

## **CONSTITUTION**

**Of**

### **UN WOMEN NATIONAL COMMITTEE AOTEAROA NEW ZEALAND INCORPORATED**

#### **1 NAME**

The name of the organisation shall be  
UN WOMEN NATIONAL COMMITTEE AOTEAROA NEW ZEALAND  
INCORPORATED, ("UN Women NCANZ")

UN Women NCANZ works under an official agreement with UN Women known as the Recognition Agreement. The Recognition Agreement forms part of this constitution and a copy of it is annexed as Annex 1.

#### **2. PURPOSE**

To support women in developing countries through the work of the United Nations Entity for Gender Equality and the Empowerment of Women (UN Women) through innovative projects empowering women in the Pacific region in line with national and regional priorities.

#### **3. OBJECTIVES**

- (a) To raise the profile of UN Women throughout New Zealand.
- (b) To advocate for increased funding for UN Women and its projects.
- (c) To encourage non-governmental organisations to promote and support the work of UN Women on behalf of women worldwide.
- (d) To raise funds for UN Women projects to promote women's human rights including gender equality and elimination of violence against women.

#### **4. MEMBERSHIP**

- (a) Membership is open to any individual who accepts and upholds the objectives of UN Women NCANZ and pays the annual membership fee. ("Individual Members")
- (b) Membership is open to national organisations and corporations who accept and uphold the objectives of UN Women NCANZ and pay the annual membership fee. ("Corporate Members")
- (c) Any individual who accepts and upholds the objectives of UN Women NCANZ and becomes a monthly donor shall be deemed to be a member.
- (d) Every application for membership shall be on the form prescribed by the Board of the National Committee (the Board) and applicants shall furnish such information as may be required to decide the applicant's eligibility for

membership. The applicant shall agree to comply with the Constitution and the Rules of UN Women NCANZ.

- (e) Applications shall be considered and approved by the Board. Upon payment of the required membership fee or first monthly donation the applicant shall become a member of UN Women NCANZ.
- (f) Membership ceases if a member
  - (i) resigns
  - (ii) fails to pay the annual membership fees
  - (iii) discontinues the monthly donation
  - (iv) fails to uphold the objectives of UN Women NCANZ
- (g) Goodwill Ambassadors may be appointed from time to time by the Board to promote the objectives of UN Women NCANZ and shall be considered as individual members without the need to pay an annual membership fee.
- (h) Individual members who have made a significant contribution towards the objectives of UN Women NCANZ may, following approval by the Board, be granted Honorary Membership.

## **5. THE NATIONAL COMMITTEE AND BOARD**

- (a) The National Committee shall consist of all members of UN Women NCANZ
- (b) The management of UN Women NCANZ shall be vested in the Board of the National Committee (the Board).
- (c) The Board shall consist of the President, Immediate Past President (for the first year following the Presidency), Vice President, Secretary and Treasurer, and six (6) other members.
- (d) Members of the Board shall be elected at the Annual General Meeting.
- (e) The term of office shall be for two years but each member shall be eligible for re-election to the Board.
- (f) No member shall hold the same office for more than four consecutive years.
- (g) The Board shall have the authority to co-opt up to four additional members who can make a contribution to its work, and may replace any Board officer or member unable to continue to serve.
- (h) The Board shall meet at regular times throughout the year with a minimum of three meetings. Such meetings may be by teleconference.
- (i) Five members shall constitute a quorum at any meeting of the Board.
- (j) Travel expenses for Board members to attend Board Meetings (including Board sub-committee meetings), or the UN Women NCANZ Annual General Meeting shall be subsidised as determined by the board at the beginning of each financial year.
- (k) Non-attendance at three consecutive Board meetings shall be deemed to be a resignation.

## **6. EXECUTIVE SUB-COMMITTEE**

- (a) The Board may appoint an executive sub-committee to consider and conclude matters of importance to the National Committee where decisions are required between scheduled meetings including routine administration matters, but not constitutional matters.
- (b) Members of the Executive Sub-Committee will comprise the President the Vice-President, the Immediate Past President, the Secretary, the Treasurer,

the convenor of the International Projects Committee and at least one other member of the Board

- (c) The Executive Sub-Committee will circulate to National Committee members, at the first possible opportunity, material regarding any action that is being or has been considered and concluded.
- (d) The Executive Sub-Committee will report to the scheduled meetings of the Board

## **7. REGIONAL AND SECTORAL COMMITTEES**

- (a) Regional or sectoral committees may be established by the Board.
- (b) Regional and sectoral committees shall work to further the objectives of UN Women NCANZ.
- (c) Regional and sectoral committees shall comply with the Rules of UN Women NCANZ Regional Committees and under agreement and authority of the National Committee.

## **8. MEMBERSHIP FEE**

The membership fee payable by members shall be determined by an Annual General Meeting after considering a recommendation of the Board. Honorary Members are not required to pay membership fees. Monthly donors are not required to pay a membership fee in addition to a monthly donation.

## **9. FINANCE**

- (a) The financial year shall be from 1 July to 30 June
- (b) The Board shall operate such bank accounts as it may consider necessary.
- (c) Cheques and other withdrawals shall be signed by the Treasurer and either the President or one of the other two signatories nominated by the Board.
- (d) The Treasurer shall keep a record of all sums of money received and paid by UN Women NCANZ under the authority of this constitution and in pursuance of the objectives of the organisation.
- (e) Monies may be raised, by government grant, private donation, membership fees or by other methods, to cover New Zealand or other specifically designated programmes, administration and running expenses.
- (f) Monies collected or raised by the National Committee and the regional or sectoral committees for specific UN Women international projects shall be forwarded by the Treasurer to UN Women headquarters in New York.
- (g) Any surplus funds shall be invested in accordance with the provisions of the Trustee Act.
- (h) The accounts shall be reviewed annually and an Independent Review Report presented at the AGM, and if and when required, the accounts can be audited.

## **10. ANNUAL GENERAL AND SPECIAL MEETINGS**

- (a) The Annual General Meeting shall be held each year on a date to be fixed by the Board.
- (b) Two months' notice in writing shall be given by the Secretary of the Annual General Meeting with a call for nominations and resolutions.
- (c) The Annual General Meeting shall

- (i) confirm the minutes of the previous AGM
- (ii) receive the Annual Report and the Audited Accounts for the preceding year
- (iii) elect a President, Vice President, Secretary, Treasurer and six (6) members for the ensuing year.
- (iv) set the annual membership fee and determine the amount to be sent to regional Committees.
- (v) consider any resolutions that may be submitted to the National Committee.
- (vi) handle any general business.
- (vii) confirm the appointment of an Auditor, if required.
- (d) Any members wishing to move a resolution at the Annual General Meeting shall give four weeks' notice in writing to the secretary.
- (e) Nominations and Resolutions shall be received by the Secretary four weeks prior to the meeting and circulated to the members two weeks prior to the meeting.
- (f) A Special Meeting may be called by the President, or three members of the National Committee, or five regional or sectoral committees of UN Women NCANZ. One month's notice shall be given to all members. A Special Meeting shall deal only with the matters for which it is called.

## **11. VOTING**

- (a) Each member of the Board shall have one vote.
- (b) Each individual and Honorary Member of UN Women NCANZ shall have one vote
- (c) Each monthly donor shall have one vote
- (d) Corporate members shall each have two votes.
- (e) Each Goodwill Ambassador shall have one vote.
- (f) Proxies may be appointed for board, individual and corporate members unable to be present, and shall be accepted provided notification is received at least 24 hours before the meeting.
- (g) Voting at the Annual General Meeting will be by simple majority. In the event of a tied vote the President shall exercise a casting vote (in addition to a deliberative vote).

## **12. CHARITABLE STATUS**

- (a) Any income, benefit or advantage shall be applied to the charitable purposes of the UN Women NCANZ.
- (b) No member of UN Women NCANZ nor any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value)
- (d) The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**13. INDEMNITY**

- (a) No action shall lie in favour of the members or Board of UN Women NCANZ or their successors, executors, administrators or other representatives against any other member or any officer of UN Women NCANZ for or in respect of any act or matter done, purported to be done, omitted or suffered in pursuance of these rules.
- (b) No member of the National Committee, Board, Auditor or other officer of UN Women NCANZ shall be liable for any other members of the National Committee, Board, Auditor, or other officer or for joining in receipt or document, or for any act or conformity or for any loss or expense happening in UN Women NCANZ unless the same happens from their wilful default.

**14. COMMON SEAL**

The Common Seal of UN Women NCANZ shall be held by the Secretary and used only on a unanimous resolution of the Board.

**15. CHANGES TO THE CONSTITUTION**

- (a) This constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by two thirds of the members present and entitled to vote at an Annual General Meeting or a meeting convened for that purpose. The notice convening such a meeting must state the purpose of such a meeting.
- (b) Such changes shall be notified to the Registrar of Incorporated Societies in terms of Section 21 of the Incorporated Societies Act 1908.
- (c) No amendment will be permitted which changes the charitable status of the organisation.
- (d) No addition to or alteration of the Winding up Rule shall be approved without the Department of Inland Revenue's approval.

**16. WINDING UP**

- (a) The organisation may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908. This requires a resolution passed by a majority of the members at a General Meeting and confirmed at a subsequent meeting called for that purpose, held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- (b) Upon winding up any surplus funds held shall be directed to another charitable organisation within New Zealand whose aims and policy are in sympathy with the objectives of UN Women NCANZ.

**17. REGISTERED OFFICE OF THE SOCIETY**

The registered office of UN Women NCANZ shall be at any such place as the National Committee shall determine.