



**Te Hunga Kaiwhakawā o Aotearoa  
The Judges Association of New Zealand (Incorporated)**

*[JANZ 05 September 2018]*

E ngā mana, e ngā reo, e ngā mātāwaka puta noa i te motu, ā, puta noa i te ao, nau mai, haere mai. Ko Te Hunga Kaiwhakawā o Aotearoa tēnei e mihi maioha nei ki a koutou. Nei rā tā mātou tūtohunga hei pānui kōrero, hei whakaarotanga hoki, mā koutou.

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These rules are published on [ ] 2018.

## PART I – PRELIMINARY

### 1. Name

The name of the association shall be Te Hunga Kaiwhakawā o Aotearoa, The Judges Association of New Zealand (Incorporated)) ("JANZ" or the "association"). The association is constituted by resolution dated [ ] 2018. The registered office of JANZ shall be at such place as the Executive Committee from time to time decide.

### 2. Objects

2.1 The objects of JANZ are:

- (a) To connect the judiciary in an association for mutual support and collegiality.
- (b) To preserve, maintain and improve the independence and quality of the judiciary in New Zealand, and internationally.
- (c) To promote contact with and membership of similar international judges' associations.
- (d) To promote and encourage judicial independence and thereby the highest standards in the administration of justice and judicial conduct.
- (e) To assist, encourage, provide for and promote wellness and pastoral care for the judiciary and their families.
- (f) To support Heads of Bench in relevant jurisdictions in relation to issues affecting the judiciary and their families.
- (g) To act in combination or association, or otherwise cooperate, with any person or body, whether incorporated or not, and whether in New Zealand or elsewhere, in furtherance of these objects.
- (h) To promote research to assist in the achievement of these objects.
- (i) To give meaning to Te Tiriti O Waitangi through practising principles of partnership and participation.
- (j) To do all such other things as are reasonable, necessary or expedient for or conducive to the exercise or achievement of any of these objects.

### 3. **Non-profit nature of JANZ**

- 3.1 Pecuniary gain is not a purpose of the association. The assets and income of JANZ shall be applied in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of JANZ except as bona fide compensation for services rendered or expenses incurred on behalf of JANZ.

## PART II – MEMBERSHIP

### 4. **Types of Members**

- (a) Membership may comprise different categories of membership as decided by the association.
- (b) Members have the rights and responsibilities set out in these rules.

### 5. **Membership categories and qualifications**

#### 5.1 Members

A person is qualified to be a member if that person is, or has been:

- (a) appointed to the judiciary within New Zealand; or
- (b) appointed to the judiciary of a Pacific Island country, which in the sole opinion of the Executive Committee, undertakes duties substantially judicial in nature.

#### 5.2 Life members

The following are eligible to become life members of JANZ:

- (a) all persons who have been appointed as a President of JANZ on such appointment become life members of JANZ; and
- (b) the Executive Committee can appoint any person as a life member of JANZ in recognition of outstanding service to the judiciary.

Life members are entitled to all the rights and privileges of membership of JANZ except that they are exempt from liability for membership fees.

#### 5.3 Honorary Members

- (a) The Executive Committee may appoint any person as an honorary member of JANZ.
- (b) Honorary members are not entitled to vote or exercise the rights and privileges of membership of JANZ and are exempt from liability for membership fees.

## 6. **Application for membership**

- 6.1 A person who is qualified for membership of JANZ may apply for membership by writing to the Secretary/Treasurer use such application form, supply such additional information required at that time, and lodge with the application an amount equal to the annual membership fee, as shall be decided by the Executive Committee from time to time.
- 6.2 As soon as practicable after receiving an application for membership and the required sum, the Secretary/Treasurer shall consider whether the applicant is qualified to be a member. The Secretary/Treasurer may interview the applicant, if necessary, when considering the application. The Secretary/Treasurer will then make a recommendation to the Executive Committee, which shall have complete discretion when it decides whether or not to allow the applicant to become a member. The Executive Committee shall advise the applicant of its decision, and that decision shall be final.
- 6.3 After so notifying the applicant, the Secretary/Treasurer shall immediately enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a member.

## 7. **Register of Members**

- 7.1 The Secretary/Treasurer shall keep a register of members which shall contain contact details for the members, the category of membership, the date that they became a member and the date they ceased being a member.
- 7.2 The register of members will be available with reasonable access for the members.
- 7.3 Members shall update the Secretary/Treasurer if their contact details change and provide such other details as may be required.

## 8. **Cessation of Membership**

- 8.1 A person ceases to be a member if the person:
- (a) dies;
  - (b) resigns from JANZ by giving written notice to the Secretary/Treasurer which shall take effect from the date of such notice;
  - (c) fails to pay any membership fee required by Rule 9 within six months of the due date for such payment, unless the Executive Committee decides otherwise;
  - (d) has membership terminated pursuant to the following:
    - (i) If, for any reason whatsoever, the Executive Committee is of the view that a member is breaching the Rules or acting in a manner inconsistent with the objects and purposes of JANZ, the Executive Committee may give written notice of this to the member ("Warning Notice"). The Warning Notice must:

- (A) Explain how the member is breaching the Rules or acting in a manner inconsistent with the objects and purposes of JANZ;
  - (B) State what the member must do to remedy the situation, or state that the Member must write to the Executive Committee giving reasons why the Executive Committee should not terminate the member's membership.
  - (C) State that if, within 14 days of the Member receiving the Warning Notice, the Executive Committee is not satisfied that the situation is remedied or with reasons given as to why the Executive Committee should not terminate the member's membership, the Executive Committee may in its absolute discretion immediately terminate the member's membership using the process described hereafter.
  - (D) State that if the Executive Committee terminates the member's membership, the member may appeal the decision at their own expense to a person agreed between the Executive Committee and the member, or failing agreement, within 14 days, to a person appointed for that purpose by the President of the New Zealand Law Society, whose decision shall be final.
- (ii) If the member gives the Executive Committee written notice ("Member's Notice") to the Secretary/Treasurer, within 14 days of receipt of the Warning Notice, the member will have the right to be fairly heard at a meeting of the Executive Committee held within the following 28 days. If the member chooses, the member may provide the Secretary/Treasurer with a written explanation of the events as the member sees them ("the Member's Explanation"). If the member is not satisfied that the Executive Committee has not sufficient time to consider the Member's Explanation, the member may defer his or her right to be heard to a date set by the Executive Committee in its absolute discretion.
  - (iii) If there is no request for a hearing, or after a hearing has been held, and after considering the information supplied by the member, the members of the Executive Committee of JANZ shall then, by majority vote, decide whether to terminate or reinstate the member. The Executive Committee decision may appeal the decision at their own expense to a person agreed between the Executive Committee and the member, or failing agreement, within 14 days, to a person appointed for that purpose by the President of the New Zealand Law Society, whose decision shall be final.
- 8.2 Any person ceasing to be a member for any cause whatsoever nevertheless remains liable to JANZ for all membership fees and any other monies payable by the member prior to the date of termination of membership.

## 9. **Obligations of Members**



9.1 All members shall promote the objects and purposes of JANZ, shall do nothing to bring JANZ into disrepute, and shall abide by these Rules.

## 10. Fees, subscriptions, etc.

10.1 Annual membership fee(s) of JANZ for any person or group of persons will be determined from time to time by resolution of the Executive Committee.

### *Continuing members*

10.2 Except as set out below, all members shall be liable to pay their annual membership fee on 1 April in each year.

### *New members*

10.3 A new member shall pay an initial annual membership fee of such amount as the Executive Committee determines from time to time for each category of membership.

10.4 The initial annual membership fee entitles the new member to membership for the first membership period, that is:

- (i) From the date on which the new member joined until the next 1 April;  
or
- (ii) If the new member joined after 1 February in any year, from the date joined until 1 April in the following calendar year.

10.5 After the end of their first membership period, new members are liable to pay an annual membership fee in accordance with Sub-Rule 10.2.

### *Foundation members*

10.6 Those members who provided funds for the establishment of JANZ (Foundation Members) shall be exempt from annual membership fees for the first three years from formation of the association.

## 11. Disputes

11.1 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary/Treasurer, and the procedures set out below shall be observed:

- (a) The Executive Committee shall have the following discretions:
  - (i) If the nature of the complaint indicates that the subject matter should be dealt with by any court or tribunal, the Judicial Complaints Commissioner, Heads of Bench, or Chief Justice, the Executive Committee may decline to investigate or deal with the complaint until any such body or person has dealt with the issues which are the subject of the complaint. If the decision of any such body or person:

- (A) Effectively disposes of the complaint, the Executive Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions;
  - (B) Does not effectively dispose of the complaint, the Executive Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraphs b(iv)-(viii) of this Rule.
- (ii) The Executive Committee (in its absolute discretion) may decline to investigate or consider the complaint if it considers the nature of the complaint indicates that the subject matter is petty, frivolous or inconsequential.
- (iii) The Executive Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive, it becomes apparent to the Executive Committee that it is not appropriate to further investigate or consider the complaint.
- (iv) If the investigation or consideration of the complaint is likely in the opinion of the Executive Committee to require extensive enquiries, or a considerable time input, or advice to the Executive Committee from professional advisers, the Executive Committee may at any time:
  - (A) Decline to further investigate or consider the complaint;
  - or
  - (B) Require the complainant to deposit with JANZ such sum as the Executive Committee thinks fit to reimburse JANZ wholly or partly for the costs of those making the enquiries or considering the complaint, including JANZ's professional adviser's fees, before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
  - (i) The member shall be given a copy of the complaint by the Secretary/Treasurer;
  - (ii) The member shall have the opportunity to provide a detailed written response to the complaint to the Secretary/Treasurer within not less than two weeks after receiving a copy of the complaint;
  - (iii) Further enquiries may be made by or on behalf of the Executive Committee, and the results of those enquiries shall be made known to the complainant and the member by the Secretary/Treasurer;
  - (iv) The Executive Committee shall allow the complainant and the member the opportunity to be heard by the Executive Committee or any special

committee established by it for the purpose of hearing and deciding upon the complaint (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint);

- (v) The Executive Committee or any special committee hearing deciding upon any complaint may:
    - (A) Dismiss the complaint; or
    - (B) Uphold the complainant and:
      - (1) Reprimand or admonish the member;
      - (2) Suspend the member from membership for a specified period;
      - (3) Alter the membership classification for a specified period.
  - (vi) The Executive Committee or any special committee hearing deciding upon any complaint shall respect the confidentiality of the proceedings; and
  - (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed by the Secretary/Treasurer to the complainant and the member in writing, and at the end of the Executive Committee or any special committee hearing deciding upon the complaint, may in the discretion of the Executive Committee, be conveyed to members.
- (c) The decisions of the Executive Committee or any special committee hearing deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

11.2 A member whose membership is terminated under these Rules shall remain liable to all payments due, shall cease to hold himself or herself out as a member of JANZ, and shall return to the JANZ all material produced by the JANZ, including any Membership certificate, intellectual property, handbooks, manuals, or any other assets or information including any database or contact details of members.

## 12. **Members' Liabilities**

12.1 The liability of a member to contribute towards the payment of debts and liabilities of JANZ or the costs, charges and expenses of the winding up of JANZ is limited to the amount, if any, unpaid by the member in respect of membership of JANZ as required by Rule 10.

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## PART III – THE EXECUTIVE COMMITTEE

### 13. Powers of the Executive Committee

13.1 The Executive Committee, subject to the act, the regulations, these Rules, and to any resolution passed by JANZ in general meeting:

- (a) shall control and provide oversight for the affairs of JANZ and carry out the objects of JANZ;
- (b) may exercise all such functions as may be exercised by JANZ other than those functions that are required by these Rules to be exercised by JANZ in general meeting;
- (c) has all of the powers of the association and may perform all such acts and do all such things as appear to the Executive Committee in its absolute discretion to be necessary or desirable for the proper management of the affairs of JANZ;
- (d) Administer, manage, and control JANZ;
- (e) Keep records and manage the financial affairs of JANZ, including approving financial statements for presentation to members at meetings and setting accounting policies which are in line with generally accepted accounting practice;
- (f) Delegate responsibility and co-opt members onto the Executive Committee where necessary;
- (g) Be responsible for ensuring members comply with these Rules;
- (h) Decide how and when a person becomes a member and stops being a member;
- (i) Set and vary the categories of membership and the fees from time to time;
- (j) Decide the times and dates for meetings and set the agenda for meetings;
- (k) Decide how to deal with complaints; and
- (l) Make regulations for JANZ.

### 14. Constitution and Membership

14.1 The composition of the Executive Committee should reflect a diversity of backgrounds, skills, judicial experience, expertise and a range of tenures that are appropriate given JANZ current and anticipated circumstances and that, collectively, enable the Executive Committee to perform its powers effectively.

14.2 Subject to Rule 13, the Executive Committee shall consist of up to 9 members:

- (a) Three ordinary members elected at every third AGM;
- (b) One member, nominated not more than annually, selected to represent retired members by the majority of retired members of JANZ;

- (c) Up to two members nominated by the NZAWJ executive from time to time, but not more than annually;
  - (d) One nomination by the Chief District Court Judge, in consultation with the Kaupapa Māori Advisory Group (or its equivalent) and the Chief Māori Land Court Judge, from time to time but not less than annually;
  - (e) One nomination by the Chief Justice from time to time, but not more than annually; and
  - (f) The immediate Past President of the Association.
- 14.3 Written nominations for nominees to fulfil the elected positions under Rule 14.2(a) signed by an individual member and accompanied by the written consent of the nominee shall be received by the Secretary/Treasurer not less than 14 clear days before the date of each third annual general meeting. If the Secretary/Treasurer receives only 3 nominations for the 3 electable positions to the Executive Committee, those nominees will be declared elected at the next election AGM. If the Secretary/Treasurer receives more nominations than the 3 electable positions, the Secretary/Treasurer shall circulate a list of nominees to members, together with such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary/Treasurer by or on behalf of each nominee in support of the nomination.
- 14.4 Election of Executive Committee members under Rule 14.2(a), if required, shall proceed in accordance with Rule 27.
- 14.5 For the avoidance of doubt, any member of the Executive Committee may be selected for President, Vice President or Secretary/Treasurer, including by re-election. The President, Vice President and Secretary/Treasurer shall be selected by the Executive Committee members, but not less than annually.
- 14.6 If the position of any Executive Committee member becomes vacant that vacancy shall be filled by a temporary Executive Committee member appointed by the remaining members of the Executive Committee until the next time Executive Committee members are appointed or elected.
- 14.7 If a member of the Executive Committee, for any reason, is unable to attend a meeting of the Executive Committee, then a person appointed by that member shall be entitled to participate in all discussions and to vote on any resolution proposed at that meeting.
- 14.8 The President shall preside at all meetings of the Executive Committee when present. The President is responsible for:
- (a) Ensuring that these Rules are followed;
  - (b) Convening meetings of the Executive Committee and deciding that a quorum is present;
  - (c) Overseeing the operation of JANZ and reporting on it to the Members at the Annual General Meeting.
- 14.9 The Executive Committee shall select a Vice President of JANZ, and the persons so appointed shall, assist the President with his or her duties. In making those

appointments, the Executive Committee shall have regard to the desirability of representing the geographic spread of members. The Vice President is responsible for:

- (a) Providing assistance to the President when requested;
- (b) Providing strategic thinking and leadership for JANZ; and
- (c) Assisting the President to liaise with members in the provincial areas.

14.10 The Executive Committee shall appoint one of its members to be the Secretary/Treasurer of JANZ. The Secretary/Treasurer shall be appointed (and may be reappointed) at the first meeting of the Executive Committee following the Annual General Meeting of JANZ. The Secretary/Treasurer shall:

- (a) Keep the records of minutes of meetings;
- (b) Update the register of members;
- (c) Hold the records, documents and books of JANZ;
- (d) Monitor the correspondence received by JANZ and deal with and answer such correspondence;
- (e) File any documents that need to be submitted to the Register of Incorporated Societies;
- (f) Act as the contact officer for JANZ (unless some other Executive Committee member is given that role by the Executive Committee); and
- (g) Perform such other duties as may be required by the Executive Committee.

14.11 The Executive Committee may co-opt up to three members to the Executive Committee, without regard to any limitation contained in these Rules as to the maximum number of Executive Committee members, who may be elected to the Executive Committee or to representative requirements in any or all of the following events or circumstances:

- (a) Where there is a special need for further Executive Committee members by work requirements or special expertise or special projects; or
- (b) Where it is considered by the Executive Committee to be in the interests of JANZ.

14.12 The Executive Committee may appoint an Executive Director (who shall not be a member of the Executive Committee but who shall report to it) on a full or part-time basis and at such remuneration and on such terms as may be determined by the Executive Committee or by any sub-committee of the Executive Committee appointed for that purpose, whose position role and responsibilities will be set by the Executive Committee and which may or may not include the duties of Secretary/Treasurer to the Association as the Executive Committee determines.

## The first Executive Committee

14.13 Notwithstanding the provisions for constitution of the Executive Committee, special provisions shall apply for the first 3 years of the association. The following members shall constitute the first Executive Committee:

President: Judge Jeff Smith

Vice President: Judge Gerard Winter

Secretary/Treasurer: Judge Claire Ryan

Executive Committee: Judges Binns, Harvey, McDonald, Matheson, Maude, Neave, Otene, together with Justice Williams (Senior Courts) and Retired Judge Thorburn (retired Judges).

## 15. Vacancies

15.1 A person ceases to hold office as a member of the Executive Committee if the member—

- (a) dies;
- (b) ceases to be a member of JANZ;
- (c) resigns;
- (d) is removed from judicial office;
- (e) becomes an insolvent;
- (f) suffers from mental or physical incapacity; or
- (g) is absent without the consent of the Executive Committee from all meetings held during a consecutive period of 6 months.

15.2 In the event of such a vacancy the remaining members of Executive Committee may appoint a temporary Executive Committee member to hold office in full capacity until the next annual general meeting.

## 16. Meetings of the Executive Committee and quorum

16.1 The Executive Committee shall meet at least three times in each calendar year either by electronic means or at such place and time as the Executive Committee may determine.

16.2 Additional meetings of the Executive Committee may be convened by any member of the Executive Committee.

16.3 Email notice of a meeting or adjournment of a meeting of the Executive Committee shall be given by the Secretary/Treasurer to each member of the Executive Committee at least forty-eight hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.

- 16.4 Notice of a meeting given under Sub-Rule 17.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree may be transacted at the meeting.
- 16.5 Any 5 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee. The President shall have the power to establish whether or not a quorum is present.
- 16.6 No business shall be transacted by the Executive Committee unless a quorum is present and if within half an hour after the time appointed for the meeting, a quorum is not present the meeting stands adjourned to such time, not less than three days later, to a time and place as those members present consider would be suitable for the members of the Executive Committee.
- 16.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting but three members are present, then the meeting may proceed and any business conducted shall be deemed to have been validly conducted. In any other case, the meeting shall be dissolved.
- 16.8 In addition to meeting in person, the Executive Committee may meet and vote by any electronic medium, including by telephone, audio visual link or any other instantaneous communications medium for conferring, and a member shall be regarded for all purposes as present at such a meeting where that member is able to hear and to be heard by all others attending the meeting. Such meeting shall be deemed to be held at the place agreed by the Executive Committee provided that at least one of the members present at the meeting was at that place for the duration of the meeting.
- 16.9 An original document, or a photocopy or facsimile copy of it, which is in the possession of, or has been seen by, all the members of the Executive Committee attending the meeting before, or at the time of, that meeting, shall be deemed to be a document tabled at that meeting.
- 16.10 Subject to these Rules, the Executive Committee may regulate its own practices.
- 17. Delegation to Executive Committee to subcommittees**
- 17.1 The Executive Committee may, by instrument in writing, delegate to one or more committees (consisting of such member or members of JANZ as the Executive Committee thinks fit) the exercise of such functions of the Executive Committee as specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is imposed on the Executive Committee by the act.
- 17.2 A subcommittee may co-opt other members to be members of the committee if, in its opinion, they can assist the subcommittee in its work.
- 17.3 A function, the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.



- 17.4 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 17.5 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 17.6 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 17.7 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 17.8 A committee may meet and adjourn as it thinks proper, but for the transaction of its business not less than one half of its members which includes any members co-opted under Sub-Rule 18.2 must be present.
18. **Voting and decisions**
- 18.1 Questions arising at a meeting of the Executive Committee, or any committee appointed by the Executive Committee, shall be determined by a majority of the votes of members of the Executive Committee or committee present at the meeting.
- 18.2 Each member present at a meeting of the Executive Committee or of any committee appointed by the including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 18.3 Subject to Sub-Rule 14.5, the Executive Committee may act notwithstanding any vacancy in the office of any member.
- 18.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or committee.

#### PART IV - GENERAL MEETINGS

##### 19. **Annual general meetings - holding of**

- 19.1 Except for the first annual general meeting of JANZ, JANZ shall, at least once every calendar year and within the period of five months after the expiration of each fiscal year, convene an annual general meeting of its members.
- 19.2 JANZ shall hold its first annual general meeting:
- (a) within the period of eighteen months after its incorporation under the act; and
  - (b) within the period of five months after the expiration of the first fiscal year.

**20. Annual general meetings - calling of and business at**

- 20.1 The annual general meeting of JANZ shall, subject to the act and these rules, be convened on such date and at such time and place as the Executive Committee thinks fit. The President will act as chair of the annual general meeting.
- 20.2 Every third Annual General meeting shall take place in person, although proxies may be utilised. Otherwise, annual general meetings may include personal attendance and/or attendance and voting by electronic media, including by telephone, audio visual link or other instantaneous communication medium for conferencing, and a member shall be regarded for all purposes as present where that member is able to hear and be heard by others in attendance.
- 20.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Executive Committee reports on the activities of JANZ during the last preceding fiscal year;
  - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to any enactment;
  - (d) to consider motions of which notice has been given; and
  - (e) at every third Annual General Meeting to vote on or announce the members of the Executive Committee.
- 20.4 An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 23.
- 20.5 An annual general meeting shall be conducted in accordance with the provisions of this part.

**21. General meetings - calling of**

- 21.1 The Executive Committee may, whenever it thinks fit, convene a general meeting of JANZ on such date, and at such time and place as the Executive Committee thinks fit. The President will act as chair of general meetings of JANZ. Attendance and voting at general meetings may include by electronic media as described in Sub-Rrule 16.8.
- 21.2 The Executive Committee shall, on the requisition in writing of not less than thirty per cent of the total number of members, convene a general meeting of JANZ at such time and place and, subject to this rule, on such date as the Executive Committee thinks fit.
- 21.3 A requisition of members for a general meeting –
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;

- (c) shall be lodged with the Secretary/Treasurer; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 21.4 If the Executive Committee fails to convene a general meeting within two months after the date on which a requisition of members for the meeting is lodged with the Secretary/Treasurer, any one or more of the members who made the requisition may convene a meeting to be held not more than three months after that date.
- 21.5 A general meeting convened by a member or members referred to in Sub-Rule 23.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed by JANZ for any reasonable expense so incurred.
- 22. Notice**
- 22.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of JANZ, the Secretary/Treasurer shall give at least fourteen days' written notice of the meeting to each member specifying the date, time and place of the meeting and the nature of the business proposed to be transacted at the meeting in such manner as the Executive Committee may from time to time determine.
- 22.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of JANZ, the Secretary/Treasurer shall give at least 14 days' notice to each member in the manner provided for in Sub-Rule 24.1 specifying, in addition to the matters required under that Sub-Rule, the intention to propose the resolution as a special resolution.
- 22.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Sub-Rule 22.2.
- 22.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary/Treasurer who shall include the business contained in that notice from the member in the notice of the meeting.
- 23. General meetings - procedure and quorum**
- 23.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these Rules is present during the time the meeting is considering that item.
- 23.2 Ten members present in person (being members entitled under these Rules to vote at a general meeting) or present by electronic means or holding a valid proxy constitute a quorum for the transaction of the business of a general meeting.
- 23.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members shall be dissolved. In any other case, it shall stand adjourned to such time and date being not more than one month later as may be specified by the Executive Committee subject to giving at least 7 days' notice of the date to all members. No

business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 23.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

**24. Presiding member**

- 24.1 The President of the Executive Committee shall, if present and willing so to act, preside at each general meeting of JANZ.

- 24.2 If the President is absent from the meeting or is unwilling to act, the Vice President, if present and willing to act, shall preside.

- 24.3 If both the President and the Vice President are absent or unwilling to act, the members present shall elect one of their number to preside at the meeting.

**25. Adjournment**

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

- 25.2 Where a general meeting is adjourned for fourteen days or more, the Secretary/Treasurer shall give notice to each member of JANZ in such manner as the Executive Committee may from time to time determine of the adjourned meeting stating the date, time and place of the adjourned meeting and the nature of the business to be transacted at the meeting.

- 25.3 Except as provided in Sub-Rule 27.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**26. Making of decisions**

- 26.1 A question arising at a general meeting of JANZ shall be determined on a show of hands unless the Executive Committee has adopted attendance and voting by electronic media pursuant to Sub-Rule 16.8. On declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, entry to that effect is to be recorded in the minute book of JANZ, and is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

- 26.2 At a general meeting of JANZ, where a show of hands has been selected for voting, a poll may be demanded by the person presiding or by not less than five members present in person (including electronic means) or by proxy at the meeting.

- 26.3 Where the poll is demanded at a general meeting, the poll shall be taken –

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 26.4 If the Executive Committee has approved electronic meeting and voting procedures, every person entitled to vote may vote by electronic means.
- 26.5 The Executive Committee may propose for an electronic ballot any resolution or election of members that could occur at any annual or special general meeting.
- 26.6 At least 14 days before an electronic ballot is to take place, the Executive Committee must send to the authorised email address of each eligible member notice of any resolution to be proposed. This notice must state:
- (a) The text of the resolution or persons standing for office;
- (b) The period during which the electronic ballot is to occur; and
- (c) The executive email address to which the ballot must be sent, or the address of the approved online form.
- 26.7 An electronic ballot takes place for a period of not less than 48 hours and not longer than two weeks, measured at the place of the Executive Committee email address (“the electronic ballot period”).
- 26.8 During the electronic ballot period, any member may cast their vote on each resolution or election either by email sent from its authorised address, or by secure online methods approved by the Executive Committee, access to which is only available by use of the authorised email address.
- 26.9 At the end of the electronic ballot period, the Executive Committee shall count the number of votes.
- 26.10 For a resolution to amend the Rules, such a resolution must be passed by electronic ballot of at least two thirds of members who submitted a “yes” or a “no” vote in the electronic ballot, voting “yes”.
- 26.11 As soon as possible after the Executive Committee has counted the votes, it shall send a notice to the authorised email address of each member advising the result of the vote on each resolution.
27. **Voting**
- 27.1 Subject to Sub-Rule 27.3, on a vote upon any question arising at a general meeting of JANZ a member has only one vote.
- 27.2 All votes shall be given personally or by proxy, including by electronic means (if adopted for that meeting).
- 27.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

27.4 A member is not entitled to vote personally or by proxy at any general meeting of JANZ unless all moneys due and payable by the member to JANZ have been paid.

27.5 Votes shall be exercised as follows:

- (a) At general meetings voting shall be by voices, by show of hands or other electronic method, or, on demand of the chairperson or of any member with the right to vote present, by secret ballot, and on any secret ballot each member shall be entitled to one vote.
- (b) Unless otherwise required by these Rules, all questions shall be determined by a simple majority of those present and voting at the general meeting.
- (c) The Executive Committee shall have the power to determine whether any vote the subject of a vote is to be held solely by postal voting or solely by electronic voting or by any method of voting involving a combination of both methods.

Provided however that any ballot for the purposes of Rule 38 must be conducted by a method of voting involving a combination of postal voting and electronic voting.

- (d) To determine any issue (including any amendment to these Rules) the Executive Committee may resolve to hold a postal or electronic ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (e) In respect of postal or electronic ballots held under this Rule:
  - (i) Only members entitled to vote may participate and vote in any postal or electronic ballot;
  - (ii) The resolution to hold a postal or electronic ballot shall set a closing date and time for ballots to be received by the Secretary/Treasurer, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to members (excluding the date of posting);
  - (iii) In respect of any motion to amend these Rules by postal or electronic ballot, the motion shall be accompanied by reasons and recommendations from the Executive Committee, and such motion must be passed in accordance with these Rules, by a special resolution of those voting;
  - (iv) Voting in a postal or electronic ballot may be by ballots returned to the Secretary/Treasurer by mail, delivered in person, by facsimile or email;
  - (v) The Secretary/Treasurer shall declare the result of the postal or electronic ballot; and
  - (vi) The result of any postal or electronic ballot shall be as effective and binding on members as a resolution passed at a general meeting.

- (f) A resolution passed by the required majority at any general meeting or by postal or electronic ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.

## 28. **Appointment of proxies**

- 28.1 Each member shall be entitled to appoint another member who is entitled to vote as proxy by notice given to the Secretary/Treasurer no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 28.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these Rules.

## PART V - MISCELLANEOUS

### 29. **Funds - source**

- 29.1 Subject to sections 19 and 20 of the act the funds of JANZ shall be derived from annual subscriptions of members, grants, donations and, subject to any resolution passed by JANZ in general meeting and subject to any section of the act, such other sources as the Executive Committee determines.
- 29.2 All money received by JANZ shall be deposited as soon as practicable and without deduction to JANZ's bank or other deposit account.
- 29.3 JANZ shall, as soon as practicable after receiving any money, issue a receipt.

### 30. **Funds - management**

- 30.1 Subject to any resolution passed by JANZ in general meeting, the funds of JANZ shall be used in pursuance of the objects of JANZ in such a manner as the Executive Committee determines.
- 30.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons, one of whom shall be a member of the Executive Committee and the other of whom may be such member of JANZ, or member of the Executive Committee or employee of JANZ authorised in writing to do so by the Executive Committee. Payments may also be made by electronic methods by the Secretary/Treasurer, or person authorised in writing to do so by the Executive Committee.
- 30.3 Notwithstanding Sub-Rule 19.9, only the Executive Committee may determine how the funds of JANZ may be invested, provided that all investments are of a kind in which trustees may invest trust funds under the Trustee Act 1956.

### 31. **Alteration of objects and Rules**

- 31.1 Subject to section 6 of the act, these Rules and the objects of JANZ may be altered, added to or rescinded by a special resolution of JANZ passed by two thirds of those voting in accordance with the procedure for general meetings described in rules 21-29. Any alteration, addition or rescission of these rules shall forthwith be registered with the Registrar of Incorporated Societies.

**32. Common seal**

- 32.1 JANZ shall have a common seal which shall be kept in the custody of the Secretary/Treasurer and may from time to time replace it with a new one.
- 32.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee. The affixing of the common seal shall be attested by the signatures either of two members of the Executive Committee or of one member of the Executive Committee and the Secretary/Treasurer.

**33. Custody of books**

- 33.1 Subject to the act, the regulations and these Rules, the Secretary/Treasurer shall keep in his or her control all records, books and other documents relating to JANZ.

**34. Inspection of books**

- 34.1 The records, books and other documents of JANZ shall be open to inspection at a place appointed by the Secretary/Treasurer, free of charge, by a member of JANZ at any reasonable hour.

**35. Service of notices**

- 35.1 For these Rules, a notice may be served by or on behalf of JANZ upon any member at the member's physical address, postal address, facsimile number or email address shown in the register of members.
- 35.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 35.3 Where a document is sent to a member by facsimile transmission to the number advised by the member for the purposes of receiving such transmissions, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the member at the time of that transmission if advice of successful transmission is recorded on or by the transmitting machine.
- 35.4 If transmitted by email, unless JANZ knows or reasonably ought to suspect that the email was not effectively delivered, a document sent by email shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the member 12 hours after the time at which the email was dispatched.

**36. Other powers**

- 36.1 The association may, in addition to the powers implied by the general law of New Zealand or contained in the act, exercise further powers in order to carry out the Objects as follows:
- (a) Take all steps which it may consider expedient or necessary for the effective constitution and incorporation of the association pursuant to the act;



- (b) Use the assets and income of the association as it thinks necessary or proper in payment of the costs and expenses of the association, including the employment of professional advisers, agents, officers and staff (which may include a member) as appears necessary or expedient;
- (c) Purchase, take on lease or licence or in exchange or hire or otherwise acquire, develop, improve or otherwise deal with any land or personal property and any rights or privileges which the association thinks necessary or expedient for the purpose of attaining the objects of the association, and sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid;
- (d) Accept money or property as a gift, legacy, devise or loan on any terms acceptable to the association;
- (e) Apply, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other public body may be empowered to grant and pay for, aid in and contribute towards carrying the same into effect;
- (f) Agree to settle accounts with all persons liable to account to the association, compromise all questions relating to the assets or income of the association including questions affecting any member and grant effectual receipts, discharges and releases;
- (g) Carry on any business;
- (h) Invest surplus funds in any way permitted by law for the investment of association funds and upon such terms as the association thinks fit;
- (i) Incorporate any company or enter into any partnership for the purposes of carrying on any business for the benefit of the association;
- (j) Indemnify, guarantee and secure any company, firm or person against debt or liability incurred or undertaken on behalf of the association and against any costs, losses or expenses in connection with the affairs of the association and in connection with the foregoing charge the assets of the association;
- (k) Borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the association thinks fit;
- (l) Retain the assets of the association (or any part of it, or the income from it or any part of such income) for such time as the association shall think fit and whether or not that part of the assets or income of the association is of a wasting or speculative nature;
- (m) Pay any member who is engaged in any profession such professional charges or fees for any business done by that member in and about the work of the association which that member would have been entitled to charge and receive; and

- (n) Do all things which are incidental to or conducive to or desirable to enable the association to give effect to and to attain the objects of the association.

37. **By-laws**

- 37.1 The Executive Committee may from time to time make, alter or rescind bylaws for the general management of the association, so long as these are not inconsistent with these Rules or provisions of law. All such bylaws shall be binding on members of the association. A copy of the bylaws then in place shall be made available for inspection by any member on request to the Secretary/Treasurer.

38. **Winding up of the association**

- 38.1 The association may be wound up under the provisions of the act. In the event of JANZ being wound up, the amount which remains after such wind up and the satisfaction of all debts, costs and liabilities shall be applied by the transfer of such amount to any organisation which has some objects similar to those of the association and which is exempt from income tax and no distribution shall be made to any member.

39. **Interpretation**

- 39.1 In these Rules, unless a contrary intention appears –

"**Executive Committee**" means the Executive Committee established by rule 19;

"**fiscal year**" means the year ending on 31<sup>st</sup> March;

"**judiciary**" persons appointed (or formerly appointed) to a Court of Law in New Zealand;

"**majority**" means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution;

"**member**" means a member, however described, of JANZ;

"**Secretary/Treasurer**" means the person appointed under rule 18 or, where no such person holds that office, the public officer of JANZ;

"**special resolution**" means a resolution passed by a three-quarters majority of those attending and entitled to vote at a meeting of the members;

"**the act**" means the Incorporated Societies Act 1908 as amended from time to time; and

"**the regulations**" means JANZ's incorporation regulations as amended from time to time.

- 39.2 In these Rules –

- (a) a reference to a function includes a reference to a power, authority or duty; and

- (b) reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (c) The provisions of the Acts Interpretation Act 1908 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that act.

## Sub-Rule 30.2

## 39.3 Appendix 1 – Form of Appointment of Proxy

I, \_\_\_\_\_  
(Full name)

of \_\_\_\_\_  
(Address)

being a member of JANZ.

hereby appoint

\_\_\_\_\_  
(full name of proxy)

of \_\_\_\_\_  
(Address)

being a member of JANZ, as my proxy to vote for me or on my behalf at the general meeting of JANZ (annual general meeting or other general meeting,) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

\*\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

\_\_\_\_\_  
(Signature of member appointing Proxy)

Date \_\_\_\_\_

(\* to be inserted if desired)