

Constitution of Volunteering New Zealand Incorporated

(As adopted at the 2007 AGM, amended at 2008, 2010, 2011 and 2014 Annual General Meetings)

1. Preamble

1.1. *Volunteering New Zealand* is an association of Volunteer Centres, national and other organisations that are committed to volunteering.

1.2. *Vision*

The vision of Volunteering New Zealand is communities where volunteering is recognised and respected and advances the common good.

1.3. *Definition of Volunteering in New Zealand*

Work done of one's own free will, unpaid, for the common good.

1.4. *Purpose*

The purpose of Volunteering New Zealand is to benefit communities in New Zealand by promoting, supporting, encouraging and representing volunteering through the objects in Section 4.

2. Name

The name of the Society shall be "Volunteering New Zealand Incorporated" hereinafter referred to as "the Association".

3. Beliefs and Values

These are the Beliefs and Values that underpin the Objects.

3.1. *Beliefs*

- 3.1.1. In upholding Te Tiriti o Waitangi and in using the Māori language with respect.
- 3.1.2. That volunteering brings a benefit to the individual, group/agency and the wider community.
- 3.1.3. In the need to raise community awareness of the value and status of volunteers.
- 3.1.4. In enhancing the value and status of volunteering.
- 3.1.5. In promoting ethical and effective practice in volunteering.
- 3.1.6. That volunteering is an activity of free will.
- 3.1.7. That members have a right to autonomy, including the right to disagree with the Association, while operating within the national framework.
- 3.1.8. That everyone has a right to volunteer.
- 3.1.9. In supporting the rights of volunteers through advocacy and the monitoring of the political and social issues which affect them.

3.2. *Values*

3.2.1. *Inclusiveness*

The Association will work in a way to reflect the views of its membership and the wider volunteering community.



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3.2.2. *Excellence*

The Association will strive for consistently high standards in all its dealings.

3.2.3. *Integrity and Diversity*

The Association will carry out its mandate within the framework laid out in this Constitution and with sensitivity for the social and cultural diversity represented in Aotearoa New Zealand, ensuring that all contributions are fully respected.

4. **Objects**

- 4.1. To maintain an association of organisations within Aotearoa New Zealand which promotes, supports, encourages and represents volunteering within the guidelines laid out in this Constitution taking especial note of the definition in the Preamble.
- 4.2. To raise the interest and awareness in Aotearoa New Zealand of the value of volunteering in benefiting the common good so as to encourage increased participation in volunteering and strive towards a well-informed public.
- 4.3. To provide services and assistance including education which support the development of effective volunteer services including political and other partisan bodies, but at no time to become identified with any political party.
- 4.4. To establish communication and work with other organisations and individuals as the Association deems fit.
- 4.5. To undertake and promote research, and the publication and dissemination of material relevant to the aims of the Association.
- 4.6. To participate in any other activities which are considered practicable and desirable in reaching the objects outlined above.
- 4.7. To represent Volunteering New Zealand internationally.
- 4.8. To undertake all activities for charitable purposes and the benefit the New Zealand community.

5. **Powers**

To further the above aims and objects the Association shall have the following powers, providing these powers are exercised in accordance with Te Tiriti o Waitangi:

- 5.1. To employ, retain or engage people as employees or as contracted agents in such manner and on such terms as the employing body of the Association deems proper.
- 5.2. To print, publish, write, distribute in any form whatsoever articles, opinions, papers, books, pamphlets, courses, photographs and pictures and all other activities associated with publication of material relevant to the aims of the Association.
- 5.3. To enter into and be a party to contracts and agreements.
- 5.4. To purchase, lease, hire or otherwise acquire or use any real or personal property.
- 5.5. To sell, let, mortgage or otherwise dispose of or deal with any of the property or assets of the Association.
- 5.6. To construct, maintain or alter buildings or property of the Association.
- 5.7. To borrow or raise money by mortgage or in such a manner and on such terms as the Association in general meetings agree as suitable for the purpose.
- 5.8. To invest on such terms as may be agreed by a board meeting.
- 5.9. To seek and accept grants, donations and legacies.



- 5.10. To subscribe and grant money, donations or provide assistance in any other manner as agreed by a board meeting.
- 5.11. To make by-laws regulating and controlling the administration of the Association
- 5.12. To do all such other activities which will further the aims and objects of the Association.

6. Membership

All Members shall uphold the vision, definition, beliefs and values of the Association.

6.1. Categories

6.1.1. There shall be three categories of membership:

- a. Volunteer Centres.
- b. National and other organisations in accordance with criteria as determined from time to time by the Association.
- c. Associate Members – those who do not meet the criteria for Categories a or b but who have a commitment to volunteering.

6.2. Approval of Membership

6.2.1. Application for Membership shall be made in writing to the board.

6.2.2. Upon receiving an application for membership the board shall determine whether or not to approve the application and will advise the applicant of their decision.

6.2.3. The board shall advise all members of the approval of new Members.

6.3. Termination of Membership

6.3.1. Membership shall be terminated by:

- a. Voluntary resignation of a member upon notice in writing to the Association and payment of any amounts owing to the Association.
- b. If the board considers that the actions of a Member to be inconsistent with the objects of the Association, after due enquiry and having given the member the right to be heard, the board may by letter invite the Member to resign within a specified time frame. If the member does not so resign, the board may recommend to a general meeting of the Association that the Member be expelled, and after the member has been given the opportunity of being heard by or providing written comments to the general meeting, that meeting may expel the member by resolution passed by two thirds majority of those present and voting. Any such former member shall remain liable to pay all subscriptions and levies to the end of the Association's then financial year.

6.4. Subscription

- a. The membership subscription for each financial year commencing on 1 July and ending on 30 June of the following year shall be determined each year by the annual general meeting and shall be invoiced before the next financial year and become payable twenty (20) days after invoicing . If the subscription is not fixed by an annual general meeting it shall remain the same as for the previous year.
- b. Membership will be deemed to have lapsed if the subscription is not paid after three months.



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7. General Meetings

7.1. Annual General Meetings

- 7.1.1. The annual general meeting of the Association shall be held not later than 30 November each year at such time and place as the board determines. Notice of such meetings shall be sent to all members, by post or email to the member's last known address, at least 35 days before the date of the meeting and shall include an outline of the agenda proposed for the meeting.
- 7.1.2. The business of the annual general meeting of the Association shall be:
- To receive and adopt the annual report of the Association.
 - To receive and adopt the annual statement of accounts.
 - To elect the members of the board mentioned in Rule 8.
 - To appoint an auditor.
 - To deal with such other business as notified to members in the notice convening the meeting.
 - To consider any other business of which written notice is given to the Executive Director prior to the commencement of the meeting.
 - To set the subscription for the following financial year.

7.2. Special General Meetings

- 7.2.1. Special general meetings may be called by the board or on the written request of seven members and must be called within 21 days of such a request.
- 7.2.2. Notice of special meetings, which shall include the purposes of the meeting, shall be sent to members, by post or email, to the member's last known address, at least 14 days before the date of the meeting.
- 7.2.3. The business of such special meetings shall be restricted to items given in the notice of the meeting.
- 7.2.4. Special general meetings may be held either physically or electronically.
- 7.2.5. When a special general meeting is held electronically, voting will close at 5.00pm on the date notified as the meeting date. Votes equal to the quorum for a general meeting must be recorded for any resolution made for the meeting to succeed.

7.3. Quorum

- 7.3.1. A quorum for a general meeting shall be 20% of the voting membership or 20 full members present whichever is fewer. Where the meeting is held electronically, the quorum shall be determined by the total number of votes cast including abstentions.
- 7.3.2. In the event that a quorum is not met the general meeting shall be adjourned and rescheduled at a time and place determined by the Chairperson of the meeting.

7.4. Voting Rights and Procedure

- 7.4.1. Voting at any general meeting shall be on voice, show of hands or, on request at a physical meeting and in the case of an electronic meeting, by ballot. The Chairperson shall have the deliberative and a casting vote.
- 7.4.2. Each Volunteer Centre member shall have three (3) votes and each full member organisation one (1) vote, exercised through the authorised delegate or by proxy as given by written authority.
- 7.4.3. Associate members will not have a vote but may attend and speak at general meetings.



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7.5. Chairing of General Meetings

- 7.5.1. The Chairperson, or in the absence of the Chairperson the Vice-Chair, will chair every annual, special, or electronic general meeting.
- 7.5.2. If the Chairperson and the Vice-Chair are absent then a person elected by a majority vote of those present shall chair the meeting.

8. The Board

The Board is responsible for the administration, general conduct and management of the Association in accordance with this Constitution and resolutions of the Members of the Association in general meeting.

8.1. Composition and Terms of Office

- 8.1.1. The board shall comprise eight (8) elected board members. One position is to be set-aside for a Māori Member and one for a Pacific Peoples' Member. The people who fill these positions may be proposed for nomination by their own communities.
- 8.1.2. Board members shall serve for a three-year term and may be re-elected or re-appointed for a further one (1) term.
- 8.1.3. No board members may hold office for more than two consecutive terms without standing down for at least one (1) year.
- 8.1.4. Two of the elected board will stand for election in each year. To implement this procedure for the two set-aside positions, both positions will be elected at the first annual general meeting after the adoption of this rule together with the three other elected positions due to be filled. One of the two, selected by lot, will serve just one year but will be eligible for re-election as above for a further two full terms. The remaining person will complete his/her initial two year term.
- 8.1.5. At the first meeting after the annual general meeting the board shall elect a Chairperson, Vice-Chairperson and Secretary/Treasurer to hold office for that year.
- 8.1.6. Board members shall abide by the Code of Ethics of the Association, as determined by the board.
- 8.1.7. Board members shall declare any Conflicts of Interest that may arise according to the Conflict of Interests policy, as determined by the board.

8.2. Election of Board

- 8.2.1. Not less than 42 days before the date fixed for the annual general meeting the Board shall by notice in writing call for nominations for elected board members. Such nominations may be made in writing, including fax and e-mail, by any voting member and must be received by the Executive not less than 21 days before the date fixed for the annual general meeting.
- 8.2.2. Immediately after the closing date for nominations, all members will be sent a list of all nominations received. If nominations exceed the number of vacancies an election shall be held by postal ballot prior to the annual general meeting. Voting papers will be sent to all voting members with at least fourteen days notice of the closing date for receipt of votes. Votes may be cast electronically by e-mail or fax. If Board members will be announced and confirmed at the annual general meeting.
- 8.2.3. If vacancies equal or exceed the number of nominations received then those received by the closing date shall be declared duly appointed.



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- 8.2.4. Nominations to fill unfilled vacancies may be called for at the annual general meeting. In the event of such nominations which have been seconded exceeding those vacancies then there shall be an election to determine which of those persons so nominated shall fill them. Any such election shall be by ballot.

8.3. Casual Vacancies

- 8.3.1. Any casual vacancy among elected board members may be filled by the board. Any person so chosen shall retain office only for such period as determined by the Board but not beyond the next annual general meeting.
- 8.3.2. A casual vacancy among the appointed board members will be filled by the board following receipt of a nomination from the relevant community.

8.4. Co-opted Board Members

- 8.4.1. The board shall have the ability to co-opt members to the board to ensure adequate representation and skills.
- 8.4.2. A maximum of two people can be co-opted in any one (1) year. The co-opted members will only hold position for such period as determined by the board but not beyond the next annual general meeting.
- 8.4.3. Co-opted members will have the same authorities as other board members.

8.5. Dismissal of a Board Member

- 8.5.1. A board member may be dismissed by resolution of a general meeting of the Association, provided that:
- a. such resolution must show just cause of such dismissal, and must have been delivered in writing to the board member concerned at least 14 days before the general meeting,
 - b. in the case of an appointed board member, there has been prior consultation with and the agreement of the appointing community,
 - c. the board member subject to the demand for dismissal is given the opportunity to defend him/herself prior to, or at, the general meeting, and,
 - d. such resolution of dismissal must be passed by at least a two-thirds majority of those present and voting.
- 8.5.2. General meetings called for the purpose of disciplinary actions must be physical meetings and are subject to the rules outlined under Sections 7.2, 7.3, 7.4.
- 8.5.3. The board can stand down a board member by unanimous vote by all other board members, and may be dismissed pending resolution under 8.5.1 by a general meeting.

8.6. Board Meetings

- 8.6.1. The board shall meet at such places and times as it shall determine, including electronic means, provided that it meets at least three times in the period between annual general meetings. Notice of such meetings will be given in writing to board members at least seven (7) days before the meetings. In case of urgency oral and shorter notice may be given.
- 8.6.2. The quorum shall be not less than 50% of the sitting members of the board. In the event of a quorum not being present, the Chairperson will determine the action to be taken including the rescheduling of the meeting.
- 8.6.3. The Executive Director will be expected to attend all board meetings and participate as requested.



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8.6.4. The Chairperson shall have a deliberative and casting vote.

9. Income, Benefit or Advantage to be Applied to the Objects of the Association

- 9.1. Any income, benefit or advantage will be applied to the Objects of the Association.
- 9.2. No member of the Association or any person associated with a member shall participate in, or materially influence, any decision made by the Association in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 9.3. Any such income paid shall be reasonable and relative to that which would be paid on the basis of open market value.
- 9.4. The provision and effect of this Rule shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

10. Alteration to Rules

- 10.1. These Rules shall only be altered by a resolution passed by a two-thirds majority vote at a general meeting of the Association.
- 10.2. The Chairperson must receive the proposed changes at least seven (7) days before due date of calling a general meeting.
- 10.3. The proposed changes must be notified to each member by inclusion of the documents sent out with notification of the general meeting.
- 10.4. No alteration shall affect the charitable status of the Association.
- 10.5. A general meeting called for the purpose of ratifying changes to these rules may be held under any of the provisions in Rule 7.

11. Custody of the Rules

- 11.1. The board will keep a copy of the Rules and Amendments.
- 11.2. Copies of the Rules and Amendments shall be available for perusal or supply to Members.

12. Common Seal

The Association shall have a Common Seal kept in the custody of the Executive Director or other authorised person. The Common Seal shall not be affixed to any document except by the authority of a resolution of the board and in the presence of two members of the board each of whom shall sign any document to which the Common Seal is affixed.

13. Winding Up

- 13.1. The Association may be wound-up under the provisions of the Incorporated Societies Act 1908.
- 13.2. If the Association is wound up, the surplus assets, after the payment of all debts, costs and liabilities shall be distributed as per the stated objects of the constitution to a similar charitable organisation currently holding an Income Tax Exemption or paid to a Crown Agency upon Trust for charitable organisations that only operate in New Zealand.

