

# **Graduate Women New Zealand Incorporated**

Incorporated Society number 226280

## *Constitution*

Approved at SGM of GWNZ February 10<sup>th</sup>, 2025

## Contents

|  |    |
|--|----|
| 1. Name .....  | 3  |
| 2. Charitable status .....   | 3  |
| 3. Definitions, Abbreviations and Acronyms.....                        | 3  |
| 4. Purposes.....   | 4  |
| 5. Act and Regulations.....  | 5  |
| 6. Registered office .....   | 5  |
| 7. Power to borrow money .....   | 5  |
| 8. Other powers .....  | 5  |
| 9. Membership .....  | 5  |
| 10. Becoming a member .....  | 8  |
| 11. Obligations and rights .....                                       | 8  |
| 12. Subscriptions and fees .....                                       | 8  |
| 13. Ceasing to be a member .....                                       | 9  |
| 14. Affiliated Branches .....  | 10 |
| 15. General meetings .....   | 11 |
| 16. National Executive: Composition and Appointment.....               | 13 |
| 17. National Executive: Duties and Powers .....                        | 17 |
| 18. National Executive meetings.....                                   | 18 |
| 19. National Executive Board Sub-Committees and other Nominations..... | 18 |
| 20. Council.....   | 19 |
| 21. General issues .....   | 20 |
| 22. Conflicts of interest .....  | 20 |
| 23. Records & Access to records .....                                  | 21 |
| 24. Finances.....  | 22 |
| 25. Dispute resolution.....  | 24 |
| 26. Winding up .....   | 26 |
| 27. Archives .....   | 26 |
| 28. Common seal.....   | 27 |
| 29. Amending this Constitution .....                                   | 27 |
| 30. Contact person .....   | 27 |

## **1. Name**

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.

## **2. Charitable status**

The organisation is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

## **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.

## **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.



## **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.

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

The organisation does not have the power to borrow money.

## **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 purpose 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.

## **9. Membership**

### **9.1 Minimum number of members**

GWNZ shall maintain at least sixteen (16) Members.

### **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:

- 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.
- 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.
- c) Associate Membership of any Branch shall be open to any woman who is the holder of a diploma approved by National Executive. Such a 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.

- 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.

#### **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.

## **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.

## **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.

### **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.

## **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.

## **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.

### **15.2. 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).

### **15.3. 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.

#### 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.

## **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.

# **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 Convenor (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) Coordinator for International Relations
- 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) Public Affairs Convenor
- i. The Public Affairs Convenor shall have the responsibility for fostering an interest in Public Affairs.
  - ii. The Public Affairs Convenor 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.

#### **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.

#### **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.

## **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.

## **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.

## **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.

### **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.

### **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.

### **20. Council**

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.

## **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.

## **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.

## **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 shall 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.

## **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 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).

### **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.

#### **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.

## **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.

### **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.

### **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.

## **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.

## **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.

## **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.

## **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.

## **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.