



CONSTITUTION

of the

AOTEAROA NEW ZEALAND EVALUATION ASSOCIATION
INCORPORATED (anzea**)**

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Table of contents

Table of contents	i
1. NAME	1
2. CONSTITUTION	1
3. INTERPRETATION	1
4. PURPOSE	2
5. POWERS	3
6. MEMBERSHIP	4
7. MANAGEMENT	7
8. BOARD MEMBERSHIP & OFFICERS OF THE ASSOCIATION	8
9. FINANCE	11
10. MEMBERS' LIABILITIES	12
11. MEETINGS	12
12. QUORUMS	14
13. VOTING/ELECTIONS	14
14. CONSTITUTION	15
15. NOTICES OF MOTION	15
16. BRANCHES	16
17. INDEMNITY	17
18. DISSOLUTION	17
19. COMMON SEAL	17
20. NOTICES	18

AOTEAROA NEW ZEALAND EVALUATION ASSOCIATION INCORPORATED
(anzea)

1. **NAME**

The Association shall be called the Aotearoa New Zealand Evaluation Association Incorporated, also known as **anzea**, hereafter referred to as 'The Association'.

2. **CONSTITUTION**

The Association is constituted by these rules and under the Incorporated Societies Act 1908 as an Association established for the charitable purposes set out in Clause 4 of the rules.

3. **INTERPRETATION**

In this Constitution unless the contrary intention appears, or the subject matter otherwise indicates or requires:

3.1 'Association' means the Aotearoa New Zealand Evaluation Association Incorporated (or **anzea**).

3.2 'Ballot' includes a ballot by email.

3.3 'Board' means the Board of Management.

3.4 'By-laws' refers to the formally constituted by-laws of the Association.

3.5 'Evaluation' includes but is not limited to evaluation of programmes, services, strategies and policy, monitoring and auditing, where the purposes of the evaluative activity are (i) to provide an assessment of the relevance, quality, value and/or effectiveness of a project, programme, policy, service or other function provided to a section of the public or to the population at large, and (ii) to provide an independent medium through which the views, needs or 'voice' of the community can be fed back to the funders or providers of the project, programme, policy, service or other function being evaluated.

3.6 'Financial year' means the period commencing on the first day of April each calendar year and ending on the 31st day of March each year.

3.7 'Meeting' includes a physical gathering or telecommunication.

3.8 'Member' means a person who is a financial member of the Association.

3.9 'Nomination' means nomination in writing signed by the nominee, who must be a member of the Association, and two other members of the association.

3.10 'Public officer' means the Board member charged with primary responsibility for dealing with the general public.

- 3.11 ‘Special notice’ means the notice of a meeting of which twenty-one days notice is given to the Board specifying the intention to propose a Special Resolution, the text of which is contained in the notice.
- 3.12 ‘Special resolution’ means the Resolution required to be passed by a majority of not less than two-thirds of the Association’s members who are in attendance.
- 3.13 ‘Term’ means a period of two years.
- 3.14 Words importing persons include corporations and vice versa.
- 3.15 ‘Writing’ means all forms of written communication including facsimile, email and other forms of electronic transmission.

4. PURPOSE

anzea is a charitable organisation established solely for the promotion, enhancement and development of high quality services to the peoples of New Zealand through quality evaluation of programmes, services, policy, strategies and other functions delivered or provided by public, private and non-government sectors.

In furtherance of this purpose, the activities of the Association are intended to:

- 4.1 Benefit the community by promoting and facilitating the development of evaluation practices and standards in Aotearoa New Zealand, with specific reference to the principles and obligations established by Te Tiriti o Waitangi and reflecting the unique bi-cultural context of Aotearoa New Zealand.
 - 4.1.1 Promote excellence in evaluation in Aotearoa New Zealand with a focus on the maintenance of appropriate ethical standards for the evaluation profession, development of effective practice and craft, and the promotion of reflective learning as a strategy for evaluation for the public and community well being.
 - 4.1.2 Encourage the accessibility of the services of the Association to evaluation providers, practitioners, purchasers, and others affected by and interested in evaluation.
- 4.2 In addition, the purpose of the Association is to advance education by:
 - 4.2.1 Facilitating debate and exchange of ideas and dissemination of knowledge in the practice of evaluation through the conduct of meetings, conferences, education and training events, newsletters and other publications, and other similar activities.
 - 4.2.2 Promoting the publication of scholarly work relevant to evaluation.
 - 4.2.3 Fostering and facilitating liaison, communication and co-operation between members and other interested parties.

- 4.2.4 Facilitating liaison with evaluation associations and other related associations in New Zealand and overseas, including the potential for joint activities.
- 4.2.5 Promoting high standards in curriculum development and evaluation education and training in the tertiary education sector.
- 4.2.6 Promoting the development of post-graduate courses in evaluation.

5. **POWERS**

In furtherance of its objects purpose, the Association may:

- 5.1 Make rules regulating its own procedures.
- 5.2 Elect and appoint officers of the Association as provided for in this Constitution.
- 5.3 Assign such duties and delegate such powers to the Board of Management (the Board) and other officers as it may deem appropriate.
- 5.4 Approve the formation and disestablishment of regional Branches and other groups as it may deem advisable in the furtherance of the aims of the Association.
- 5.5 Establish and maintain a national office and employ such staff as it may deem necessary for the good management of the Association.
- 5.6 Approve payments to officers and other members of the Association for out-of-pocket expenses or fees for professional services.
- 5.7 Raise funds and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable objects. Any fees charged by the Association for its services must be set to recover costs, to enable it to further its aims and to provide improved services to its members.
- 5.8 Borrow money or enter into other contracts on behalf of the members and, subject to such consents as may be required by the law, charge all or any of the property of the Association.
- 5.9 Deal with the monies of the Association not immediately required for the day to day running of the Association in a way consistent with the objectives of the Association.
- 5.10 Do all such other lawful things as shall further the objects of the Association.

6. MEMBERSHIP

- 6.1 Membership is available to all persons with an interest in evaluation who subscribe to the objectives of the Association. Membership is attained upon payment of an annual membership fee as determined by the Board.
- 6.2 Members' names will be entered into the register of names and published on the website of the Association unless a member specifically requests that their name not be published. The online member register will be updated quarterly.
- 6.3 Entitlements of members are:
- (a) Attendance and voting rights at Annual General Meetings, and voting rights in all ballots of the Association.
 - (b) A copy of the Constitution of the Association.
 - (c) A copy of the financial and other annual reports of the Association.
 - (d) Copies of such newsletters as may from time to time be produced by the Association.
 - (e) Attendance at the Association's conferences for a lower fee than non-members.
 - (f) Inclusion in the public on-line membership register of the Association.
 - (g) Copies of certain priced publications of the Association at preferential rates.
- 6.4 (a) Membership subscriptions become due on the first of July each year (the membership year). New members joining between 1 April and 30 June in any year will pay half the prescribed annual membership fee to obtain membership to the end of June.

- (b) Membership categories will be determined by the Board and will be subject to ratification or amendment at the following AGM. They may include:
- Individual members
 - Student members (full-time enrolment at an educational institution)
 - Unwaged members
 - Life members
 - Corporate members
 - Kaumatua
 - Taumata members.
- (c) A member whose subscription fee (at the rate last fixed) is not paid by the first of November and after one reminder notice shall be deemed to have resigned.

- 6.5 A person will cease to be a member of the Association if the person:
- Dies
 - Resigns from membership of the Association
 - Is expelled from the Association
 - Fails to renew membership of the Association within four months of first being requested to do so.

- 6.6 Where a person ceases to be a member, the Secretary shall record the date on which the person ceased to be a member.

6A. REGISTER OF MEMBERS

1. The Membership Secretary of the Association must establish and maintain a register of members of the Association specifying the name and contact details of each person who is a member of the Association together with the date on which the person became a member and their category of membership. Members are responsible for updating their contact details, especially those subject to frequent change.
2. The register of members must be kept at the principal place of administration of the Association and, subject to clause 6.2, must be available on-line and open for inspection, free of charge, by any member of the Association at any reasonable hour.

6B. DISCIPLINING OF MEMBERS

1. A complaint may be made in writing by any member of the Association to either the Convenor and/or Secretary that some other member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association, including its codes and standards.
2. On receiving such a complaint, the Convenor must within 7 days call a special meeting of the Board to determine an appropriate process for managing the complaint and delegate management of the complaint to an appropriate Board member. The Board:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least fourteen days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
3. The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved. For this purpose the Board may engage, for a fee or otherwise, one or two persons with relevant knowledge to assist its deliberations.
4. If the Board expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 6C.
5. The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 6C.4, whichever is the later.
6. On expulsion, a member shall be entitled to a pro-rated refund of their subscription.

6C. RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A member may appeal to the Association in general meeting against a resolution of the Board under rule 6B, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under clause 1, the Secretary must notify the Board and shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
4. At a general meeting of the Association convened under clause 6C3:
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, or varied (including the terms of the variation).

6D. REMOVAL OF BOARD MEMBER

1. The Association in general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the Board to whom a proposed resolution referred to in clause 1 relates makes representations in writing to the Secretary or Convenor (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Convenor may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

7. MANAGEMENT

1. Board
 - (a) The overall control of the Association shall be by the Board. The Board is responsible for the policy concerned with the objects of the Association.
 - (b) The Board shall consist of members of the Association.

- (c) The Board of Management shall manage the on-going activities of the Association as it sees appropriate, but at all times acting in accordance with the provisions of this Constitution and any policy determined by the Board.
- (d) The Board of Management shall report to each general meeting of the Association its actions since the previous general meeting.
- (e) The Board shall hold such meetings as it determines but not less than once a year, which shall be at the Annual General Meeting of the Association, and preferably three times per year.
- (f) Powers of the Board
 Subject to this Constitution and to any direction given by Special Resolution of an Annual General meeting or other General Meeting of the Association, the Board shall be the governing body of the Association and shall, subject to any provision to the contrary, have the power to do all such acts and things to give effect to the objects of the Association and without prejudice to the generality of the foregoing the Board may:
 - (i) Utilise the services of any person or create any Committees and Sub-Committees considered necessary for the efficient conduct of the Association.
 - (ii) Issue or make changes to the By-laws to this Constitution, but so that: A. such By-Laws are not inconsistent with this Constitution prescribing any matters necessary or convenient to be prescribed for giving effect to the Constitution and/or any of its objects, and B. provided that such changes are submitted to the general membership for vote at General Meetings or postal ballots, and C. any change can only be made with the support of a 2/3 majority of the members who submit a vote.
 - (iii) Determine subscription fees for Members.
 - (iv) Utilise the services of any person or create any Sub-Committees considered necessary for the efficient conduct of the Association.
 - (v) Enter into and make arrangements for the employment of persons or contracting of services on such terms as it deems proper.

2. Committees and Sub-Committees

For the purposes of administering the affairs of the Association, the Board of Management may elect or appoint sub-committees of any kind having such members, functions, powers and duties as the Board of Management may prescribe at any time within the ambit of this Constitution.

8. **BOARD MEMBERSHIP & OFFICERS OF THE ASSOCIATION**

- 1. (a) The Officers of the Association shall be twelve (12) in number and shall consist of:
 - 1. Convenor
 - 2. Deputy Convenor

3. Secretary
4. Treasurer
5. Membership Secretary
6. Seven (7) general Board members.

Such Officers shall form the Board of Management of the Association and the holding of each particular office shall be determined by the Board of Management collectively upon election. The Executive Committee shall comprise the Convenor, Treasurer and Secretary.

- (b) At any given time, the office bearers shall include, to the extent available, representatives of the following stakeholder groups:
 - i) Māori
 - ii) Pacific peoples
 - iii) Migrants
 - iv) Private sector evaluation providers
 - v) Public sector evaluation purchasers
 - vi) Academic sector evaluation educators
 - vii) Community representative
 - viii) Lower North Island regions
 - ix) Upper North Island regions
 - x) South Island regions.
- (c) The Board shall whenever practicable, strive to achieve a gender balance on the Board and any Committees and Sub-Committees.
- (d) Elections for Officers to the Board shall take place every two years in the even year.
- (e) The Convenor shall be elected by the general membership, and not by the members of the Board of Management. Where no Convenor is elected by the membership in the biennial election, or where a Convenor resigns from that position for any reason, a Convenor shall be elected by the Board.
- (f) No person shall hold office for more than three consecutive terms unless a special resolution is passed to the contrary.
- (g) All nominations for the Board of Management shall be in writing addressed to the Secretary, twenty eight (28) days prior to the Annual General Meeting.
- (h) Where, following an election, an office becomes vacant, that office may be filled by (1) an appointment to that office made by the remaining Officers of the Board of Management or (2) a by-election of the members of the Association.

2. Duties of Board members

- (a) **Convenor.** The duties of the Convenor, or in the absence of that person, the Deputy Convenor, shall be to take the chair at all General and Board meetings of the Association, and to perform such other duties as may be delegated by the Board from time to time. The Convenor shall chair such Committees as the Board of Management may from time to time specify. In the absence of the Convenor, the relevant duties shall be performed by the Deputy Convenor. If neither is able to attend a meeting, the chair shall be taken by such a person from the Board as the Convenor may appoint.
- (b) **Deputy Convenor.** The Deputy Convenor shall be available to undertake the duties of the Convenor in that person's absence, and such other duties in association with the Convenor as the Board shall determine from time to time.
- (c) **Secretary.** The duties of the Secretary shall be to call General and Board meetings of the Association; to maintain and publish Minutes thereof; to deal with the correspondence of the Association; to circulate, at least annually, to members information on the activities of the Board, its committees and on the proceedings of general meetings; to circulate to members such information as the Board deems necessary; to liaise with the Convenor and other Board members; be the public officer of the association; and to perform such duties as the Board shall decide. In the absence of the Secretary, or in conjunction with the Secretary, these duties shall be performed by a member of the Board appointed by the Board.
- (d) **Treasurer.** The Treasurer shall have custody of the funds of the Association and the authority to make payment from them as the need arises, and shall have financial oversight of Committees and the Board.

All sums collected or donated to the Association shall be handed over to the Treasurer or a delegated Administrator who shall pay the same into a bank account into the name of the Association. Cheques shall be signed by at least two persons so authorised by the Board, which persons shall be members of the Board.

The Board shall allocate money to Board members chairing Committees up to their budget as agreed from time to time. The Treasurer shall keep the books of the Association, present the accounts annually for auditing and present the audited accounts to the AGM. The Treasurer shall acquaint the Board with any financial problems of the Association as a whole or its Committees or Boards. In the absence of the Treasurer, these duties shall be performed by the Associate Treasurer or a member of the Board appointed by the Board.

- (e) Membership Secretary. The Membership Secretary shall keep the register of members, ensure that the membership mailing list is current, and coordinate membership drives as required.

8A. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under rule 5D; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 12 months.

9. FINANCE

- 9.1 The Board shall determine expenditure on behalf of the Association. The assets and income of the organisation shall be applied solely in furtherance of its charitable objects and no portion shall be distributed directly or indirectly in any manner whatsoever to the members of the organisation except as bona fide compensation for services rendered or expenses incurred by any such member on behalf of the organisation.
- 9.2 The Association shall not undertake any activities for the express purpose of making a profit. All income of the Association will be expended for the charitable purposes of the Association.
- 9.3 The income of the Association shall be used solely for the administration of the Association and the charitable objectives of the Association.
- 9.4 All expenditure must be in accordance with the policies laid down by the Board.
- 9.5 No officer or member of the Association shall be jointly or severally liable for debts incurred on behalf of the Association unless that person acts without the authority of the Board of the Association as appropriate.
- 9.6 The financial year of the Association shall end on 31st March. The accounts of the Association shall be audited and a statement prepared by the Treasurer for approval at the AGM. An auditor shall be appointed at each AGM to undertake the auditing functions of the Association.
- 9.7 Expenses incurred in carrying out authorised Association business may be reimbursed from time to time with the approval of the Board of Management.
- 9.8 Regional Branches will be formally constituted Branches of the Association, and

their accounts will be sub-accounts of the Association and as such subject to annual audit.

9A. CUSTODY OF BOOKS

The Secretary, except as otherwise provided by these rules, must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

9B. INSPECTION OF BOOKS

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

10. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association with the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by the Association from time to time.

11. MEETINGS

1. Annual General Meeting

- (a) The Association shall hold an Annual General Meeting (AGM) of the Association each year at a venue and on a date determined by the Board of Management. The venue shall have regard to the location of members and may be in a location as central as possible to the majority of the membership, or rotated between Branch centres.
- (b) Notice of the date, place and time of the holding of the Annual General Meeting and of the business shall be given in writing by the Secretary to each member at least forty-two days prior to the meeting. The notice will also include calls for notices of motion and items for general business.
- (c) The business to be transacted at the Annual General Meeting shall be:
 - (i) Apologies
 - (ii) Minutes from the previous Annual General Meeting
 - (iii) Financial Report
 - (iii) Annual Reports from Officers
 - (iv) Annual Reports from Branches
 - (v) Appointment of an auditor
 - (vi) Elections
 - (vii) Notices of Motion for Amendment of the Constitution
 - (viii) Notices of Motion
 - (ix) General Business

- (d) All items of General Business, Notices of Motion, Reports and Nominations shall be submitted in writing to the Secretary not less than twenty-one days prior to the Annual General Meeting. All such items shall then be circulated to the members not less than fourteen days prior to the Annual General Meeting.
- (f) For the purposes of the Annual General Meeting, a quorum shall be no fewer than 10 paid up members of the Association.
- (g) Board members shall be entitled on application to payment of reasonable travel expenses to attend Board meetings and the AGM. Nominees to the Board who are subsequently elected may apply to have reasonable travel expenses reimbursed.

2. Board of Management Meetings

- (a) Board of Management meetings shall be held at a venue, time and date as set by the Convenor or demanded by a majority of the Board members with reasonable notice to all Board of Management members.
- (b) The order of business at a Board of Management meeting shall be as determined by the Board of that meeting or by a majority of Board members.
- (c) Members of the Board shall be given at least four weeks' notice in writing by the Secretary of the date, time and place of Board meetings. Items for inclusion on the Agenda shall be submitted to the Secretary in writing to reach the Secretary not later than fourteen days prior to the date of the meeting and the Board members not later than 10 days prior to the meeting. The Convenor shall have discretion to include urgent items of business on the agenda of a Board meeting. Decisions may be made by a simple majority. In the event of a tied vote, further discussion will be held until a simple majority vote is achieved.
- (d) No action of the Board shall contradict a decision of a General Meeting.
- (e) Members of the Association may attend Board meetings but shall have no voting or speaking rights.
- (f) The Board may invite any person to speak at its meetings as it sees fit.

3. Special Meeting of the Board

- (a) A Special Meeting shall be convened by the Secretary upon a Special Notice signed by not less than six (6) members of the Board or twelve (12) members of the Association having been given, in writing, to the Secretary and Special Notice having been given of the meeting.
- (b) A Special Meeting shall give priority to the matters included in the

Special Notice, provided always that following consideration of those matters, the Board of Management may raise matters for consideration that would be dealt with by the Board of Management and ratified at the next AGM, provided that these items are generally advised to members in advance.

- (c) A Special Meeting may consider (Special) Notices of Motion for Amendment of the Constitution.

12. QUORUMS

1. Board of Management

Seven Board members in person or by electronic link.

2. Committees and Sub-Committees

Two-thirds of committee members in person or by electronic link.

3. Branch Committees

Two-thirds of Branch committee members in person or by electronic link.

13. VOTING/ELECTIONS

- 1. Method of voting. All voting shall be by poll, postal or electronic vote, and proxy.

- 2. Notice

The Secretary shall circulate to the membership requests for nominations for the officers of the Board no later than seventy (70) days before the AGM. The closing date for nominations shall be forty-nine days (49) before the AGM. The Secretary shall distribute ballot instructions by email to the membership forty-nine (49) days before the AGM, and the closing date for the receipt of votes shall be twenty-eight (28) days before the AGM. The results of the election shall be declared prior to the AGM and circulated to the membership via email. All members of the Association shall be eligible to stand for election as Officers of the Board.

Members shall have one vote each. In the case of a deadlock, the deadlock will be resolved by further discussion followed by a second vote.

- (i) Voting on the election of Office Bearers shall be by secret ballot.
- (ii) Votes will be counted by an independent returning officer who will be appointed at the AGM.
- (iii) On all other questions, voting shall be by show of hands or the voices, unless a secret ballot by a majority of the members present shall be demanded before the question is put to vote.

3. Voting Rights

- (a) The right to vote at meetings, except as otherwise provided in this Constitution, shall apply as follows:
 - (i) Annual General Meeting – All Members
 - (ii) Board of Management Meetings – Board of Management office bearers
- (b) Members of the Association may assign a proxy vote to any other member of the Association by a notice in writing to the Secretary no less than seven (7) days prior to the relevant meeting. A member of the Board may assign a proxy vote to any other member of the Board by a notice in writing to the Secretary no less than 7 days prior to the relevant vote.

14. CONSTITUTION

1. Interpretation of Constitution

Any question as to the interpretation of this constitution shall be referred in writing for determination by the Board of Management. Any such determination shall be conclusive and shall not be varied except by Special Resolution.

2. Alteration of Constitution

- (a) The Constitution may be altered only by Special Resolution.
- (b) Notwithstanding the foregoing, an alteration to the Constitution may be made at an Annual General Meeting of the Association, by a notice of motion from the Board or by a special notice of motion from the floor in writing and signed by three members of the Association.
- (c) No alteration to the Constitution may be made pursuant to this clause if that alteration would be inconsistent with or detract from the charitable purposes of the organisation.

15. NOTICES OF MOTION

- 1. A Notice of Motion to any meeting of the Association shall be given in writing to the Secretary together with the name of the Proposer and Seconder of the Motion, both of whom must be financial members of the Association at the time of giving the Notice. Such Notice shall be given with sufficient time for the Secretary to give Notice in writing to the Members of the Notice of Motion with the Notice of the relevant meeting (but not less than seven (7) days notice).
- 2. Any such Motion shall be declared lost unless at least a majority of those present and eligible to vote, vote for its adoption (including postal and electronic votes).
- 3. If such Motion is lost, it shall not be resubmitted for consideration at the same

class of meeting of the Association until after the expiration of six (6) months from the date of the meeting at which it was last moved.

4. A Notice of Motion may be submitted and dealt with at a meeting without the requisite notice **provided that** approval is given by a Resolution supported by at least three-quarters of those present and eligible to vote.

16. BRANCHES

1. A Branch of the Association may be established in any **anzea** region in Aotearoa New Zealand by a resolution of the Board, on the presentation of a petition to the Board by eight (8) or more financial members of the Association residing in that region, provided that it has sufficient members to give furtherance to the purposes of the Association.
2. Each Branch Committee shall be elected by the members of that region biennially at a Branch General Meeting. In the event that no one is elected to a key Branch position (Branch Convenor or Branch liaison to the Board), the Board in consultation with members of the region may make an appointment to fill the position until the following Branch General Meeting.
3. Branch Committees shall have no fewer than three (3) active members at all times.
4. Branches of the Association are entitled to operate independent functions including banking and events run in the name of the Association provided that those functions are at all times consistent with the objects and By-laws of the Association, or approved by the Board, and are not likely to bring the Association into disrepute.
5. Each regional Branch shall be entitled to apply to receive funding from the Association for the first two years of the Branch's existence equivalent to two thirds of the total subscription fees in any such year paid to the Association by members residing in that region. In subsequent years the Branch shall be entitled to apply to receive one third of membership subscriptions paid by members residing in the relevant region. Such funds shall be available, at the discretion of the Board, and applied for annually, and shall be used for the purposes of professional education events, professional development of branch members, or other activities consistent with the purposes of the Association. Branches can apply for funding at two dates within the membership period for (1) a start-up amount and then (2) a balance of funding where the membership of the region has increased since the initial funds application. The Branch Committee will be at all times accountable for the purposes of such expenditure. For the purposes of such allocation, individual members shall nominate residence in one of the following regions (as defined by New Zealand's Territorial Local Authority boundaries):
 - i) Northland
 - ii) Greater Auckland area, including the boundaries of greater Auckland as

- at 1 June 2012
- iii) Waikato/Bay of Plenty
 - iv) Eastern, including Gisborne/East Coast and Hawkes Bay
 - v) Central, including the Central Plateau, Taranaki and Manawatu
 - vi) Greater Wellington area, including Hutt Valley, Porirua and Wairarapa
 - vii) Upper South Island (including Nelson, Marlborough, West Coast and Canterbury)
 - viii) Lower South Island (Southland and Otago).

17. INDEMNITY

Subject to clause 8.3, every member shall indemnify and save harmless the Board of Management and all employees of the Association from and against all claims, suits, actions, demands, damages and loss whatsoever which any such person may suffer arising out of any activity of the Association whether by way of accident, negligence or other cause and all members shall be deemed by their affiliation to this Association to have waived all such claims, suits, actions, demands and damages which they may thereafter have had against the Association in respect thereof. It shall be the duty of the Board out of funds of the Association to pay all costs, losses and expenses which any member or employee of the Association may incur and be liable to by reason of any Contract entered into or act or deed so done by that person as such member or employee of the Association in discharge of that person's duties as authorised by the Association.

18. DISSOLUTION

1. The Association shall be dissolved in the event of the number of members falling below twenty (20) or upon the vote of seventy-five per cent of the persons entitled to vote present at a Special Meeting convened for that purpose and of which notice incorporating this proposed Dissolution is given in accordance with this Constitution.
2. Upon dissolution the assets and all funds then held by the Association, if any, after payment of all expenses and liabilities shall be conveyed to another Association or entity within New Zealand having similar charitable objects to this Association or to another recognised charity, such choice to be decided upon the vote of a majority of the members at the above Special Meeting.

19. COMMON SEAL

1. The common seal of the Association must be kept in the custody of the public officer.
2. The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures two members of the Board.

20. NOTICES

1. All notices from the Association shall be issued by the Secretary and/or Convenor.
2. All notices to the Association shall be addressed to the Secretary and/or Convenor.
3. The notices of the Association shall be deemed to have been despatched to members where they are sent electronically to members email addresses, except where the member has expressly requested that notices be sent to their postal address.
4. It is the responsibility of each member of the Association to advise the Association of any change in their email address or postal address. The Association will not be responsible for failures of communications technologies that are outside of its control, provided that it shall make all prudent and reasonable efforts to ensure that the notices of the Association have been despatched to all current members of the Association.