

THE NEW ZEALAND COUNCIL FOR CIVIL LIBERTIES INCORPORATED

The following are the rules of The New Zealand Council for Civil Liberties Incorporated.

1.0 NAME

- 1.1 The name of the society is “The New Zealand Council for Civil Liberties Incorporated” hereinafter called “the Council”.

2.0 REGISTERED OFFICE

- 2.1 The registered office of the Council shall be at 5 Broderick Cres, Johnsonville, Wellington, or such other place as the Executive Committee shall from time to time determine.

3.0 OBJECTS

- 3.1 The objects of the Council shall be to
- (a) assist in the maintenance of civil liberties including freedom of speech and assembly,
 - (b) advance measures for the recovery and enlargement of civil liberties,
 - (c) encourage and support debate and dialogue within New Zealand on civil liberties, and
 - (d) educate and inform the people of New Zealand on issues and events arising from the application and operation of international and national treaties and legislation on human rights.

4.0 MEMBERSHIP

4.1 Members

The members of the Council are:

- (a) All present members including Honorary Life Members of the Council,
- (b) Honorary Life Members whose membership may be conferred by the Annual General Meeting on any Members for services to the Council and to civil liberties, and
- (c) All persons approved into Membership of the Council by the Executive Committee.

4.2 Eligibility for Membership

To become a Member of the Council, an Applicant must:

- (a) complete and sign a Membership application form and forward it to the Executive Committee;
- (b) supply such further information as may reasonably be required by the Executive Committee in order to determine their application;
- (c) pay any applicable subscription fee as may be determined under Rule 5 (Annual Subscription);
- (d) expressly affirm their support for the objects of the Council as set out in Rule 3 (Objects);
- (e) agree to be bound by this Constitution, and any Bylaws;
- (f) satisfy such other Membership criteria as the Council may reasonably determine from time to time; and
- (g) be admitted into Membership by the Executive Committee formed pursuant to Rule 8 (Executive Committee).

4.3 Applications for Membership

- 1 The Executive Committee shall consider each application for Membership. In considering the application, the Executive Committee may at its sole discretion:
 - (a) interview the applicant; and/or
 - (b) consult with existing Members;
- 2 The Executive Committee will decide whether to accept, decline or defer an application for Membership not later than the second meeting that achieves the quorum specified in Rule 8.5 after receiving the application.
- 3 The Executive Committee shall accept an application for Membership unless it believes that the applicant:
 - (a) fails to meet the criteria for Membership set out in this Constitution; or
 - (b) has acted in a manner which the Executive Committee considers to be inconsistent with maintaining the Council's reputation.
- 4 The Executive Committee will advise the applicant of its decision, and may, in its discretion, provide reasons for that decision.
- 5 If the applicant is admitted as a Member, the Executive Committee shall ensure the Council's records of Membership are updated accordingly.

4.4 Member obligations

In addition to any specific rights and obligations set out in this Constitution, all members acknowledge and agree that:

- (a) they shall promote and support the Objects of the Council;
- (b) they shall only hold themselves out as a representative of the Council, or speak on its behalf, to any other organisation, government department, Member of Parliament, the media, or statutory office holder when specifically authorised to do so by the Executive Committee formed pursuant to Rule 8 (Executive Committee);
- (c) they shall provide and keep up to date the information needed to inform them or dates and times of meetings of the Council; and
- (d) they shall pay any applicable subscription fee as determined in accordance with Rule 5 (Annual Subscription).

4.5 Member entitlements

All Members are entitled to:

- (a) receive notice of, attend, speak and vote at Annual General Meetings and Special General Meetings (Rules 6.0 and 7.0)
- (b) receive all general Council communications; and
- (c) hold themselves out as being a Member of the New Zealand Council for Civil Liberties Incorporated.

4.6 No Member of the Council acquires or is entitled, by virtue of membership, to any right, title or interest, either legal or equitable, in the property of the Council.

4.7 Ceasing to be a Member

A person may cease to be a Member in the following circumstances:

- (a) upon receipt by the Executive Committee of the Member's resignation in writing; or
- (b) their annual subscription is in arrears for more than eighteen months; or
- (c) if a Member refuses to comply with this Constitution, or engages in any conduct which, in the opinion of the Executive Committee, is seriously prejudicial to the interests of the Council or may otherwise bring the Council into disrepute, the Executive Committee may terminate their Membership on a resolution passed by a majority of two thirds of the members of the Executive Committee present and

voting in person, providing that the procedure set out in Rule 4.8 has first been followed.

4.8 Procedure for Executive Committee to follow when considering whether to terminate a person's Membership.

Before voting on a resolution under Rule 4.7©, the Executive Committee must first:

- (a) provide in writing to the Member a statement of the conduct or other behaviour which has been alleged to provide cause for terminating their Membership; and
- (b) provide the Member with at least fourteen days in which to respond in writing to the statement provided under paragraph (a), such response to be supplied to the Secretary or Chairperson of the Council; and
- (c) consider the Member's response, if any, at a meeting of the Executive Committee to be held no later than thirty days after providing the Member with the statement under Rule 4.8(a), at which the Member will be provided with the opportunity to address the Executive Committee before it votes on a resolution to terminate that Member's Membership of the Council.

5.0 ANNUAL SUBSCRIPTION

5.1 The annual subscription shall be recommended by the Executive Committee once every year for the ensuing financial year and will be presented to the Members for approval at the annual general meeting. The annual subscription may in the Executive Committee's discretion be reduced

- (a) for Members joining the Council during the financial year, or,
- (b) for unwaged.

5.2 The Executive Committee may in any one financial year levy Members for an amount not exceeding the annual subscription for that year.

6.0 MEETINGS OF MEMBERS

6.1 The Executive Committee shall call an Annual General Meeting of Members to be held

- (a) Once in each calendar year,
- (b) Not later than six months after the balance date, and
- (c) Not later than fifteen months after the previous Annual General Meeting.

6.2 The Executive Committee may at any time, and shall, within twenty-one days of the receipt of a requisition to that effect in writing stating the purpose of such a meeting and signed by not less than seven Members, convene a Special General Meeting of the Council.

6.3 A Member wishing to bring before the Annual General Meeting any motion shall give notice in writing to the Chairperson at the registered office not less than fifteen days before the day of the meeting.

6.4 At least fourteen days notice must be given in writing to each Member of the date, time and place of every meeting of the Members and the general nature of the business to be dealt with.

7.0 PROCEEDINGS AT MEETINGS OF MEMBERS

7.1 The business of the Annual General Meeting shall be to

- (a) receive and consider

- (i) the report of the Chairperson on the Council's activities for the preceding financial year, and
- (ii) the Income and Expenditure and Statement of the Assets and Liabilities of the Council for the preceding financial year,
- (b) elect the Executive Committee,
- (c) appoint a suitable person to carry out an appropriate financial assessment,
- (d) deal with such motions as any Member or the Executive Committee may on due notice in accordance with Rule 6.3 bring before it, and
- (e) deal with such other business as any Member may raise at the meeting, providing that this business does not (a) attempt to amend the Constitution or (b) seek to have admitted as Members any person wishing to become a Member of the Council that has not provided their Membership application in writing to the Chairperson in time for the meeting of the Executive Committee held prior to the Annual General Meeting.

7.2 At all meetings of Members each Member shall be entitled to one vote.

7.3 Members may vote at any meeting either personally or by proxy.

7.4 All proxies shall be in writing under the hand of the Member and shall be delivered to the Secretary or the Chairperson of the Council prior to the commencement of the first or particular meeting to which it applies. No person shall be appointed a proxy who is not a Member of the Council. A proxy may be appointed for a specified period, or a specified meeting, or a specified purpose, and any appointment may be withdrawn.

7.5 The Chairperson, or in the absence of the Chairperson the Deputy Chairperson, or in their absence a Member of the Executive Committee selected by the meeting, shall take that role at all meetings of Members.

7.6 Five Members personally present or for whom a proxy is held for the meeting shall be a quorum;

7.7 Voting at any meeting will be by voice, or at the discretion of the chairperson of the meeting, by show of hands or secret ballot.

7.8 The Secretary shall take minutes of all Annual and Special General Meetings, and the minutes shall be signed by the Chairperson of the meeting to which they relate or by the Chairperson of a subsequent meeting.

8.0 EXECUTIVE COMMITTEE

8.1 The Council shall be governed by an executive committee elected at the Annual General Meeting and consisting of

- (a) A Chairperson;
- (b) A Deputy Chairperson;
- (c) A Secretary/Treasurer; and
- (d) A minimum of two and a maximum of seven Members.

8.2 All officers will hold office until the next Annual General Meeting. Casual vacancies may be filled by the Executive Committee until the next Annual General Meeting.

8.3 The Executive Committee shall have all the powers necessary to carry out the objects of the

Council subject only to any resolution of a general meeting of the Members.

- 8.4 Not less than seven days notice shall be given to Members of the Executive Committee of any meeting of the Executive Committee unless the Chairperson and the Secretary agree that urgency requires a meeting upon such notice as they give.
- 8.5 A majority of the Executive Committee shall constitute a quorum.
- 8.6 All resolutions of the Executive Committee shall be passed by a majority in number of those present and in case of equality of votes the Chairperson of the meeting shall have an additional or casting vote.
- 8.7 The Executive Committee in office at the time of the Registrar's approval of these rules, or any alteration to these rules, shall be deemed to be in office as if it had been elected under these rules.
- 8.8 The Executive Committee may establish from time to time sub-committees, which may include Members of the Executive Committee and/or Members of the Council.
- 8.9 Such sub-committees shall consist of any number of Members determined by the Executive Committee from time to time.
- 8.10 Every sub-committee shall report to the Executive Committee as and when required by the Executive Committee.

9.0 SEAL

- 9.1 The seal of the Council shall be kept in the custody of the Secretary.
- 9.2 The seal shall be affixed to any document only on the authority of the Executive Committee and two members of the Executive Committee shall sign every such document as witnesses to the affixing of the seal.

10.0 FUNDS AND PROPERTY

- 10.1 The income and property of the Council shall be applied by the Executive Committee solely towards the promotion of the objects of the Council.
- 10.2 The Treasurer is responsible to the Council for the receipt of all incomes and their payment into the Council's bank account.
- 10.3 All cheques drawn on the Council's bank account shall be signed by the Chairperson and one other Member of the Executive Committee.

11.0 ALTERATION TO RULES

- 11.0 The rules may be altered or replaced only by the Council at a meeting of the Members to which notice of the proposed amendments has been given. A resolution altering or replacing the rules shall be passed by a majority of two thirds of Members voting in person or by proxy. No amendment to the constitution shall be permitted if it in any way affects the non-profit status of the Council.

12.0 PAYMENT TO MEMBERSHIP

- 12.1 No Member or person associated with a Member of the Council shall derive any income, benefit or advantage from the Council where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from
- (a) Professional services to the Council rendered in the course of business, charged at no greater rate than current market rates, or
 - (b) Interest on money lent at no greater rate than current market rates.

13.0 LIQUIDATION

- 13.1 If upon the winding up or dissolution of the Council there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Council but shall be given or transferred to some body having objects the same or similar to the objects of the Council, or for some charitable purpose, within New Zealand.