

RULES OF
42collective Incorporated

THE SOCIETY

1.0 Name

1.1 The name of the society is 42collective Incorporated (**'the Society'**).

1.2 The Society is constituted by resolution dated 14 May 2008.

2.0 Objects

2.1 The objects and purpose (**'Objects'**) of the Society shall be to:

- (a) Advance education by providing information about the social and environmental benefits and costs of business practices and personal lifestyle choices;
- (b) Benefit the community by researching and promoting appropriate business practices and personal lifestyle choices which increase benefits and/or reduce costs to society and the environment;
- (c) Build capacity and capability within the community by providing services, support or assistance to further the above Objects; and
- (d) Do anything necessary or conducive to the above Objects.

The Society shall not be aligned with any political party and not operate for pecuniary gain or the private or financial benefit of any Member.

3.0 The Rules

3.1 The Rules of the Society (**'the Rules'**) are as set out in this document and may be amended, altered or replaced from time to time as provided for in the Rules.

POWERS

4.0 Powers

4.1 To achieve its Objects the Society shall have power to undertake any activity or to do anything which may appear to the Society to be in accordance with its Objects, and to do such things as are incidental or conducive to the attainment of its Objects and, in particular but without limitation, has the power to:

- (a) Accept and administer any gift whether subject to any trust or not;
- (b) Purchase, acquire, lease, hire, charge, mortgage, dispose of, sell, exchange, maintain, improve or otherwise deal with any real or personal property or any rights or privileges;
- (c) Employ, remunerate or reimburse any Member or other person for any goods or services provided to the Society or for any costs or expenses incurred on behalf of the Society;
- (d) Invest the money, property or assets of the Society;
- (e) Borrow money and provide security for any borrowings if authorised by the Society at any General Meeting; and
- (f) Apply for any funding, grant or sponsorship to further the Objects of the Society.

- 4.2 The income and assets of the Society shall only be applied to the Objects of the Society which shall be limited to New Zealand.
- 4.3 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that Member or associated person of any income, benefit or advantage.

MEMBERSHIP

5.0 Types of Members

- 5.1 There are Ordinary Members and Honorary Members.
- 5.2 An Ordinary Member ('**Member**') has the rights and responsibilities set out in the Rules.
- 5.3 The Committee or the Society may appoint as an Honorary Member any person who is acknowledged as providing or having provided important services to the Society. An Honorary Member has none of the rights or privileges of a Member and is not required to pay any Subscription Fee, Joining Fee or Levy.
- 5.4 The Society may from time to time at a General Meeting create additional types of membership together with such rights and responsibilities as it thinks fit.

6.0 Admission of Members

- 6.1 The Society shall consist of an unlimited number of Members and any person subscribing to the Objects of the Society shall be eligible to apply for membership.
- 6.2 All Members shall promote the Objects of the Society and shall not bring the Society into disrepute.
- 6.3 The Committee may from time to time prescribe the manner by which an application for membership may be made and specify the information to be provided.
- 6.4 Unless otherwise prescribed by the Committee all applications for membership shall be made to the Secretary and be accompanied by the applicable Subscription Fee and/or Joining Fee.
- 6.5 Every application for membership shall be accepted by the Committee unless, for any reason, the Committee does not wish to do so, in which case the application shall be referred by the Committee to the next General Meeting for decision by Members, whose decision shall be final. The Secretary shall advise the applicant of the decision within 7 days after the General Meeting and refund in full any Fees received with the application. There shall be no requirement to provide the applicant with reasons for their application being declined.
- 6.6 A former Member may apply at anytime for re-admission in the same way as a new applicant but if the former Member was expelled by the Committee their application must be approved by the Committee or otherwise declined.

7.0 Ceasing to be a Member

- 7.1 A Member shall remain a Member until such time as they cease to be a Member.
- 7.2 Any Member may cease to be a Member by giving written notice to the Secretary to that effect or in such other manner approved by the Committee.

- 7.3 A Member shall automatically cease to be a Member when any Subscription Fee, Joining Fee or Levy required to be paid by the Member remains unpaid after 3 months.
- 7.4 If after reasonable enquiries the Committee is unable to re-establish contact with a Member after 6 months, the Committee may give 14 days notice to the last known contact details of that Member. Should no contact be received in that period his or her membership shall cease.
- 7.5 Any person who ceases to be a Member must within 14 days pay any arrears due up to the date they ceased to be a Member unless the Committee decides, in its absolute discretion, to waive the obligation of that person to pay the arrears, in full or part, that would otherwise be payable by that person.
- 7.6 The Committee shall have the right to expel a Member if the Member:
- (a) Breaches the Rules;
 - (b) Acts in opposition to the Objects for which the Society has been established; or
 - (c) Acts in any manner which would make it undesirable in the opinion of the Committee that the Member should continue to be a Member; and
- provided that the Member shall first have the right and reasonable opportunity to appear before the Committee for the purpose of explaining their conduct and/or responding to any allegations made against the Member.

8.0 Register of Members

- 8.1 The Secretary shall keep and maintain a register of Members (**'the Register'**) containing the name and address of each Member and the date when they became a Member and cease to be a Member.
- 8.2 Each Member shall keep the Secretary informed of any change of their name and/or address.
- 8.3 The Register shall remain confidential to the Secretary and the Committee and it shall not be disclosed in whole or part to any other person or organisation except as required by law.
- 8.4 Each Member shall provide to the Secretary if requested a telephone number and an email address which the Society, the Committee and/or the Secretary may use from time to time for the purposes of communication with the Member and sending notices.

THE COMMITTEE

9.0 The Committee

- 9.1 There shall be a Committee (**'the Committee'**) which shall have the role and powers as set out in the Rules.
- 9.2 The Committee shall comprise a minimum of 5 and maximum of 9 persons (**'Committee Members'**) all of whom must be Members.
- 9.3 Only a Committee Member may hold an officer position (**'Officer'**). There shall be the following Officers:
- (a) The Chairperson;
 - (b) The Secretary; and
 - (c) The Treasurer.

10.0 Role and Powers

10.1 Subject to the Rules, the Committee shall:

- (a) Supervise the business and activities of the Society and take such action as may be necessary from time to time;
- (b) Administer, manage, and control the Society;
- (c) Carry out the Objects of the Society, and use the money or any assets of the Society to do that;
- (d) Manage the bank accounts of the Society;
- (e) Decide the agenda for and the place, date and time of Meetings;
- (f) Make recommendations about motions to be put to a General Meeting;
- (g) Ensure that all Members follow the Rules;
- (h) Investigate any allegation about the conduct of a Member and consider whether the Member should be expelled; and
- (i) Prescribe the manner for making an application for Membership and any considerations for declining membership.

10.2 Except where the power of the Committee is limited by the Rules or otherwise the Committee may exercise any of the powers of the Society and its decisions shall bind the Society.

10.3 If a Special General Meeting is called to challenge a decision of the Committee the Committee must stay any action on the decision being challenged until the outcome of voting at the Special General Meeting is known.

11.0 Officers

11.1 The **Chairperson** shall:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each Annual General Meeting; and
- (f) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

11.2 The **Secretary** shall:

- (a) Keep a true record of the proceedings of all Meetings;
- (b) Keep the Register of Members and comply with any requirements of the Registrar of Incorporated Societies relating to the Register;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Society;
- (f) Have available to Members a copy of the Rules of the Society;
- (g) Notify Members of any General Meeting, and Committee Members of any Committee Meeting; and
- (h) In case of inability to attend any meeting, cause the necessary documents to be conveyed to the place of the Meeting to be available to conduct that Meeting.

11.3 The **Treasurer** shall:

- (a) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;

- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting;
- (d) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting;
- (e) Keep a separate and up to date record of Subscription Fees and Joining Fees received from Members; and
- (f) Provide to the Auditor such information as may be requested by the Auditor.

12.0 Nomination of Committee Members

- 12.1** The Secretary shall call for nominations for Committee Members and Officers when giving notice of a General Meeting if that General Meeting is:
- (a) An Annual General Meeting; or
 - (b) There is a vacancy on the Committee.
- 12.2** Any nomination for an Officer position shall also be considered as a nomination as an ordinary Committee Member unless expressly stated otherwise.
- 12.3** Nominations for Committee Members may be received by the Secretary or the Committee by 6.00pm 16 days before the General Meeting and each candidate must have indicated their acceptance to be nominated.
- 12.4** All Committee Members shall retire at the Annual General Meeting.
- 12.5** All retiring and former Committee Members shall be eligible for re-election unless they are disqualified from holding office under the Charities Act 2005.

13.0 Appointment of Committee Members

- 13.1** At a General Meeting the vacant Officer positions shall be appointed before the appointment of vacant ordinary Committee Member positions. Each Member appointed as an Officer is also appointed as a Committee Member.
- 13.2** Every Committee Member (including Officers) to be appointed must receive approval from not less than 10% of the Members present and entitled to vote ('Support of Members').

Officers

- 13.3** If there are two or more nominations for any vacant Officer position the appointment of the vacant position shall be determined by Voting. If only one nomination is received for an Officer position that nominee shall be appointed, providing that they have Support of Members. If at any General Meeting no valid appointment of an Officer position is made the Committee shall at the next Committee Meeting appoint a Committee Member to fill that Officer position.

Ordinary Committee Members

- 13.4** If the number of nominations for the remaining ordinary Committee Members exceeds the number of vacant positions then appointment of the remaining ordinary Committee Members shall be determined by Voting. Every Committee Member must have Support of Members before being appointed.

Vacancies

- 13.5** If an Officer position becomes vacant between General Meetings the Committee shall at the next Committee Meeting appoint an elected Committee Member to fill that vacancy until the next General Meeting.
- 13.6** If a Committee Member position becomes vacant between General Meetings the Committee may appoint a Member to fill that vacancy until the next General Meeting and must do so if the number of Committee Members falls below the minimum number required by the Rules.

14.0 Cessation of Committee Membership

- 14.1** A Committee Member shall hold office until the next Annual General Meeting, unless they otherwise cease to be a Committee Member.
- 14.2** A person ceases to be Committee Member when:
- (a) They resign by giving written notice to the Committee;
 - (b) They are removed by the Society at a General Meeting; or
 - (c) They become bankrupt or are convicted of an indictable offence or otherwise disqualified under the Charities Act 2005 from being an officer of a charitable entity.
- 14.3** When a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

15.0 Sub-Committees

- 15.1** The Committee from time to time may set up any sub-committees ('**Sub-Committee**') of one or more persons for the purpose of dealing with any particular matters under such terms and conditions and with such delegated powers and duties as the Committee may think fit without further confirmation by the Committee.
- 15.2** The Committee may revoke any appointment to or dissolve any Sub-Committee at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- 15.3** A person appointed to any Sub-Committee must be a Member but does not need to be a Committee Member.

16.0 Committee Meetings

- 16.1** The Committee shall meet whenever it deems necessary or when convened by the Chairperson, Secretary or Treasurer ('**Committee Meeting**').
- 16.2** No Committee Meeting may be held unless more than half of the Committee Members attend.
- 16.3** The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.
- 16.4** Questions arising at a Committee Meeting shall be decided by a majority of votes.
- 16.5** Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

- 16.6** The Chairperson or person acting as Chairperson at any Committee Meeting has a casting vote.
- 16.7** It is the duty of each Committee Member to attend Committee meetings. If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.
- 16.8** Subject to the Rules, the Committee may regulate its own practices and those of any Sub-Committee as it sees fit.

MEETINGS

17.0 General Meetings

- 17.1** A General Meeting is either an Annual General Meeting or a Special General Meeting.
- 17.2** The Annual General Meeting shall be held once every year between 1 April and 31 August at a time and place fixed by the Committee.
- 17.3** The Committee will call a Special General Meeting if:
- (a) The Committee considers one necessary or desirable for any reason; and
 - (b) The Secretary receives a written request for one approved by at least 10% of Members.
- 17.4** The Secretary shall give all Members at least 21 days written notice of a General Meeting.
- 17.5** The Secretary shall give all Members 7 days written notice of:
- (a) The business to be conducted at any General Meeting;
 - (b) A copy of the Annual Report and Statement of Accounts, if the General Meeting is an Annual General Meeting;
 - (c) A list of Nominees for the Committee and the information provided about those Nominees which shall not exceed 400 words for each Nominee; and
 - (d) Notice of any motions to be considered and the recommendations of the Committee about those motions.
- 17.6** All Members may attend and vote at General Meetings.
- 17.7** No General Meeting may be held unless at least 15 Members attend, of which not less than 2 shall be Committee Members.
- 17.8** All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the General Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting, by way of majority show of hands of eligible Members. Any person chairing a General Meeting has a casting vote, including in a secret ballot. If the Secretary is absent or is elected Chairperson for the purpose of the General Meeting another Committee Member may be appointed by the Committee to act as the Secretary for the purposes of the General Meeting.
- 17.9** The business to be conducted at an Annual General Meeting shall be:
- (a) Any minutes of the previous Meeting(s);
 - (b) The Chairperson's report on the business of the Society;
 - (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
 - (d) Election of Committee Members;
 - (e) Motions to be considered;

- (f) General business; and
- (g) Any business considered urgent by the Chairperson or a majority of those present.

18.0 Motions at General Meetings

- 18.1** Any Member may request that a motion be voted on ('**Member's Motion**') at a particular General Meeting, by giving written notice to the Secretary by 6.00pm 16 days before that meeting. The Member may also provide information in support of the motion ('**Member's Information**').
- 18.2** The Secretary shall notify the Members of the Member's Motion and provide the Member's Information 14 days before the General Meeting. Members shall then have 5 days to approve whether the Member's Motion shall be voted on at the General Meeting. If the Member's Motion is approved by at least 10% of all Members it shall be included as a motion to be considered at the General Meeting chosen by the Member. If the Secretary fails to do this, the Member has the right to raise the motion at that or the following General Meeting.
- 18.3** The Committee may put forward motions for the Society to vote on at the General Meeting which shall be accompanied by an explanation of the reasons for the motion.
- 18.4** Additional motions may be put forward by any Member present for the Society to vote on at the General Meeting with the approval of two-thirds of Members present.
- 18.5** Members unable to attend a Special General Meeting may, not less than 2 days before the Special General Meeting, transmit in writing to the Secretary their views upon any motion to be submitted to such Meeting and such views shall be presented to such Meeting before a vote is taken on the motion.

19.0 Voting and Decision Making

- 19.1** If any motion at a General Meeting cannot be decided by consensus the motion shall be decided by voting ('Voting').
- 19.2** The Chairperson shall in good faith decide whether Voting shall be by voices, show of hands or secret ballot.
- 19.3** Any person chairing a General Meeting has a casting vote, including in a secret ballot.
- 19.4** Every motion to be decided by Voting shall be decided by a simple majority of eligible votes cast or such majority as specified by the Rules.
- 19.5** Any Member unable to attend a General Meeting may appoint a proxy in writing to act in his/her place, and the proxy must also be a Member eligible to vote. All proxy votes must be registered with the Secretary prior to the commencement of the General Meeting.
- 19.6** Whenever any Member holds a valid proxy vote, Voting by show of hands or secret ballot must be done in such a manner that gives proper acknowledgement to the proxy votes.
- 19.7** If any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

20.0 Notices

- 20.1** Where the Rules require notice to be given, including notice in writing, it shall be sufficient that such notice be published on the Society's internet website or sent to the email address provided by a Member or given by any other means deemed appropriate by the Committee

and ratified by the Members at a General Meeting.

- 20.2** If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

FINANCIAL MATTERS

21.0 Use of Money and Assets

21.1 The Society may only use the money or assets of the Society if:

- (a) The money or assets are applied to the Objects of the Society;
- (b) The use is not for the sole personal or individual benefit of any Member; and
- (c) The use has been approved by either the Committee at a Committee Meeting or by the Society at a General Meeting.

22.0 Fees

22.1 The Society may, upon a motion proposed by the Committee, decide at a General Meeting:

- (a) The amount that an applicant must pay to become a Member (**'Joining Fee'**);
- (b) The amount a Member must pay in order to continue to be a Member (**'Subscription Fee'**); and
- (c) The due date by which any Joining Fee and/or Subscription Fee shall be paid.

22.2 If any Member does not pay a Subscription Fee by the due date set by the Society, the Secretary shall send a notice to that Member providing a further period of 14 days to pay the Subscription Fee. After the 14 day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

22.3 The Society may at a General Meeting authorise the Committee to impose a levy (**'Levy'**) to be payable by each Member by a certain due date and to be used and administered by the Committee only for the purposes specified subject to any limitations the Society thinks fit.

23.0 Property and Investment

23.1 All property real or personal acquired by the Society shall be held in the name of the Society and all contracts entered into by the Society shall be in the name of the Society.

23.2 The Committee shall have the power to invest any monies not required for the general purposes of the Society in any investment authorised by law for the investment of trust funds, unless the Society has received a bequest, legacy or grant in terms requiring a particular type or manner of investment.

23.3 Any decision of the Committee regarding an investment of more than half the assets of the Society must be approved by a motion passed at a General Meeting held for that purpose.

24.0 Financial Year

24.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

25.0 Auditor

- 25.1** At an Annual General Meeting the Society may appoint a member of the New Zealand Institute of Chartered Accountants to audit the accounts of the Society and confirm they are correct (**'the Auditor'**). The Auditor may or may not be a Member of the Society but may not be a Committee Member or a former Committee Member for any period to which the accounts being audited relate. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor in their place.
- 25.2** The Auditor shall have power to call for the production of all books, papers, accounts, receipts and documents relating to the affairs of the Society for the purposes of conducting the audit and the Treasurer and any other Committee Member shall be obliged to produce any such information requested. The Auditor shall be paid such fee as may be approved at the Annual General Meeting.

26.0 Financial Operations and Policies

- 26.1** Any payment made by the Society above a value of twenty dollars (\$20.00) must be by cheque or electronic deposit.
- 26.2** The Society may approve at a General Meeting the financial and accounting policies and practices to be adopted and used by the Society or may delegate to the Committee the power to determine such policies and practices subject to any limitations.
- 26.3** Only Committee Members may be authorised to make payments on behalf of the Society.

ALTERING THE RULES

27.0 Altering the Rules

- 27.1** The Society may alter, amend or replace the Rules by a motion passed by a two-thirds majority at the General Meeting held to consider the motion which shall be notified in accordance with the Rules.
- 27.2** When a change to the Rules is approved by a General Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the changes to the Rules in the required form. No change to the Rules shall take effect until this is done.

OFFICE AND COMMON SEAL

28.0 Office

- 28.1** The registered office of the Society shall be 23 Holloway Road, Aro Valley, Wellington, New Zealand and thereafter decided by the Committee who may change it from time to time and shall notify such change to the Registrar of Incorporated Societies.

29.0 Common Seal

- 29.1** The Society shall have a common seal which shall be in the custody of the Secretary and shall only be affixed by resolution of the Committee in the presence of the Chairperson, Secretary, or Treasurer and countersigned by one other member of the Committee as attesting witnesses.

INDEMNITY

30.0 Indemnity

- 30.1** Committee Members shall be fully indemnified by the Society against any loss or damage caused or liability incurred to any person or body by reason of or in connection with any act properly done or omitted in the performance of any of the duties of those Members.

LEGAL PROCEEDINGS

31.0 Legal Proceedings

- 31.1** No legal proceedings before a Court shall be commenced by or on behalf of the Society unless the same shall have been authorised by resolution of the Society.

WINDING UP

32.0 Winding up

- 32.1** In accordance with section 24 of the Incorporated Societies Act 1908 the Society may be voluntarily wound up if at a General Meeting a resolution is passed requiring the Society to appoint a liquidator and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 32.2** Upon the winding up of the Society any assets remaining, subject to any trust affecting the same, after all debts and liabilities have been paid, discharged or satisfied shall be given or transferred to a charitable entity having objects similar to the Society and having regard to the preference of the Society recorded in any resolution made prior to winding up.

INTERPRETATION

33.0 Interpretation and Definitions

- 33.1** Any question arising about the interpretation of the Rules shall be referred to the Committee for decision and such decision shall be final unless challenged at a Special Meeting held for that purpose within 3 months of the decision.