



CONSTITUTION

of

UN WOMEN AOTEAROA NEW ZEALAND INCORPORATED

1 NAME

The name of the organisation shall be

UN WOMEN AOTEAROA NEW ZEALAND INCORPORATED, (UN Women AotearoaNZ)

UN Women AotearoaNZ 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. The Recognition Agreement may be reviewed and amended from time to time and any such amended Agreement will form part of this constitution from the date the amended Agreement comes into force.

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 to promote women's human rights including gender equality and elimination of violence against women.

In meeting its objectives, UN Women AotearoaNZ will at all times be non-discriminatory. UN Women AotearoaNZ is a national civil society, secular organisation and does not undertake activities with the intention of converting individuals or groups from one faith and/or denominational affiliation to another, nor does it engage in partisan political activities that are associated with facilitating or supporting any individuals to gain political power.

4. MEMBERSHIP

- (a) Membership is open to any individual who accepts and upholds the objectives of UN Women AotearoaNZ 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 AotearoaNZ and pay the annual membership fee. ("Corporate Members")
- (c) Any individual who accepts and upholds the objectives of UN Women AotearoaNZ 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 UN Women AotearoaNZ (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 AotearoaNZ.
- (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 AotearoaNZ.
- (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 AotearoaNZ
- (g) Goodwill Ambassadors may be appointed from time to time by the Board to promote the objectives of UN Women AotearoaNZ 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 AotearoaNZ may, following approval by the Board, be granted Honorary Membership.

5. UN WOMEN AOTEAROA NZ AND BOARD

- (a) The management of UN Women AotearoaNZ shall be vested in the Board(the Board).
- (b) The Board shall consist of the President, Immediate Past President (for the first year following the Presidency), Vice President, Secretary and/or Treasurer, and up to six (6) other members.
- (c) Members of the Board shall be elected at the Annual General Meeting.
- (d) The term of office shall be for two years but each member shall be eligible for re-election to the Board.
- (e) No member shall hold the same office for more than four consecutive years.
- (f) 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.
- (g) The Board shall meet at regular times throughout the year with a minimum of three meetings. Such meetings may be by teleconference.
- (h) Five members shall constitute a quorum at any meeting of the Board.
- (i) Travel expenses for Board members to attend Board Meetings (including Board sub-committee meetings), or the UN Women AotearoaNZ Annual General Meeting shall be subsidised as determined by the board at the beginning of each financial year.
- (j) Non-attendance at three consecutive Board meetings without an apology 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 UN Women AotearoaNZ 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 and/or the Treasurer, and at least one other member of the Board.
- (c) The Executive Sub-Committee will circulate to Board members at the first possible opportunity, information 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 AotearoaNZ.
- (c) Regional and sectoral committees shall comply with the Rules of UN Women AotearoaNZ Regional Committees and under agreement and authority of the Board.

8. MEMBERSHIP FEE

The membership fee payable by members shall be determined by the membership at the 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 January to 31 December
- (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 AotearoaNZ 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 UN Women AotearoaNZ and its regional or sectoral committees for unrestricted funding of UN Women or 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 or reviewed Accounts for the preceding year
 - (iii) every second year elect a President, Vice President, Secretary and/or Treasurer and up to six (6) members for the ensuing two years; in the alternate year fill any vacancies which may have occurred.
 - (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 the meeting.
 - (vi) handle any general business.
 - (vii) confirm the appointment of an Auditor or reviewer, if required.
- (d) Any member(s) wishing to move a resolution at the Annual General Meeting shall give four weeks' notice in writing to the secretary.
- (e) Nominations and Resolutions must be received by the Secretary not less than four weeks prior to the meeting and circulated to the members not less than two weeks prior to the meeting.
- (f) A Special Meeting may be called by the President, or three members of UN Women AotearoaNZ, or five regional or sectoral committees of UN Women AotearoaNZ. 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 AotearoaNZ shall have one vote
- (c) Each monthly donor shall have one vote
- (d) Corporate members shall 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).

Note for the sake of clarity: Each individual member, Honorary Member, Board member, monthly donor and Goodwill Ambassador has one vote only even if they are represented in several categories of membership.

12. BOARD MEMBER LIABILITY

It is declared that:

- (a) Board members are liable only in respect of the money they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;
- (b) The members of the Board are each answerable and responsible respectively only for their own acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come;
- (c) No Board member shall be liable personally for the maintenance, repair or insurance of any charges on any property belonging to the Society;
- (d) No Board member shall be liable for any loss unless such loss is attributable;
 - (i) To their own dishonesty; or
 - (ii) To wilful commission by them of an act known by them to be a breach of trust.
- (e) No Board member shall be bound to take any proceedings against a co-Board member for any breach or alleged breach of trust.
- (f) Board members shall be indemnified against all costs, charges, losses, damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

13. COMMON SEAL

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

14. 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) Any change to the name of the charity, its purposes, and/or the rules affecting charitable status will be notified to the Department of Inland Revenue and Charities Service.

(e) No addition to or alteration of the Winding up Rule shall be approved without the Department of Inland Revenue's approval.

15. 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 AotearoaNZ.

16. REGISTERED OFFICE OF THE SOCIETY

The registered office of UN Women AotearoaNZ shall be at any such place as the Board shall determine.

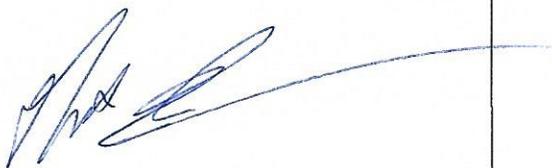
New logo



Previous logo



Signatories to Rule Changes

Suzanne McNabb	President	
Elizabeth Brown	Life Member and Constitutional Advisor	
Loretta Elive- Daunakamakama	Executive Member	