.5. Member Emerita

A Member Emerita is a person honoured for highly valued services to GWNZ. A member may be granted the status of Member Emerita on the recommendation of the National Executive by the following procedure:

- i. Nominations for the award may be made through a Branch Committee, or in the case of an Independent Member by the National Executive, after careful consideration of the evidence "for outstanding service to GWNZ at local, national and international level".
- ii. All nominations shall remain confidential to the Branch Committee making the nomination and the National Executive. The member under consideration shall neither be informed that she is being considered nor consulted in any way at this stage.
- iii. Biographical notes, including a brief statement outlining the outstanding service to GWNZ as an organisation which justifies the member being considered for the status of Member Emerita of GWNZ shall be forwarded to the National Executive not less than five months before the AGM.
- iv. The National Executive shall consider the nomination, and ensure that the nominee meets the criteria relating to outstanding service to GWNZ when making their decision.
- v. A successful nominee shall be advised, and invited to accept the award at the AGM

If a Member Emerita is attached to a Branch she is not liable for any subscription to that Branch. Her Branch shall pay GWNZ and GWI capitation fees on her behalf to GWNZ

If a Member Emerita is an independent member her GWNZ and GWI capitation fees are to be paid by GWNZ.

**2022 CONSTITUTION:**

CI 12. *Any woman who is a member of any GWNZ Branch at the date of approval of this Constitution, but who would not thereafter be eligible for membership, shall continue to be entitled to membership of any Branch until her resignation or death.*

**See new section 13 below**



## **Guest Membership (not in 2025 revision)**

*Cl 13. Guest Membership of GWNZ shall be available to visiting members from overseas National Associations or Federations of GWI for a period of 12 months. Such guest members shall be entitled to attend meetings and social gatherings. They shall have no voting rights.*

### **2025 version:**

#### **10. Becoming a member**

##### 10.1. Becoming a member: process

An applicant for membership shall complete and sign an application form, supply any information, or attend an interview, as may be required by the National Executive or Branch Committee regarding an application for membership.

The National Executive or Branch Committee may accept or decline an application for membership; and must advise the applicant of its decision (but is not required to provide reasons for that decision).

#### **11. Obligations and rights**

Every Member shall provide the National Executive or Branch with that Member's name and contact details (such as postal address, telephone number, and email address) and promptly advise of any changes to those details.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of GWNZ.

##### 11.1. Other obligations and rights

All Members (including National Executive members) shall promote the interests and purposes of GWNZ and shall do nothing to bring GWNZ into disrepute.

A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the organisation's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the organisation by their respective due dates, but no Member is liable for an obligation of the organisation by reason only of being a Member.

The National Executive may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by GWNZ, including any conditions of and fees for such access or use.

#### **13. Ceasing to be a member**

A Member ceases to be a Member of GWNZ or the Branch:

- a) on death, or
- b) by resignation from that Member's class of membership by notice to the Secretary of GWNZ or the Branch, or
- c) on termination of the membership under this Constitution or that of the Branch;

with effect from (as applicable):

- a) the date of death of the Member or
- b) the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
- c) the date of termination of membership under this Constitution or that of the Branch or
- d) the date of termination specified in a resolution of the Branch or National Executive.

Any Independent Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any GWNZ activity or to access or use the organisation's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the National Executive may terminate the Member's membership (without being required to give prior notice to that Member).

#### 13.1. Obligations on resignation

A Member who resigns or whose membership is terminated:

- remains liable to pay all subscriptions and other fees to GWNZ's next balance date,
- shall cease to hold herself out as a Member of GWNZ,
- shall return to GWNZ material provided to her by GWNZ (including handbooks and manuals), and
- shall cease to be entitled to any of the rights of a GWNZ Member.

#### 13.2. Becoming a member again

Any former Member may apply for re-admission in the manner prescribed for new applicants.

However, if a former Member's membership was terminated following a dispute resolution process, the applicant may only be re-admitted on the recommendation of the National Executive or Branch Committee.

### **2022 CONSTITUTION: THE ANNUAL GENERAL MEETING**

CI 14. *The supreme authority of GWNZ shall be vested in the Annual General Meeting, hereinafter called the AGM.*

CI 15. *The AGM shall be held within four months of the end of the financial year: provided that the National Executive may, and if at least three Branches so request must, call a special meeting not later than two calendar months after the giving of such notice or the receipt of such request.*

CI 16. *The voting at the AGM shall be one vote per financial member in attendance, or by proxy.*

CI 17. *The quorum for the AGM shall be at least half the members of National Executive and at least 10 other financial members present.*

#### **2025 version:**

### **15. General meetings**

#### 15.1. Annual General Meeting

An Annual General Meeting shall be held once a year on a date and at a location determined by the National Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply. The AGM shall be held within four months of the end of the financial year.

#### 15.3. Special General Meetings

Special General Meetings may be called at any time by the National Executive by resolution. The National Executive must call a Special General Meeting if the Secretary receives a written request signed by at least 5 per cent of financial Members as at the previous June 30th. Any resolution or written request must state the business that the Special General Meeting is to deal with.

The Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the National Executive's resolution or the written request by Members for the Meeting.

**2022 CONSTITUTION: Notice of Business to be transacted at the AGM**

- CI 18. (a) *The AGM agenda shall be drawn up by the National Executive and shall be forwarded to Branches not less than two calendar months before the date fixed for the AGM.*
- (b) *Such agenda shall include:*
- (i) *matters of business arising out of the previous AGM or special meeting held since the AGM;*
  - (ii) *such matters as may have been submitted by Branches or the IMN for inclusion in the agenda. Any such submissions must reach the National Executive two calendar months before the date of the AGM;*
  - (iii) *draft amendments to the Constitution, notice of which has been given in accordance with Clause 47;*
  - (iv) *a proposal to wind up or dissolve GWNZ, notice of which has been given in accordance with Clause 45.*
- (c) *No other business may be dealt with except on the recommendation of the AGM in matters of urgency.*
- (d) *Not less than two calendar months before the AGM, the Secretary shall contact all Council members requesting written reports on the previous financial year's activities that relate to the positions they hold, to be received no less than three weeks prior to the AGM.*
- CI 19. *The official expenses of the AGM shall be borne by GWNZ.*

**2025 version:**

15.2. Annual General Meetings: Business

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous GWNZ Meeting(s),
- adopt the annual report on GWNZ business,
- adopt the Treasurer's report on the finances of GWNZ, and the annual financial report,
- set any levies or annual membership subscriptions,
- consider any motions,
- consider any general business.

The National Executive must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of GWNZ during the most recently completed accounting period,
- the reviewed financial report for that period, and
- notice of any disclosures of conflicts of interest made by National Executive members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

15.4. Procedure

- a) The National Executive shall give all Members at least two months' notice of any General Meeting. The General Meeting agenda shall be drawn up by the National Executive and shall be forwarded to Branches and Independent Members not less than two calendar months before the General Meeting.

- b) Not less than two calendar months before the General Meeting, the Secretary shall contact all Council members requesting written reports on the previous financial year's activities that relate to the positions they hold, to be received no less than three weeks prior to the General Meeting.
- c) The Agenda shall include:
  - i. matters of business arising out of the previous General or Special Meeting held since the last General Meeting;
  - ii. such matters as may have been submitted by Branches or Independent Members for inclusion in the Agenda. Any such submissions must reach the National Executive three calendar months before the date of the General Meeting;
  - iii. draft amendments to the Constitution, notice of which has been given in accordance with Clause 29;
  - iv. a proposal to wind up or dissolve GWNZ, notice of which has been given in accordance with Clause 26.
  - v. No other business may be dealt with except on the recommendation of the AGM in matters of urgency.
- d) The Annual Financial Report shall be circulated to members not less than three weeks prior to the General Meeting.
- e) Direct expenses of the General Meeting shall be paid by GWNZ, as decided by National Executive.
- f) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- g) All Members may attend General Meetings. Only financial Members may speak and vote at General Meetings:
  - i. in person, or
  - ii. through distance participation (electronically), or
  - iii. by a proxy in favour of another individual entitled to be present at the meeting and presented to the Secretary before the commencement of the General Meeting.
- h) No General Meeting may be held unless at least half the members of National Executive and at least 10 other financial members attend. This will constitute a quorum.
- i) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of GWNZ, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- j) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- k) All General Meetings shall be chaired by the President. If the President is absent, a Vice President shall chair that meeting.
- l) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote
- m) Any person chairing a General Meeting may:
  - i. adjourn the General Meeting with the consent of that General Meeting from time to time and from place to place, but no business shall be transacted at

- any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- ii. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- iii. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- n) The National Executive may put forward motions for GWNZ to vote on ('National Executive Motions'), which shall be notified to Members with the notice of the General Meeting.
- o) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least three calendar months before that meeting. The Member may also provide information in support of the motion ('Member's Information').

#### 15.5. Minutes

Minutes must be kept by the Secretary of all General Meetings.

**2025 version:** New Sections 16.5 and 16.6

#### 16.5. Removal

Where a complaint is made about the actions or inaction of a National Executive member (and not in the National Executive member's capacity as a Member of the organisation) the following steps shall be taken:

- i. The National Executive member who is the subject of the complaint, must be advised of all details of the complaint.
- ii. The National Executive member who is the subject of the complaint, must be given adequate time to prepare a response.
- iii. The complainant and the National Executive member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the National Executive (excluding the National Executive member who is the subject of the complaint) if it considers that an oral hearing is required.
- iv. Any oral hearing shall be held by the National Executive (excluding the National Executive member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the National Executive (excluding the National Executive member who is the subject of the complaint).
- v. The National Executive member may bring a support person to the hearing.

If the complaint is upheld the National Executive member may be removed from the National Executive by a resolution of the National Executive or of a General Meeting, in either case passed by a simple majority of those present and voting.

#### 16.6 Cessation of National Executive membership

A National Executive member shall be deemed to have ceased to be a National Executive member if that person ceases to be a Member.

Each National Executive member shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of GWNZ held by such former National Executive member.

**2025 version:**

### 21. General issues

- a) The National Executive and any sub-Committees may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next National Executive meeting.

- b) Other than as prescribed by the Act or this Constitution, the National Executive or any sub-Committee may regulate its proceedings as it thinks fit.
- c) Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the National Executive on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

**2022 CONSTITUTION: THE COUNCIL**

*CI 20. There shall be a Council consisting of members of the National Executive, together with one representative from each Branch (usually the Branch President) and the IMN (usually the Convenor). Members of Council (or a representative) shall attend face-to-face or virtual planning meetings at a time and place as decided by the National Executive, but usually in conjunction with the AGM.*

**2025 version:**

20. There shall be a Council consisting of one representative from each Branch (usually the Branch President) and the Independent Members' Network (usually the Convenor). Members of the Council (or a representative) attend National Executive and/or sub-committee meetings at a time and place decided by the National Executive. The contributions of Council members may include conveying to the National Executive the views of their Branch or the Independent Members' Network on matters of national advocacy and activities, as well as reporting back to their Branches or the Independent Members' Network on the decisions and outcomes of National Executive meetings. Council members are not part of the National Executive and do not have voting rights in National Executive matters.

**2022 CONSTITUTION: HEADQUARTERS**

- CI 21. GWNZ shall have its headquarters in the location of the President's Branch or in a location as agreed by the National Executive.*
- CI 22. The Registered Office of GWNZ for each biennium shall be nominated by the current National Executive on taking office, and the Registrar of Incorporated Societies shall be duly notified.*

**2025 version:**

**Section 30. Contact person**

The Registrar of Incorporated Societies shall be advised that the contact person for GWNZ is the Secretary. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or GWNZ becoming aware of the change.

**2022 CONSTITUTION: THE NATIONAL EXECUTIVE**

- CI 23. (a) The management of GWNZ shall be vested in a National Executive which shall consist of the following officers:*
  - *the President*
  - *the Immediate Past-President (IPP)*
  - *two Vice-Presidents*
  - *six Executive members.*

*Each of the Vice-Presidents and the six Executive members shall hold one or more of the following positions and portfolios:*

*Positions:*

- *Secretary*
- *Treasurer*
- *Coordinator for International Relations (CIR)*
- *Convenor of the Public Affairs Committee (PAC)*

- *Awards Convener (who is also Secretary of the GWNZ Charitable Trust)*
- *Treasurer of the GWNZ Charitable Trust*

*Portfolios as determined by the National Executive, for example:*

- *Archives*
- *Membership / Marketing and Publicity*
- *Younger Members / Social Media*
- *Website Management*
- *Newsletter Editor.*

**Parts of these additions were in the 2022 Bylaws at the end of the 2022 Constitution**

**2025 version:**

## **16. National Executive: Composition and Appointment**

### 16.1. Composition

a) The National Executive will consist of up to 10 Members who are not disqualified by this Constitution or the Act. Each of the Executive members shall hold one or more of the following positions and portfolios:

- i. President
- ii. Vice President
- iii. Immediate past President
- iv. Secretary
- v. Treasurer
- vi. Coordinator for International Relations
- vii. Public Affairs Convener (Advocacy)
- viii. Two representatives of the GWNZ Charitable Trust

Other Portfolios as determined by National Executive, are:

- i. Membership / Marketing and Publicity
  - ii. Digital and Social Media Manager
  - iii. Website Manager
  - iv. Newsletter Editor
  - v. Archives Manager
- b)
- i. The Coordinator for International Relations shall have responsibility for promoting the aims of GWI, for stimulating interest in international relations and for co-operating with the Pacific Graduate Women's Network and other National Federations and Associations of GWI.
  - ii. The Coordinator for International Relations may form an International Relations Committee consisting of herself as Chairperson, the Coordinator for International Relations for each Branch (where this position is filled), and others as appropriate.
- c)
- i. The Public Affairs Convener shall have the responsibility for fostering an interest in Public Affairs.
  - ii. The Public Affairs Convener may form a Public Affairs Committee consisting of herself as Chairperson, and the Convenors for Public Affairs for each Branch (where this position is filled), and others as appropriate.

### 16.2. Qualifications

Prior to election or appointment, every National Executive member must consent in writing to be a National Executive member and certify in writing that they are not disqualified from

being appointed or holding office as a National Executive member by this Constitution or the Act.

The following persons are disqualified from being appointed or holding office as a National Executive member:

1. a person who is under 16 years of age,
2. a person who is an undischarged bankrupt,
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
4. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - a) an offence under subpart 6 of Part 4,
  - b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  - c) an offence under section 143B of the Tax Administration Act 1994,
  - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
  - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
5. a person subject to:
  - a) a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
  - b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - d) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
6. a person who is subject to an order that is substantially similar to an order referred to in paragraphs above, under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
7. Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the National Executive.

### 16.3. Election or appointment

The election of National Executive members shall be conducted as follows

- a) National Executive members shall be elected during Annual General Meetings. However, if a vacancy in the position of any National Executive member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the National Executive (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a National Executive member by this Constitution or the Act).
- b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a National Executive member by this Constitution or the Act, shall be received by the Secretary at least 30 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.



- c) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming National Executive (excluding those in respect of whom the votes are tied).
- d) If voting is undertaken on paper, two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers. On-line voting is to be managed electronically.
- e) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- f) In the event of any vote being tied, the tie shall be resolved by the incoming National Executive (excluding those in respect of whom the votes are tied).
- g) The incoming President may be appointed as a Vice President at the AGM one year prior to her taking up her term of office.

**2022 CONSTITUTION:**

- (b) *The President, IPP and one Vice-President may serve for a total of six years (two years in each position) after which she must take a two-year break before she may be nominated again for any position.*

*Other members of the National Executive may serve for up to three consecutive terms (six years) if elected, after which they must take a two-year break.*

*Should a member of the National Executive be elected to the position of President, or Vice-President, she may serve for up to a further six years before taking a break.*

**2025 version:**

16.4. Term

The term of office for all National Executive members shall be 2 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each National Executive member's term of office.

No National Executive member shall serve for more than 3 consecutive terms.

**2022 CONSTITUTION:**

- CI 24. (a) *With the exception of the IPP and President all members of the National Executive shall be elected at the AGM. Nominations from the Branches and IMN for various positions shall reach the Secretary not later than two calendar months before the AGM (refer to By-Laws 7 (b)(ii) and 8). If insufficient nominations have been received by the due date, the positions concerned shall be filled in such a way as the AGM determines.*
- (b) *The incoming President will be appointed at the AGM one year prior to her taking up her term of office.*
- CI 25. *The National Executive shall be responsible for carrying out the decisions of the AGM and is empowered to act on behalf of GWNZ between AGMs, provided that it takes no action involving a change in policy or a major financial commitment without prior consultation with the members of the Council.*
- CI 26. *The National Executive shall have power to fill any vacancy which may occur during its term of office and, in the event of the temporary absence of any member, to co-opt an additional member with power to act and to vote at any meeting in place of the absent member.*
- CI 27. (a) *Meetings of the National Executive may be held either face-to-face or virtually as required.*

- (b) *At any National Executive meeting not less than fifty per cent of the National Executive members shall constitute a quorum.*
- (c) *A resolution in writing, signed or consented to by email or other virtual communication by a majority of the Executive shall be valid as if it had been passed at a meeting of the Executive. The majority of votes is calculated from the number of votes received by email.*
- (d) *Any Executive member may participate in any meeting of the Executive and vote on any proposed resolution at a meeting of the Executive without being physically present. This may occur at meetings by Zoom, Skype, telephone, through any video conferencing facilities or by other means of virtual communication provided that prior notice of the meeting is given to all Executive members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by an Executive member in this manner at a meeting shall constitute the presence of that Executive member at that meeting if the Executive so directs.*
- (e) *If a member of the Executive has a personal interest, whether directly or indirectly, in any matter arising at a meeting or if she has a conflict of interest in any matter arising at a meeting, that member of the Executive shall disclose that interest or that conflict of interest prior to the matter being deliberated and she shall take no part in any deliberations relating to that matter.*
- (f) *The majority on a vote is assessed on the number of participants who vote, not on the number of those being invited to vote.*

**2025 version:**

**17. National Executive: Duties and Powers**

From the end of each Annual General Meeting until the end of the next Annual General Meeting, GWNZ shall be governed by the National Executive, which shall be accountable to the Members for the advancement of GWNZ's purposes and the implementation of resolutions approved by any General Meeting.

The National Executive shall be responsible for carrying out the decisions of the AGM and is empowered to act on behalf of GWNZ between AGMs, provided that it takes no action involving a change in policy or a major financial commitment without prior consultation with the members of the Council.

**17.1. Officers' duties**

At all times each National Executive member:

- a) shall act in good faith and in what she believes to be the best interests of GWNZ,
- b) must exercise all powers for a proper purpose,
- c) must not act, or agree to GWNZ acting, in a manner that contravenes the Act or this Constitution,
- d) when exercising powers or performing duties as a National Executive member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of GWNZ, the nature of the decision, the position of the National Executive member and the nature of the responsibilities undertaken by her,
- e) must not agree to the activities of GWNZ being carried on in a manner likely to create a substantial risk of serious loss to GWNZ or to GWNZ's creditors, or cause or allow the activities of GWNZ to be carried on in a manner likely to create a substantial risk of serious loss to GWNZ or to GWNZ's creditors, and
- f) must not agree to GWNZ incurring an obligation unless she believes at that time on reasonable grounds that GWNZ will be able to perform the obligation when it is required to do so.

## 17.2. Powers

Subject to this Constitution and any resolution of any General Meeting the National Executive may:

- a) exercise all GWNZ's powers, other than those required by the Act or by this Constitution to be exercised by GWNZ in General Meeting, and
- b) enter into contracts on behalf of GWNZ or delegate such power to a National Executive member, sub-Committee, employee, or other person.

**2025 version:**

## 18. National Executive meetings

### 18.1. Frequency

The National Executive shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.

### 18.2. Procedure

The quorum for National Executive meetings is at least half the number of National Executive members.

**2025 version:**

## **New Sections**

### 22. Conflicts of interest

An Officer or a member of the National Executive and/or member of a sub-Committee who is an Interested Member in respect of any matter being considered by GWNZ, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- a) to the National Executive and or sub-Committee; and
- b) in an Interests Register kept by the National Executive.

Disclosure must be made as soon as practicable after the member of the National Executive and/or sub-Committee becomes aware that they are interested in the matter.

A member of the National Executive and/or sub-Committee who is an Interested Member regarding a matter:

- a) must not vote or take part in the decision of the National Executive and/or sub-Committee relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c) may take part in any discussion of the National Executive and/or sub-Committee relating to the matter and be present at the time of the decision of the National Executive and/or sub-Committee (unless the National Executive and/or sub-Committee decides otherwise).

However, a member of the National Executive and/or sub-Committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of National Executive members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-Committee are prevented from voting on a matter because they are interested in that matter, the National Executive shall consider and determine the matter.

### 22.1 Conflict of Interests Register

The Secretary shall maintain an up-to-date Conflict of Interests Register, as disclosed by National Executive members and Council members during meetings.

**2025 version:**

## **23. Records & Access to records**

### **23.1 Register of Members**

The Branch Secretary shall hold or have access to an up-to-date Register of Branch Members.

The Independent Members' Convenor hold or have access to an up-to-date Register of Independent Members.

### **23.2. Contents of Registers of Members**

The information contained in the Registers of Members shall include each Member's contact details (such as postal address, telephone number, and email address) and the date the Member became a Member, if possible. Every Member shall promptly advise of any change of their contact details.

### **23.3 Access to Register of Members**

With reasonable notice and at reasonable times, a Branch Secretary or Independent Members' Convenor shall make their Register of Members available for inspection by National Executive members. However, no access will be given to other members or any other person to this information, other than as required by law.

### **23.4 Access to other information**

A Member may at any time make a written request to GWNZ for information held by the organisation.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The organisation must, within a reasonable time after receiving a request:

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to GWNZ (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which GWNZ may refuse to provide the information, GWNZ may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of GWNZ or of any of its Members, or
- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to GWNZ, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to GWNZ in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.

If GWNZ requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs GWNZ:

- a) that the Member will pay the charge; or
- b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

## **2022 CONSTITUTION: COMMITTEES**

- CI 28. *The AGM, Council and National Executive may appoint standing committees as required. No standing committee shall have power to take action on its own account except where the National Executive so directs.*
- CI 29. *In the event of there being no International Relations Committee or Public Affairs Committee, the National Executive shall act.*
- CI 30. *National Executive may appoint a Parliamentary correspondent resident in Wellington to advise the National Executive on legislative matters of interest to GWNZ.*

### **2025 version:**

#### **19. National Executive Board Sub-Committees and other Nominations**

##### 19.1 Sub-Committees

The National Executive may appoint sub-Committees consisting of such persons (whether or not Members of GWNZ) and for such purposes as it thinks fit. Unless otherwise resolved by the National Executive:

- i. the quorum of every sub-Committee is half the members of the sub-Committee but not less than 2,
- ii. no sub-Committees shall have power to co-opt additional members,
- iii. a sub-Committee must not commit GWNZ to any financial expenditure without express authority, and
- iv. a sub-Committee must not further delegate any of its powers.

Most of the following was in the 2022 By Laws at the end of this document

### **2025 version:**

##### 19.2 Nominations to GWI

National Executive shall call for nominations from Branches of candidates for GWI Board of Officers and Committees. National Executive shall also have power to nominate. Any GWNZ member invited by another National Federation or Association of GWI to allow herself to be nominated shall report the invitation to National Executive.

### **2025 version:**

##### 19.3 Selection of Candidates

- a) Nomination of members of GWNZ: where more than one member of GWNZ is nominated for any office or committee, National Executive shall select a candidate.
- b) Nomination of a member of another National Federation or Association of GWI: where a member of another National Federation or Association of GWI has been nominated, selection shall be made by a selection committee consisting of the National President and the Coordinator for International Relations, New Zealand members of GWI Board of Officers and Committees, if any, and New Zealand delegates to GWI Board of Officers and Committees, during the past Triennium.
- c) Consultation and voting shall be by correspondence, or electronic means where necessary.

##### 19.4 Nominations to Public Positions

Nominations, sponsorship or endorsement by National Executive of any individual member to a public position should involve consultation between a Branch Committee and National Executive as to the suitability of the person nominated.

##### 19.5 Delegates to International and Regional Conferences

- a) The Coordinator for International Relations should be the representative of GWNZ on the Council of GWI wherever possible. If the Coordinator for International Relations is not available her place shall be taken by the President, or failing her, the National Executive shall appoint an alternate who should be in close touch with the activities of GWNZ and have some knowledge of those of GWI.

- b) The National President shall lead the GWNZ delegation to GWI. If the President is not available her place shall be taken by the Coordinator for International Relations or, failing her, the National Executive shall appoint an alternate who should be in close touch with the activities of GWNZ and have some knowledge of those of GWI.
- c) The National Executive shall select delegates to GWI conferences after consultation with Branch Presidents and Independent Members' Network convenor so that representation is shared as widely as possible among Branches/the Independent Members' Network.
- d) GWNZ shall pay the attendance fee (whether face-to-face or virtual) and/or a contribution to travel of any GWNZ delegate to a GWI Conference.
- e) GWNZ may also vote to pay the attendance fee (whether face-to-face or virtual) and/or a contribution to travel of any GWNZ delegate to the meeting of the annual Commission on the Status of Women, the Pacific Graduate Women's Network Council meeting, or similar international event.

### **2022 CONSTITUTION: ARCHIVES AND RECORDS**

- CI 31. (a) *National Executive archives shall be held at the Alexander Turnbull Library.*
- (b) *Outgoing National Executive member shall pass their records to their successors on National Executive. The Archivist, Secretary, Treasurer and President will ensure that archival material goes to the Alexander Turnbull Library, National Library, Wellington on a biennial basis.*

#### **2025 version:**

##### **27. Archives**

Each Branch and the National Executive are to appoint an archivist who takes the responsibility to deposit Archive material into a suitable local repository; or scan material appropriate for retention in archives and upload that material, suitably labelled, into the Archives repository on the GWNZ SharePoint. Each Branch shall advise the National Executive if they are using a local repository and at any such time that the repository site changes.

### **2022 CONSTITUTION: COMMON SEAL**

- CI 32. *The Common Seal of GWNZ shall be that appointed by the National Executive, and the Secretary shall be responsible for the safe custody and control thereof.*
- CI 33. *When necessary the Common Seal shall be affixed to any deed or other writing pursuant to a resolution of the National Executive and in the presence of two National Executive members (one of whom shall be the President or Acting President) who shall sign the document or writing to which this seal is affixed.*

#### **2025 version:**

##### **28. Common seal**

The common seal of GWNZ must be kept in the custody of a National Executive member. The common seal may be affixed to any document by resolution of the National Executive, and must be countersigned by the President and one other member of the National Executive.

### **2022 CONSTITUTION: REPRESENTATION ON GWI AND GWI REGIONAL GROUPS**

- CI 34. (a) (i) *The National Executive shall appoint a representative of GWNZ on the Council of GWI (refer to By-law 12).*

- (ii) *The CIR shall be a liaison officer between GWNZ and the headquarters of GWI (refer to By-law 3).*
- (b) (i) *The National Executive shall appoint two representatives of GWNZ on the council of Pacific Graduate Women's Network (PGWNet).*
- (ii) *The CIR shall be a liaison officer between GWNZ and the headquarters of PGWNet.*

## **2022 CONSTITUTION: FINANCE**

CI 35. *GWNZ shall:*

- (a) *Subscribe to the funds of GWI in accordance with the ruling of GWI.*
- (b) *Pay PGWNet dues as set by the PGWNet Council.*

CI 36. *Each Branch shall pay GWNZ capitation fees which includes:*

- (a) *GWNZ fees to GWNZ at a per member rate or rates to be determined from time to time by the AGM, such fees to be divided between the General Fund and the Travel Fund in the proportions so determined; and*
- (b) *GWI capitation fees to GWNZ for the purpose of funding Clause 35(a) at a rate per graduate member to be determined from time to time by the AGM. The monies so collected will be held in the GWI Dues Fund, until sent on to GWI.*

CI 37. *Each independent member shall pay a GWNZ capitation fee which includes:*

- (a) *A GWNZ fee to GWNZ at a per independent member rate or rates to be determined from time to time by the AGM, such fees to be divided between the General Fund, the Travel Fund and the IMN Expenses Reserve in the proportions so determined; and*
- (b) *A GWI capitation fee to GWNZ for the purpose of funding Clause 35 (a) at a rate per graduate member to be determined from time to time by the Conference or the Council. The monies so collected will be held in the GWI Dues Fund, until sent on to GWI.*

## **2025 version:**

### **12. Subscriptions and fees**

GWNZ shall subscribe to the funds of GWI in accordance with the rulings of GWI.

The annual capitation paid by Branches to GWNZ, and any other fees for membership shall be set by resolution of a GWNZ General Meeting.

Branch members: The annual subscription and any other fees for membership shall be set by resolution of a Branch General Meeting.

Independent Members: The annual subscription and any other fees for membership shall be set by resolution of a GWNZ General Meeting.

All GWNZ capitation fees shall be paid by each Branch to the National Executive by 31 July each year. Of the monies received from Branches and Independent Members, an amount agreed upon at the Annual General Meeting shall be paid into the Travel Fund, the GWI Reserve, and the balance into the General Fund.

The amount payable by the Branch shall be calculated on the number of subscriptions received during the financial year ended 30 June, (including any which have previously been in arrears) from graduate members, post-graduate members and associate members of the Branch.

The financial Graduate Membership of a Branch and the Independent Members' Network shall be the latest number of individual graduate members from whom subscriptions have been received by the Branch or by GWNZ for Independent Members and fees paid thereon.

The financial Graduate Membership calculations shall be based on the number of subscriptions received and dues paid by 30 June.

Branches shall pay full GWNZ capitation fees for any member who is not, in accordance with the Constitution of the Branch, liable to pay a subscription, such as Members Emerita.

**2022 CONSTITUTION:**

- CI 38. *The financial year of GWNZ shall be from 1 July to 30 June.*
- CI 39. *The Annual Accounts shall be circulated to members in advance of the AGM for adoption at the AGM. This adoption may be signified by virtual resolution. After adoption the Annual Accounts are to be filed at the appropriate office of the Registrar of Incorporated Societies.*
- CI 40. (a) *The funds of GWNZ shall be kept in the name of GWNZ at any New Zealand registered bank, any such bank to be first approved by the National Executive.*  
(b) *Any two of four signatories shall be given power to operate on any of the accounts.*
- CI 41. (a) *The accounts of GWNZ shall be reviewed each year by a suitably qualified person who is not a member of the National Executive and who shall be appointed annually by the National Executive.*  
(b) *The AGM, Council or National Executive may require an audit of the annual accounts to be conducted by a member of the Institute of Chartered Accountants of New Zealand who holds a Certificate of Public Practice, or by an equivalent suitably qualified person, who is not a member of the National Executive or an employee of GWNZ. If so required, the audit may be in addition to a review or may take the place of the annual review.*

**2025 version:**

**24. Finances**

24.1. Control and management

The funds and property of GWNZ shall be:

- a) controlled, invested and disposed of by the National Executive, subject to this Constitution, and
- b) devoted solely to the promotion of the objects and purposes of GWNZ.

Any two of designated signatories shall be given power to authorise transactions.

24.2 Balance date

The organisation's financial year shall commence on 1<sup>st</sup> of July of each year and end on 30<sup>th</sup> June the following year (the latter date being GWNZ's balance date).

**2025 version:**

15.6 Appointment of a Reviewer

The Executive may appoint a suitably qualified person independent of GWNZ, and agree on a set of agreed-upon procedures for that person to undertake and report back to the Executive. This independent report on the Financial Statements is to be provided to all members at the AGM as part of the Annual Financial Report.

**2022 CONSTITUTION:**

- CI 42. *The National Executive may from time to time invest and re-invest in securities on a conservative basis in light of the aims and objectives of the GWNZ, any part of the funds of GWNZ which shall not be required for the immediate business of GWNZ, and if empowered by a two-third vote of the AGM, may borrow on mortgage or any other form of security.*



**2025 version:**

### **7. Power to borrow money**

The organisation does not have the power to borrow money.

### **New section**

### **8. Other powers**

In addition to its statutory powers, GWNZ may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its objects:

- a) use its funds to pay the costs and expenses to advance or carry out its objects,
- b) employ or contract with such people as may be appropriate, and
- c) invest in any investment.

### **2022 CONSTITUTION: HONORARY SOLICITOR**

CI 43. *Each National Executive shall appoint an Honorary Solicitor, preferably a member of GWNZ, to act during its term of office, or until such appointment is revoked by National Executive.*

### **Not included**

**DISPUTE RESOLUTION: This section of the 2022 Constitution is largely unchanged**

### **CI 44. Raising disputes**

*Any grievance by a **member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **members** (including the **National Executive**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **GWNZs** activities.*

*The complainant raising a grievance or complaint, and the **National Executive**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.*

#### **Investigating disputes**

*This rule concerns any grievances of members relating to their rights and interests as **members**, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."*

*These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.*

*Rather than investigate and deal with any grievance or complaint, the **National Executive** may:*

- *appoint a sub-committee to deal with the same, or*
- *refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.*

*The **National Executive** or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".*

*The decision-maker:*

- *shall consider whether to investigate and deal with the grievance or complaint, and*
- *may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **members'** interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by **GWNZ**).*

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the member, or GWNZ which is the subject of the grievance, must be advised of all details of the grievance.
- The member, or GWNZ which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the member, or GWNZ which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the member complained against must be advised of all allegations concerning the member, and all details of the complaint.
- The member complained against must be given an adequate time to prepare a response.
- The member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **member** may not decide on or participate as a decision-maker regarding a grievance or complaint, if two or more **National Executive members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must consider the context of **GWNZ** and the case and may include consideration of facts known by the other **members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

### **Resolving disputes**

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which GWNZ and members shall comply),
- uphold a complaint and:
  - reprimand or admonish the member, and/or
  - suspend the member from membership for a specified period, or terminate the member's membership, and/or
  - order the complainant (if a member) or the member complained against, to meet any of the GWNZ's reasonable costs in dealing with a complaint.

## **2025 version:**

### **25. Dispute resolution**

#### 25.1 Raising disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the National Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to GWNZ's activities.

The complainant raising a grievance or complaint, and the National Executive, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

**2025 version:**

25.2 Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes".

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the National Executive may:

- a) appoint a sub-Committee to deal with the same, or
- b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied.

The National Executive or any such sub-Committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- a) shall consider whether to investigate and deal with the grievance or complaint, and
- b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by GWNZ).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- a) The complainant and the Member, or GWNZ which is the subject of the grievance, must be advised of all details of the grievance.
- b) The Member, or GWNZ which is the subject of the grievance, must be given an adequate time to prepare a response.
- c) The complainant and the Member, or GWNZ which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- d) The complainant who is the subject of the grievance is permitted to bring a support person to any oral hearing.
- e) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- a) The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
- b) The Member complained against must be given an adequate time to prepare a response.
- c) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.

- d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if two or more National Executive members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view.

Such a decision must take into account the context of GWNZ and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

**2025 version:**

**25.3 Resolving disputes**

The decision-maker may:

- i. dismiss a grievance or complaint, or
- ii. uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the organisation and Members shall comply), or
- iii. uphold a complaint and:
  - a. reprimand or admonish the Member, and/or
  - b. suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
  - c. order the complainant (if a Member) or the Member complained against, to meet any of GWNZ's reasonable costs in dealing with a complaint.

**2022 CONSTITUTION: WINDING UP OR DISSOLUTION**

CI 45. (a) *GWNZ may be wound up in the High Court of New Zealand under the Incorporated Societies Act 1908, sections 25 and 26, or dissolved by the Registrar of Incorporated Societies under section 28. Where there has been such a winding up or dissolution, section 27 provides that surplus assets if any shall be disposed of in accordance with the provisions of any rule or rules of GWNZ, or if this is not possible then as the Registrar directs.*

(b) *GWNZ may be wound up or dissolved voluntarily.*

(i) *Notice of a proposal for winding up or dissolution must be given to the National Executive at least nine months before the date of an AGM.*

(ii) *The Secretary shall send a copy of the proposal to each Branch and the IMN as soon as possible and in any event not less than six months before the date of the AGM.*

(iii) *A resolution to dissolve or wind up GWNZ can be passed only:*

*a. by an AGM at which two thirds of the members are represented, and  
b. if three fourths of the voting members present vote to dissolve or wind up GWNZ, and*

*c. if the resolution to dissolve or wind up is confirmed by two thirds of the Branches/IMN not earlier than thirty days after the date on which the resolution to dissolve or wind up was passed.*

(iv) *Branches and the IMN shall be notified of the resolution immediately after the AGM. Unless more than one third of members formally oppose the decision within six months after such notification the vote to dissolve or wind up shall be deemed to be confirmed.*

CI 46. In the case of dissolution or winding up, individual members shall have no rights to the assets of GWNZ. After payment of all debts and liabilities, surplus assets shall vest in the New Zealand Federation of Graduate Women Charitable Trust or shall be applied

to such academic and charitable purposes as may be decided upon by GWNZ at the AGM which votes to dissolve or wind up GWNZ.

**2025 version:**

**26. Winding up**

**26.1 Process**

GWNZ may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

Any notice of a proposal for winding up or dissolution shall be sent to the Secretary of the National Executive at least three months before the date of a General Meeting.

The Secretary shall give Notice to all Members of:

- a) the proposed motion to wind up the organisation or remove it from the Register of Incorporated Societies, and
- b) the General Meeting at which any such proposal is to be considered,
- c) the reasons for the proposal, and
- d) any recommendations from the National Executive in respect to such notice of motion.

Any resolution to wind up the organisation or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting. The Secretary shall give Notice to all Members of the outcome of the General Meeting.

**26.2 Surplus assets**

If the organisation is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

On the winding up or liquidation or removal from the Register of Incorporated Societies of GWNZ, its surplus assets after payment of all debts, costs and liabilities shall be vested in the Graduate Women New Zealand Charitable Trust or shall be applied to such academic and charitable purposes as may be decided upon by GWNZ at the General Meeting which votes to dissolve or wind up GWNZ.

However, on winding up by resolution under this rule, GWNZ may approve a different distribution to a different entity from that specified above, so long as GWNZ complies with this Constitution and the Act in all other respects.

**2022 CONSTITUTION: AMENDMENTS**

*CI 47. The Constitution may be amended at any AGM by a two-thirds majority of those present and entitled to vote:*

*provided always that notice of any proposed amendments shall have been sent to all Branches and IMN at least two calendar months before the date of the AGM and*

*provided further that each amendment is in accord with the regulations laid down by GWI.*

**2025 version:**

**29. Amending this Constitution**

GWNZ may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

Any proposed motion to amend or replace this Constitution shall be signed by at least five eligible Members and given in writing to the Secretary at least 60 Working Days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 Working Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the National Executive has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

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The 2022 Constitution included these **BY-LAWS** which have largely been incorporated above in the 2025 version except as indicated with yellow highlight below:

### **OFFICERS AND COMMITTEES**

#### ***Presiding Officer of Conference and Council***

1. *The President of GWNZ shall be the presiding officer of the AGM and of the Council. She may call on another officer to preside.*

#### ***Casting Vote***

2. *At all meetings of the AGM, Council and the National Executive the presiding officer shall have a casting vote in addition to her deliberative vote.*

#### ***Co-ordinator for International Relations***

3.
  - (a) *The CIR shall have responsibility for promoting the aims of GWI, for stimulating interest in international relations and for co-operating with the PGWNet and other National Federations and Associations of GWI.*
  - (b) *The CIR may form an International Relations Committee consisting of herself as Chairperson, the CIR for each Branch (where this position is filled), and others as appropriate.*

#### ***Public Affairs***

4.
  - (a) *The Public Affairs Convener shall have the responsibility for fostering an interest in Public Affairs.*
  - (b) *The PAC may form a Public Affairs Committee consisting of herself as Chairperson, the PAC for each Branch (where this position is filled), and others as appropriate.*

#### ***Membership / Marketing***

5.
  - (a) *The Membership/Marketing Committee shall be responsible for the recruitment and retention of GWNZ Branch and Independent Members.*
  - (b) *The Membership/Marketing Committee shall consist of a member of National Executive as Chairperson, and the membership officer for each Branch, and others as appropriate.*

#### ***President to be Member of Committees***

6. *The President shall be ex-officio a member of any GWNZ committee or sub-committee.*

### **NATIONAL EXECUTIVE: STRUCTURE**

7. *Objective: To give experience of National Executive business, and to broaden access to talent to as wide a range of members and Branches as possible.*
  - (a) ***The National Executive***

- (i) *The officers of the Executive are as defined in Clause 23.*
- (ii) *Committees in addition to the standing committees defined in By-laws 3 to 5 may be formed to support the various Executive members.*
- (iii) *Other committees may have powers to act delegated by the Executive, with regular acceptance of meeting reports at the Executive meetings.*

**(b) Elections**

*The members of the National Executive shall be selected by the financial members of GWNZ. They will be formally elected at the AGM.*

- (i) *Nominations for President shall be called for from all Branches and the IMN. Branches and the IMN may forward only one nomination each for the position of President.*
- (ii) *National Executive Positions. At least two calendar months before an AGM the National Executive shall call for nominations for members of the National Executive whose terms are about to expire. No Branch may nominate more than one member to any position.*

**Election of Officers**

8. *Should National Executive receive more than one nomination for any position, an election by secret ballot shall be held at the AGM.*

**MEMBER EMERITA: PROCEDURE FOR GRANTING STATUS**

9. (a) *A person may be granted the status of Member Emerita on the recommendation of the National Executive following the procedure detailed below.*
- (i) *Nominations for the award may be made through a Branch Committee, or in the case of an Independent Member by the National Executive, after careful consideration of the terms "for outstanding service to GWNZ at local, national and international level".*
  - (ii) *All nominations shall remain confidential to the Branch Committee making the nomination and the National Executive. The member under consideration shall neither be informed that she is being considered nor consulted in any way at this stage.*
  - (iii) *Biographical notes, including a brief statement outlining the outstanding service to GWNZ as an organisation which justifies the member being considered for the status of Member Emerita of GWNZ shall be forwarded to the National Executive not less than five months before the AGM.*
  - (iv) *The National Executive shall consider the nominations and having ensured that they meet the criteria relating to "outstanding service" and "service to GWNZ" shall come to a decision.*
  - (v) *A successful nominee shall be invited to accept the award by the National Executive.*
- (b) *Any award shall be announced at the AGM.*

**FINANCE**

10. (a) *All GWNZ capitation fees as outlined in Clauses 36 and 37 shall be paid by 31 July each year.*
- (b) *The amount payable by the Branch under Clauses 40 (a) and 40 (b) shall be calculated on the number of subscriptions received during the financial year ended 30 June, (including any which have previously been in arrears) from graduate members and from associate members of the Branch. Branches shall*

*pay full GWNZ capitation fees for any member who is not, in accordance with the rules of the Branch, liable to pay a subscription (such as members emeritae).*

- (c) *Of the GWNZ fees received by GWNZ under 40 (a) of the Constitution an amount agreed upon at the AGM shall be paid into the Travel Fund, and the balance into the General Fund.*
- (d) *Of the GWNZ fees received by GWNZ under 41 (a) of the Constitution amounts agreed upon at the AGM shall be paid into the Travel Fund, the Independent Members' Fund and the balance into the General Fund.*
- (e) *The financial Graduate Membership of a Branch and the IMN for the purpose of Clauses 3 (b) and 16 shall be the latest number of individual graduate members from whom subscriptions have been received by the Branch or by GWNZ for IM's and fees paid thereon as required by this By-law.  
The financial Graduate Membership shall be based on the number of subscriptions received and dues paid by 30 June.*

### **NOMINATIONS TO PUBLIC POSITIONS**

- 11. *Nominations, sponsorship or endorsement by National Executive of any individual member to a public position should involve consultation between the local Branch Committee and National Executive as to the suitability of the person nominated.*

### **DELEGATES TO INTERNATIONAL AND REGIONAL CONFERENCES**

- 12. (a) (i) *The CIR should be the representative of GWNZ on the Council of GWI wherever possible. If the CIR is not available her place shall be taken by the President, or failing her, the National Executive shall appoint an alternate who should be in close touch with the activities of GWNZ and have some knowledge of those of GWI.*
- (ii) *The National President shall lead the GWNZ delegation to GWI. If the President is not available her place shall be taken by the CIR or, failing her, the National Executive shall appoint an alternate who should be in close touch with the activities of GWNZ and have some knowledge of those of GWI.*
- (iii) *The National Executive shall select delegates to GWI conferences after consultation with Branch Presidents and IMN convenor so that representation is shared as widely as possible among Branches/the IMN.*
- (iv) *GWNZ shall pay the enrolment fee and/or a contribution to travel of any GWNZ delegate to a GWI Conference.*
- (b) (i) *The National President and CIR should be the representatives of GWNZ on the Council of PGWNet wherever possible. If one or other is not available the National Executive shall appoint an alternate who should have up-to-date knowledge of GWNZ and PGWNet activities.*
- (ii) *GWNZ shall pay the enrolment fee and/or a contribution to travel of any GWNZ delegate to a PGWNet Council meeting.*

### **22ND GWI CONFERENCE COMMEMORATION FUND**

- 13. (a) (i) *There shall be a fund, known as the 22<sup>nd</sup> IFUW Conference Commemoration Fund, comprising the surplus funds raised by GWNZ members on the occasion of that Conference.*
- (ii) *The capital of the 22<sup>nd</sup> Conference Commemoration Fund shall be held at a minimum of \$15,000.*



- (b) *The net income of the fund shall be used at the discretion of the National Executive to subsidise attendance at GWI meetings and conferences.*
- (c) *Funds are to be allocated with special consideration for younger members and/or members otherwise unable to attend.*

### **In 2025 Constitution:**

#### 24.3 22nd IFUW Conference Commemoration Fund

- a) There shall be a fund known as the 22nd IFUW Conference Commemoration Fund, comprising the surplus funds raised by GWNZ members on the occasion of that Conference in 1986.
- b) The capital of the 22nd IFUW Conference Commemoration Fund shall be held at a minimum of \$15,000.
- c) The net income of the fund shall be used at the discretion of the National Executive to subsidise attendance at GWI meetings and conferences.
- d) Funds are to be allocated with special consideration for younger members and/or members otherwise unable to attend.

### **NOMINATIONS TO GWI BOARD OF OFFICERS AND COMMITTEES**

14. (a) *National Executive shall call for nominations from Branches of candidates for GWI Board of Officers and Committees. National Executive shall also have power to nominate. Any GWNZ member invited by another National Federation or Association of GWI to allow herself to be nominated shall report the invitation to National Executive.*

#### **Selection of Candidates nominated under 14 (a) above**

- (b) (i) *Nomination of members of GWNZ. Where more than one member of GWNZ is nominated for any office or committee, National Executive shall select a candidate.*
- (ii) *Nomination of a member of another National Federation or Association of GWI. Where a member of another National Federation or Association of GWI has been nominated, selection shall be made by a selection committee consisting of the National President and the CIR, New Zealand members of GWI Board of Officers and Committees, if any, and New Zealand delegates to GWI Councils during the past Biennium.*

*Consultation and voting shall be by correspondence, or electronic means where necessary.*

### **USE OF TRAVEL FUND**

15. *The following payments, in addition to any other payments approved from time to time, may be made from the Travel Fund:*
- (a) **GWI:**
    - (i) *to the CIR or her alternate a sum sufficient to augment the GWI Travel Grant to cover a return airfare to the GWI Conference;*
    - (ii) *to the President a sum sufficient to augment the GWI Travel Grant to cover a return airfare to the GWI Conference;*
    - (iii) *to any GWNZ member serving on a GWI Committee, a grant on notification of attendance of up to fifty per cent of the cost of a return airfare;*

(iv) *to any one of a GWI committee member, branch president or nominee may be refunded any reasonable participation costs (such as registration or presentation fees) for virtual conferences or other virtual international meetings of GWI;*

(b) **AGM:**

(i) *to every member of the National Executive travelling to an AGM, a grant toward travel expenses;*

(c) **President:**

(i) *to the President or her deputy a contribution to her travelling expenses as is necessary to enable her to visit each Branch once during her term of office;*

(ii) *to the President or her deputy a contribution to travel and/or payment of conference enrolment fees to enable her to attend national meetings of the National Council of Women;*

(d) **Other:**

(i) *to the two GWNZ representatives travelling to attend the PGWNet Biennial Council Meeting a grant towards the return airfares;*

(ii) *any travel on GWNZ business approved by the National Executive.*

*Unless otherwise stated, all travel grants are to be based on reasonably priced economy travel expenses from home to the place of meeting. The level of any such grant is at the discretion of the National Executive.*

**In 2025 Constitution:**

24.4 The Travel Fund

The following payments, in addition to any other payments approved from time to time, may be made from the Travel Fund. Unless otherwise stated, travel grants are to be based on reasonably priced economy travel expenses from home to the place of meeting. The amount reimbursed with all such grants is at the discretion of the National Executive.

24.4.1 GWI

- a) to the Coordinator for International Relations or her alternate a sum sufficient to augment the GWI Travel Grant to cover a return airfare to the GWI Conference;
- b) to the President a sum sufficient to augment the GWI Travel Grant to cover a return airfare to the GWI Conference;
- c) to any GWNZ member serving on a GWI Committee, a grant on notification of attendance of up to fifty per cent of the cost of a return airfare;
- d) any GWNZ member may be refunded participation costs (such as registration or presentation fees) for virtual international meetings of GWI or similar international organisations.

24.4.2 AGM

- a) to members of the National Executive travelling to an AGM, a contribution toward direct travel expenses such as return air fares and airport shuttles; but not for car hire or accommodation;

24.4.3 President

- a) to the President or her deputy a contribution to her travelling expenses as is necessary to enable her to visit each Branch once during her term of office;

- b) to the President or her deputy a contribution to travel and/or payment of conference enrolment fees to enable her to attend national meetings of the National Council of Women;

#### 24.4.4 Other applications of the Travel fund

- a) to the two GWNZ representatives travelling to attend the Pacific Graduate Women's Network Biennial Council Meeting a grant towards the return airfares;
- b) to any GWNZ delegate travelling to the meeting of the annual Commission on the Status of Women or similar international event;
- c) any travel on GWNZ business approved by the National Executive.

#### **AMENDMENTS TO BY-LAWS *not in proposed Constitution***

- 16. *Except where the Constitution otherwise provides the By-laws may be amended at any AGM by a majority vote provided that notice of the proposed amendment has been sent at least two calendar months in advance to the Branches.*

**From the 2022 Constitution:**

**ABBREVIATIONS – refer to opening section on Definitions etc**

<i>By-law (number)</i>	<i>By-law (number) of this Constitution</i>
<i>CIR</i>	<i>Coordinator for International Relations</i>
<i>CI</i>	<i>Clause</i>
<i>CI (number)</i>	<i>Clause (number) of this Constitution</i>
<i>Enrolment Fee</i>	<i>Any payment made for registrations or enrolments at conventions, conferences, or council meetings</i>
<i>GWI</i>	<i>Graduate Women International (formerly International Federation of University Women)</i>
<i>GWNZ</i>	<i>Graduate Women New Zealand (formerly New Zealand Federation of Graduate Women) Incorporated</i>
<i>IM</i>	<i>Independent Member</i>
<i>IMN</i>	<i>Independent Members' Network</i>
<i>IFUW</i>	<i>International Federation of University Women (now GWI)</i>
<i>IPP</i>	<i>Immediate Past President</i>
<i>PAC</i>	<i>Convenor of the Public Affairs Committee</i>
<i>PGWNet</i>	<i>Pacific Graduate Women's Network</i>

**Payment Terminology:**

<i>Branch/IMN Fee</i>	<i>Portion of subscription retained by Branch or GWNZ (for IMN)</i>
<i>GWNZ Capitation Fee</i>	<i>Portion of subscription paid by Branch or IMN to GWNZ</i>
<i>GWNZ Fee</i>	<i>Portion of GWNZ capitation fee retained by GWNZ</i>
<i>Subscription</i>	<i>Total payment made by a Branch member to the Branch or IM to GWNZ (on behalf of the IMN)</i>
<i>GWI Capitation Fee</i>	<i>Portion of GWNZ capitation fee paid to GWI</i>