

**The Federation of New Zealand
SeniorNet Societies Incorporated**

CONSTITUTION and RULES

1.0 NAME

1.1 The name shall be The Federation of New Zealand SeniorNet Societies Incorporated, hereinafter referred to as the (“Federation”).

1.2 The Federation is constituted by resolution on theday of 200...

2.0 REGISTERED OFFICE

The registered office of the Federation shall be at such place as the Management Committee, hereinafter referred to as the (“Committee”), shall from time to time determine, and shall be notified to the Registrar of Incorporated Societies.

3.0 OBJECTIVES OF THE FEDERATION

The objects of the Federation, which are limited to New Zealand, are:

A. To act on behalf of all Member Societies, in negotiations with government agencies and tertiary educational establishments over financial and educational matters and other matters of common interest.

B. To support Member Societies, to meet their objectives, which are:

3.1 To teach Technology and computer skills to older adults in a friendly way;

3.2 To give older adults the opportunity to learn skills that will enable them to continue their contribution to Society, thus enabling them to participate in the age in which we live and hence encourage lifetime learning.

3.3 To offer a means for older adults to communicate with family, friends and others in the community and also make new friends, through interactive telecommunications, and thus improve social cohesion.

3.4 To continue to fill an already clearly identified community learning need.

3.5 To conduct research on the use of technology by older adults; and apply the findings by offering improved learning techniques

C. To do all such things as may be deemed necessary to attain and complement the above objectives.

Pecuniary gain is not a purpose of the Federation

4.0 POWERS

In furtherance of the above objectives the Federation may exercise all or any of the following powers:

4.1 To claim, hold and assign any copyright or copyright material created by or on behalf of the Federation, but not material created by or on behalf of Member Societies or their members.

4.2 To purchase, erect, build, take or lease, or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, maintain and repair and to sell, let, lease, donate or otherwise dispose of real and personal property of every description.

4.3 To accept gifts whether by way of endowment or otherwise and whether by gift inter-vivos or by way of devise or bequest given for the furtherance of the objects of the Federation or any of them and to accept and discharge trusts attached to the subject matter of any such gifts;

4.4 To apply for and receive grants from New Zealand Government agencies and other sources for the furtherance of the Objects of the Society and of the Member Societies.

4.5 To borrow or raise or secure the payment of monies for the furtherance of the objects of the Federation either with or without security;

4.6 To invest all or any monies held by the Federation on the Federation's behalf hereof in and upon investment authorised by the law for the time being in force in New Zealand;

4.7 To institute, initiate, or take and to defend compromise or abandon legal proceedings involving the property or affairs of the Federation

4.8 Any income, benefit or advantage shall be applied to the charitable purposes of the Federation. No Committee member, Member Society, or person associated with a Member Society shall derive any income, benefit or advantage from the Federation 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 Federation; rendered in the course of business

(b) Interest on monies lent at no greater rate than current market rates.

Notwithstanding Clause 26, no alteration, addition or repeal of this clause shall be made which would alter the charitable status of the Federation for taxation purposes or any other purposes.

4.9 To do all lawful things which are deemed necessary, convenient, incidental to the carrying out of any or more of the objectives of the Federation, provided always that it shall be a basic principle of the Federation that its Constitution, Rules, management and conduct shall be non-sectarian, non-political and multi-racial.

5.0 MANAGEMENT OF THE FEDERATION

5.1 Management of the Federation shall be vested in a Management Committee comprising the following persons:

- (a) Eight Committee Members;
- (b) The Committee members shall appoint at its first meeting a Chairperson, Vice Chairperson, Secretary and Treasurer, for such term and upon such conditions as it may approve. The Secretary and Treasurer need not be members of any SeniorNet Society, but could be paid or contracted officers.
- (c) The Committee shall have the power from time to time to co-opt to the Committee financial members of Member Societies (who shall hold office until the next Annual General Meeting) and to appoint sub-committees.

5.2 A Committee Member must at all times be a financial member of one of the Member Societies in one of the regions set out in clause 6.2 hereof.

5.3 The Committee shall meet every three (3) months or more frequently if required. Meetings may be held by electronic conferencing,

5.4 Each Committee meeting shall have not less than five (5) committee members to form a quorum, either present in person, or joining in an electronic conference.

5.5 Each member of the Committee shall be entitled to one vote.

5.6 At meetings of the Committee all matters shall normally be achieved by consensus, if not then determined by a simple majority of votes.

5.7 Subject to these Rules, the Committee may regulate its own practices but having regard to Parliamentary Standing Orders.

6.0 APPOINTMENT OF COMMITTEE MEMBERS

6.1 All Committee Members shall be appointed for a two year term with half the positions by rotation available for election as an item of the business at each Annual General Meeting. Those to retire at the first rotation shall be decided by lot.

6.2 The delegates from the Member Societies in the following regions shall as groups each elect one representative to the Committee:

- (a) One from the Northland region**
- (b) One from the Auckland region**
- (c) One from the Waikato region**
- (d) One from the Central North Island region**
- (e) One from the Wellington region**
- (f) One from the top of the South Island region**
- (g) One from the Canterbury region**
- (h) One from the Otago Southland region**

6.3 The Committee shall draw up and maintain a map of New Zealand which accurately records the boundaries of the regions or alternatively, a list of Member Societies will be maintained for each region.

6.4 Each region shall be defined so as to contain approximately one eighth of the total financial membership of all the Member Societies.

7.0 CESSATION OF COMMITTEE MEMBERSHIP

7.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Member Societies in the region that the committee member represents
- (c) Their Term expires.
- (d) Any member shall be deemed to have resigned from the Committee if that member becomes unable to attend by reason of illness or infirmity, by ceasing to be a financial member of a Member Society or is absent from Committee meetings for three consecutive meetings without prior consent of the Committee. Such consent not to be unreasonably withheld. Joining in a meeting by telephonic conference shall be deemed presence at a meeting.

7.2 If the position of any Committee member becomes vacant, the Member Societies from the appropriate region shall elect a new committee member to complete the term.

7.3 If a person ceases to be a Committee Member, that person must return to the Committee within one month

of cessation date all Federation documents and property in their possession

8.0 NOMINATION OF COMMITTEE MEMBERS

8.1 Nominations for membership of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed in writing by a Member Society. The completed nomination must be delivered to the Secretary. Nominations shall close at 5pm fourteen days before the Annual General Meeting. The Secretary shall advise Member Societies of all nominations at least ten days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

9.0 ROLE OF THE COMMITTEE

9.1 Subject to the rules of the Federation (“The Rules”), the role of the Committee is to:

- Administer, manage, and control the Federation;
- Carry out the objects of the Federation, and use Money or Other Assets to do that;
- Manage the Federation’s bank accounts;
- Ensure that all Member Societies follow the Rules;
- Decide the times and dates for meetings, and set the agenda for meetings;
- Decide the procedures for dealing with complaints;
- Receive and consider suggestions and recommendations from Member Societies

9.2 The Committee has all of the powers of the Federation, unless the Committee’s power is limited by these Rules, or by a majority decision of the Federation.

9.3 Decisions of the Committee bind the Federation, unless the Committee’s power is limited by these Rules or by a majority decision of the Federation.

10.0 ROLES OF CHAIRPERSON, SECRETARY AND TREASURER

10.1 The Chairperson’s role is to:

- (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 Federation;
- (e) Give a report on the operation of the Federation at each Annual General Meeting;

10.2 The Secretary’s role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Member Societies;

- (c) Hold the Federation’s records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Federation, and keep a register of documents to which it is affixed.
- (f) Advise the Registrar of Incorporated Societies in proper form of any alteration to the Rules.

10.3 The Treasurer’s role is to:

- (a) Collect and receive all payments made to the Federation. These payments must be lodged into the Federation accounts
- (b) Keep a true and accurate record of the Federation’s accounts, so that the Federation’s financial situation can be clearly understood at any point in time;
- (c) Prepare for audit and 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 Federation decides this in a Meeting.
- (d) Pay all accounts payable and claims for compensation and expenditure as approved by the Committee;
- (e) Ensure that only persons authorised by the Committee operate the bank accounts and that any other persons authorised by the Committee shall have read-only access to the bank accounts.
- (f) Forward the annual financial statements for the Federation to the Registrar of Incorporated Societies in proper form upon approval by the Member Societies at an Annual General Meeting.

11.0 INTERPRETATION

The Committee is the sole authority for the interpretation of these rules and the decision of the Committee upon any question of the interpretation of any matter affecting the Federation and not provided for in these Rules shall be final and binding on the Members.

12.0 ADMISSION OF MEMBERS

12.1 Each SeniorNet Society in New Zealand (being a society having objects the same or similar to those set out in Clause 3B) may apply to become a Member of the Federation, and becomes a Member by resolution of the Committee and payment of the Joining fee.

12.2 Each SeniorNet Society that joins the Federation is the equivalent of one Member.

12.3 Each Member Society must pay an annual subscription set at the Annual General Meeting. This subscription to be set in relationship to the number of members in the Member Society

13.0 THE REGISTER OF MEMBER SOCIETIES

13.1 The Secretary shall keep a register of Member Societies (“the Register”), which shall contain the names, the addresses and telephone numbers of all Member Societies, and the dates at which they became Member Societies.

13.2 If a Member Society’s contact address or telephone number changes, that Member Society shall give the new address or telephone number to the Secretary.

14.0 CESSATION OF MEMBERSHIP

14.1 Any Member Society may resign from the Federation by giving written notice to the Secretary.

14.2 A Member Society may have its Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member Society is breaching the Rules or acting in a manner inconsistent with the purposes of the Federation, the Committee may give written notice of this to the Member Society (“the Committee’s Notice”). The Committee’s Notice must:

(i) Explain how the Member Society is breaching the Rules or acting in a manner inconsistent with the purposes of the Federation;

(ii) State what the Member Society must do in order to remedy the situation; or state that the Member Society must write to the Committee giving reasons why the Committee should not terminate the Member Society’s Membership.

(iii) State that if, within 14 days of the Member Society receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member Society’s Membership.

(iv) State that if the Committee terminates the Member Society’s Membership, the Member Society may appeal to the Federation.

(b) Not less than 14 days after the Member Society received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member Society’s Membership by giving the Member Society written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member Society may appeal to the Federation at the next Meeting by giving written notice to the Secretary (“Member Society’s Notice”) within 14 days of the Member Society’s receipt of the Termination Notice.

(c) If the Member Society gives the Member Society’s Notice to the Secretary, the Member Society will have the right to be fairly heard at the next Federation meeting. If the Member Society chooses, the Member Society may provide the Secretary with a written

explanation of the events as the Member Society sees them (“the Member Society’s Explanation”), and the Member Society may require the Secretary to give the Member Society’s Explanation to every other Member Society within 7 days of the Secretary receiving the Member Society’s Explanation. If the Member Society is not satisfied that the other Federation Member Societies have had sufficient time to consider the Member Society’s Explanation, the Member Society may defer his or her right to be heard until the following Federation meeting.

(d) When the Member Society is heard at a Federation meeting, the Federation may question the Member Society and the Committee Members.

(e) The Federation shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member Society. The Federation’s decision will be final.

15.0 OBLIGATIONS OF MEMBERS:

15.1 All Member Societies (and Committee Members) shall promote the purposes of the Federation and shall do nothing to bring the Federation into disrepute.

16.0 USE OF MONEY AND OTHER ASSETS

16.1 The Federation may only use money and other assets if:

(a) It is for a purpose of the Federation;

(b) It is not for the sole personal or individual benefit of any Member Society member; and

(c) That use has been approved by either the Committee or by majority vote of the Federation.

17.0 JOINING FEES, SUBSCRIPTIONS AND LEVIES

17.1 The Federation shall decide by majority vote at a Federation Meeting:

(a) What a Member Society must pay to join the Federation (“Joining Fee”); and

(b) What a Member Society must pay in order to stay a Member Society (“Subscription”) and how often this must be paid.

(c) From time to time, what each Member Society must pay by way of special levy, being a levy required to cover an item of special expenditure to be incurred by the Federation.

17.2 If any Member Society does not pay a Subscription or levy by the date set by the Committee or the Federation, that Member Society shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member Society shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Federation activity until

all the arrears are paid, and the Member Society's Membership shall be suspended until all arrears are paid in full.

18.0 ADDITIONAL POWERS

18.1 The Federation may:

- (a) Employ and or contract people for the purposes of the Federation;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by majority vote at any Federation meeting.

19.0 FINANCIAL YEAR

19.1 The financial year of the Federation begins on 1 January of every year and ends on 31 December of that year.

20.0 CHEQUES

20.1 Any Payment made by the Federation above a value of twenty dollars must be by Cheque or electronic transfer.

20.2 All Cheques must be signed by two of the Chairman, Deputy Chairman and nominated Committee members. The nominated persons (not exceeding two) must be approved at a Federation Meeting.

21.0 BANK ACCOUNT

Any bank account or accounts as may be set up from time to time by the Executive shall be operated as provided under clause 10.3 above.

22.0 APPOINTING AN AUDITOR

22.1 At an Annual General Meeting, the Federation may by majority vote appoint someone to audit or review the Federation's financial accounts. The Auditor or Reviewer shall certify that the Federation's accounts are correct. The Auditor or Reviewer must be a suitably qualified person and must not be a Member of the Federation. If the Federation appoints an Auditor or Reviewer who is unable to act for some reason, the Committee shall appoint another Auditor or Reviewer as a replacement.

23.0 FEDERATION MEETINGS

23.1 A Federation meeting is either an Annual General Meeting or a Special Meeting, conducted at a specific location or by electronic means or both

23.2 The Annual General Meeting shall be held once every year between 1 April and 30 June. The Committee shall determine when and where the Federation shall meet within those dates.

23.3 Special Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Member Societies.

23.4 The Secretary shall give all Member Societies at least 21 days written notice of:

- (a) The business to be conducted at any Federation meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Federation Meeting is an Annual General Meeting;
- (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Member Societies in good faith, the Meeting and its business will not be invalidated simply because one or more Member Societies do not receive the notice.

23.5 Each Member Society may appoint a delegate (being a financial member of that Member Society) to attend and vote on its behalf at Federation meetings.

23.6 All Federation meetings shall be chaired by the Committee Chairperson. If the Chairperson is absent, the Vice Chairperson shall chair the Federation meeting. If the Vice Chairperson is also absent The committee shall elect another Committee Member to chair that meeting. Any person chairing a Federation meeting has a vote.

23.7

- (a) A quorum shall be at least 40 % (including by proxy) of the delegates
- (b) If, after half an hour of the start time of any meeting of delegates a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same place and time and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for a meeting the number of delegates present at the expiration of half an hour shall constitute a quorum;
- (c) Member Societies not able to send a delegate to a meeting of the Federation may appoint and instruct as its proxy, a financial member of another Member Society. Proxies shall be appointed in writing.
- (d) The method of voting at all meetings shall be by counting proxy votes and a show of hands of delegates present, unless at least 50% of the delegates present demand a ballot, in which case their votes shall be taken by ballot.

- (e) In the case of an equality of votes, the chairperson shall have a casting vote;
- (f) The result of the ballot shall be deemed to be the resolution of the meeting at which it was demanded. Where a ballot is not demanded a declaration by the Chairperson that a resolution has been carried shall be conclusive evidence of that fact.

23.8 The business of an Annual General Meeting shall include:

- (a) Any minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Federation;
- (c) The Treasurer's report on the finances of the Federation, and the Statement of Accounts;
- (d) Election of the Committee
- (e) Remits to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

24.0 MOTIONS AT FEDERATION MEETINGS

24.1 Any Member Society may request that a motion be voted on ("Member Society's Motion") at a particular Federation meeting, including an Annual General Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member Society may also provide information in support of the motion ("Member Society's Information"). The Committee may in its absolute discretion decide whether or not the Federation will vote on the motion. However, if the Member Society's Motion is signed by at least a quarter of all Member Societies:

- (a) It must be voted on at the Federation meeting chosen by the Member Society; and
- (b) The Secretary must give the Member Society's Information to all Member Societies at least 14 days before the Federation meeting chosen by the Member Society; or

If the Secretary fails to do this, the Member Society has the right to raise the motion at the following Federation meeting PROVIDED THAT accidental omission to give such notice to anyone so entitled shall not invalidate any proceedings at the meeting.

24.2 The Committee may also decide to put forward motions for the Federation to vote on ("Committee Motions") and the same notice procedure as set out in clause 24.1 shall be used.

25.0 INDEMNITY OF OFFICE-BEARERS AND SERVANTS

No Office-Bearer or Paid Servant of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Office-Bearer or paid Servant, of The

Federation or for any loss occasioned by any error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation to those unless the same happens through his/her own wilful default or dishonesty or unlawful act

26.0 SIGNING OF DOCUMENTS

26.1 The Federation shall have a common seal. A document shall be executed on behalf of the Federation if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

27.0 ALTERATION TO CONSTITUTION AND RULES

These Rules may be altered, added to or amended by resolution at any Annual General Meeting or Special General Meeting of the Federation PROVIDED THAT no such resolution shall be deemed to have been passed unless prior notice thereof was given in accordance with Clause 23.4 and the resolution was thereafter carried by a majority of not less than two-thirds of the delegates voting thereat (in person or by proxy) and PROVIDED THAT no addition to or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the consent of the Inland Revenue Department.

When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until notice of registration is received from the Registrar of Incorporated Societies.

28.0 WINDING UP

28.1 The Federation may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908, namely by a resolution of the majority of the delegates at a General Meeting and provided that such resolution is confirmed at a subsequent General Meeting called for the purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed;

28.2 On dissolution of the Federation the property thereof shall be disposed of in such a manner for an approved charitable organisation within New Zealand having similar charitable objects, as may be decided by resolution of the delegates, provided that no member is

able to receive any pecuniary gain from surplus assets or financial holdings when winding up;

28.3 In default of such agreement by delegates a neutral body or person, such as the President of the Wellington District Law Society, shall nominate an appropriate approved charitable organisation.

29.0 DEFINITIONS

29.1 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque.
- (b) "Committee" means the Management Committee of the Federation.
- (c) "Committee Meeting" means a meeting of the Management Committee.
- (d) "Committee Member" means any Member who is on the Management Committee.
- (e) "Executive" means the Chairperson, Secretary and Treasurer of the Federation
- (f) "Majority" means a vote made by more than half of the delegates who are present in person or are represented by a proxy at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (g) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Management Committee Meeting.
- (h) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Federation.
- (i) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (j) "Rules" means these rules, being the Constitution and Rules of the Federation.
- (k) "Federation Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Management Committee Meeting.
- (l) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (m) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.
- (n) "Member" means a SeniorNet Society that has joined the Federation.
- (o) "Member Society" means Member.

ASSISTANT REGISTRAR OF INCORPORATED SOCIETIES

Incorporated this day of

(Signature)
Assistant Registrar of Incorporated Societies
WELLINGTON

(Stamp)