



RULES

29 April 2009

As amended up to and including 12 July 2017

RULES OF NELSON YOUNG PROFESSIONALS INCORPORATED

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RULES OF NELSON YOUNG PROFESSIONALS INCORPORATED

1 THE SOCIETY

- 1.1 The name of the society is Nelson Young Professionals Incorporated (**NYP**).
- 1.2 NYP's registered office shall be at such place as the Committee from time to time determines.

2 NYP'S OBJECTIVES

- 2.1 NYP's objectives are:
 - a) Facilitate members to network and socialise with other people whose careers are based in the Nelson-Tasman region;
 - b) Provide a platform for connecting various sectors of the community;
 - c) Provide a sense of community for young people whose careers are based in Nelson; and
 - d) Promote Nelson-Tasman as a place for young professionals to live, work and play.
- a) To do anything necessary or helpful to the above objectives.
- 2.2 Pecuniary gain is not an objective of NYP.

3 MEMBERSHIP

- 3.1 Subject to these Rules, each Member shall have the right to:
 - a) Vote at any General Meeting of NYP on any matter put to the vote;
 - b) Stand for election onto the Committee;
 - c) Be informed of NYP's activities upon request; and
 - d) Receive preferential treatment over Non-Members in relation to NYP activities, where this is reasonable in the opinion of the Committee.
- 3.2 All Members shall be bound by NYP's Rules.
- 3.3 The Committee may, as it sees fit, devise and confer any other rights and privileges upon Members of NYP for a given year.
- 3.4 Any Member may resign at any time by giving written notice to the Committee.

4 ORDINARY MEMBERSHIP

- 4.1 Ordinary Members are Eligible Persons admitted to membership under this clause 4, who have paid the annual Membership Fee by the required date and who has not ceased to be a Member under any other clause.

- 4.2 Membership as an Ordinary Member shall be open to any individual who lives or works in the Nelson-Tasman region and who is in the first 15 years of their professional career (**Eligible Person**).
- 4.3 The Committee in its sole discretion, after taking into consideration the objectives of NYP, may allow any person who is not an Eligible Person to nevertheless become or remain an Ordinary Member.
- 4.4 To become an Ordinary Member, an Eligible Person (the **Applicant**) must:
- a) Complete and submit an application as required by the Committee; and
 - b) Pay the annual Membership Fee.
- 4.5 The Applicant's membership must be considered by the Committee during the next Committee Meeting. The Committee must ratify or reject the Applicant's membership or resolve to interview the Applicant for further information prior to ratification or rejection of the Applicant's membership.
- 4.6 The Committee must consider the objectives of NYP before it may reject an Applicant. If the Committee rejects an Applicant's membership, the Committee must give notice to the Applicant as soon as practicable and refund the Membership Fee. The Committee is not obligated to provide reasons to the Applicant or to any other Member.
- 4.7 An Ordinary Member may renew their membership by paying the annual Membership Fee by the required date.
- 4.8 Any former Member who has resigned may apply for re-admission in the same way as a new applicant.
- 4.9 If a former Member's membership was terminated by the Committee or NYP, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

5 LIFE MEMBERSHIP

- 5.1 Life Members are individuals who have been awarded a Life Membership on the recommendation of the Committee and by resolution of a General Meeting passed by a two-third majority of those present and voting.
- 5.2 The Committee may recommend an individual to become a Life Member if that individual has provided meritorious service to NYP or in an associated field.
- 5.3 A Life Member shall have all the rights and privileges of an Ordinary Member and shall be subject to all the duties of an Ordinary Member except those of paying membership fees and levies.

6 CORPORATE MEMBERSHIP

- 6.1 Corporate Members are incorporated or unincorporated bodies who have been admitted to membership under this clause 6, who have paid the annual Corporate Fee by the required date and who has not ceased to be a Corporate Member under any other clause.
- 6.2 Membership as a Corporate Member shall be open to any incorporated or unincorporated body who operates their business either solely or partly in the Nelson-Tasman region (**Eligible Organisation**).
- 6.3 To apply to be a Corporate Member, an Eligible Organisation must complete and submit an application as required by the Committee. The Committee, during the next Committee Meeting, must either accept or reject the application.
- 6.4 If the Committee accepts the Corporate Member's application, the Corporate Member shall be admitted as a Corporate Member once they have paid the annual Corporate Fee.
- 6.5 The Committee may, as it sees fit, devise and confer any rights and privileges on Corporate Members of NYP for a given year. These rights and privileges may include, but are not limited to:
- a) A discount on Membership Fees for its employees (such discount to be determined by the Committee in its sole discretion);
 - b) Personalised communication between a nominated contact in the Corporate Member's organisation and a member of the Committee;
 - c) Being contacted first about NYP sponsorship opportunities; and
 - d) The right to transfer an employee's Membership when a person leaves the organisation to a new person.
- 6.6 Corporate Members are not able to vote at NYP Meetings. However, their employees who become Members through their Corporate Membership are eligible to vote at NYP Meetings.
- 6.7 A Corporate Member may renew their membership by paying the annual Corporate Fee by the required date.

7 TERMINATION OF MEMBERSHIP

- 7.1 Subject to the discretion of the Committee, the Membership Fee is not refundable upon resignation or termination of a Member's Membership.
- 7.2 If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the objectives of NYP, the Committee may give written notice of this to the Member (the **Committee's Notice**). The Committee's Notice must:
- a) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the objectives of NYP;

- b) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;
 - c) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its discretion immediately terminate the Member's Membership;
 - d) State that if the Committee terminates the Member's Membership, the Member may appeal to NYP.
- 7.3 Not less than 14 days after the Member received the Committee's Notice, the Committee may by majority vote terminate the Member's Membership by giving the Member written notice (**Termination Notice**), which takes immediate effect. The Termination Notice must state that the Member may appeal to NYP at the next Meeting by giving written notice to the Secretary (**Member's Notice**) within 14 days of the Member's receipt of the Termination Notice.
- 7.4 If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next NYP Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (the **Member's Explanation**), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other NYP Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 7.5 When the Member is heard at a NYP Meeting, NYP may question the Member and the Committee Members.
- 7.6 NYP shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. NYP's decision will be final.

8 THE NYP COMMITTEE

- 8.1 NYP shall be managed by a managing committee (**Committee**), comprising of at least three Members of NYP (**Committee Members**).
- 8.2 Nominations for members of the Committee shall be called for at least 14 days before NYP's Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the third day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at least two days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
- 8.3 Notwithstanding clause 8.2, the Committee may make a unanimous resolution to co-opt any Member to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. There is no limit to the number of Members the Committee may co-opt under this clause.

8.4 The Committee has all of the powers of NYP, unless the Committee's power is limited by these Rules, or by a majority decision of NYP. Decisions of the Committee bind NYP.

8.5 All Committee Members must:

- a) Act in good faith and in the best interests of NYP, and use their powers for a proper purpose;
- b) Comply with all relevant statutes and with the NYP Rules;
- c) Exercise the degree of care and diligence of a reasonable person with such responsibilities;
- d) Not allow NYP activities to be carried on recklessly or in a way likely to create a substantial risk of serious loss to NYP creditors; and
- e) Not allow NYP to incur obligations that the Committee Member does not reasonably believe will be fulfilled.

8.6 Persons cease to be Committee Members when:

- a) They resign by giving notice to the Committee;
- b) They are removed by majority vote of NYP at a NYP Meeting;
- c) They are no longer a Member;
- d) They do not attend or provide apologies for three consecutive Committee Meetings; or
- e) They are not reappointed to the Committee at the Annual General Meeting.

If a person ceases to be a Committee Member, that person must within two weeks give to the Committee all NYP property.

9 NYP MEETINGS

9.1 A NYP Meeting is either an Annual General Meeting or a Special General Meeting.

9.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Society shall meet within those dates.

9.3 Special General Meetings may be called at any time by the Committee. The Committee must call a Special General Meeting if the Committee receives a written request signed by at least a quarter of the Members.

9.4 The Committee shall give all Members at least 7 days written notice of:

- a) The business to be conducted at any NYP Meeting;
- b) A copy of the Annual Report and Statement of Accounts, if the NYP Meeting is an Annual General Meeting;
- c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Committee must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).

d) Notice of any motions and the Committee's recommendations about those motions.

If the Committee has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

9.5 All Members may attend and vote at NYP Meetings, unless otherwise provided in these Rules.

9.6 No NYP Meeting may be held unless (the lesser of) 15 Members or 5% of the Members at the time of the NYP Meeting attend.

9.7 All NYP Meetings shall be chaired by the President. If the President is absent, the Committee will nominate a Committee Member to chair the NYP Meeting. Any person chairing a NYP Meeting has a casting vote.

9.8 On any given motion at a NYP Meeting, the Chairperson shall in good faith determine whether to vote by:

- a) Voices;
- b) Show of hands; or
- c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

9.9 The business of an Annual General Meeting shall be:

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

9.10 Any Member may request that a motion be voted on (**Member's Motion**) at a particular NYP Meeting, by giving written notice to the Committee at least 7 days before that meeting. The Member may also provide information in support of the motion (**Member's Information**). The Committee may in its absolute discretion decide whether or not NYP will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- a) It must be voted on at the NYP Meeting chosen by the Member; and
- b) The Committee must give the Member's Information to all Members within 3 days of receiving the Member's Motion and Member's Information; or

If the Committee fails to do this, the Member has the right to raise the motion at the following NYP Meeting.

- 9.11 The Committee may also decide to put forward motions for NYP to vote on (**Committee Motions**).

10 COMMITTEE MEETINGS

- 10.1 No Committee Meeting may be held unless more than half of the Committee Members attend.
- 10.2 The President shall chair Committee Meetings. If the President is absent, the Committee shall elect a Committee Member to chair that meeting.
- 10.3 Decisions of the Committee shall be by majority vote.
- 10.4 The President or person acting as chair of that meeting has a casting vote.
- 10.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.6 Subject to these Rules, the Committee may regulate its own practices.

11 NYP COMMITTEE ROLES

- 11.1 The Committee must appoint NYP's President, Secretary and Treasurer from the Committee Members at the first Committee Meeting following the Annual General Meeting.
- 11.2 The President's role is defined by the Committee, but may include the responsibility to:
- a) Convene Meetings;
 - b) Set the agenda for Meetings;
 - c) Chair Meetings, deciding who may speak and when;
 - d) Oversee the operation of NYP;
 - e) Give a report on the operation of NYP at each Annual General Meeting;
- 11.3 The Secretary's role is defined by the Committee, but may include the responsibility to:
- a) Record the minutes of Meetings;
 - b) Ensure that the Rules are followed;
 - c) Hold the NYP's records, documents, and books;
 - d) Keep the Register of Members;
 - e) Advise the Registrar of Incorporated Societies of any alteration to the Rules.
- 11.4 The Treasurer's role is defined by the Committee, but may include the responsibility to:
- a) Collect and receive all payments made to NYP. These payments must be banked within seven days after the Treasurer receives them;

- b) Keep a true and accurate record in NYP's account book, so that NYP's financial situation can be clearly understood at any point in time;
- c) 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 NYP decides this in a Meeting.
- d) Forward the annual financial statements for NYP to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

12 SUBCOMMITTEES

12.1 The Committee may appoint subcommittees consisting of such persons (whether or not they are Members of NYP) and for such purposes as it thinks fit.

12.2 Unless otherwise resolved by the Committee:

- a) The quorum of every subcommittee is half the members of the subcommittee;
- b) No subcommittee shall have power to co-opt additional members;
- c) No subcommittee may commit NYP to any financial expenditure without express authority; and
- d) No subcommittee may delegate any of its powers.

12.3 In the resolution appointing the subcommittee, the Committee must describe what that subcommittee is to do, by what date, and what its powers are.

13 POWERS OF NYP

13.1 In addition to its statutory powers, NYP:

- a) may use such of its funds to pay the costs and expenses of furthering or carrying out its objectives, and for that purpose may employ people as may seem expedient;
- b) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- c) may invest in any investment in which an Committee Member might invest; and
- d) shall have the power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members.

13.2 The Society may only Use Money and Other Assets if:

- a) It is for a purpose of NYP;
- b) It is not for the sole personal or individual benefit of any Member; and

- c) That Use has been approved by either the Committee or by majority vote of NYP.

14 THE REGISTER OF MEMBERS

- 14.1 The Committee shall keep a register of Members (the **Register**), which shall contain the names and contact details of all Members, and the dates at which they became Members.
- 14.2 Each Member shall provide such other details as the Committee requires.

15 JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 15.1 The Committee shall decide:
 - a) The Membership Fee; and
 - b) The Corporate Fee.

(Subscription)
- 15.2 The Committee may also create and require New Members to pay a Joining Fee. If a Joining Fee is created, it must be paid by all new Members who join in the relevant financial year.
- 15.3 The Corporate Fee will be depend on the category of the Corporate Member. The categories will vary according to the size of the organisation and the number of Eligible Persons employed by the organisation. The category appropriate to any Corporate Member is agreed in discussion between the Committee and the organisation.
- 15.4 The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.
- 15.5 If any Member does not pay a Subscription or levy by the required date, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any NYP activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

16 FINANCIAL YEAR

- 16.1 The financial year of NYP begins on 1 April of every year and ends on 31 March of the next year.

17 AUDITOR

- 17.1 At an Annual General Meeting, NYP may by majority vote appoint someone to audit NYP (the **Auditor**). The Auditor shall audit NYP's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of NYP. If NYP appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

18 SIGNING OF DOCUMENTS

18.1 A document shall be executed on behalf of NYP if the document is signed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other Committee Member.

19 ALTERING THE RULES

19.1 NYP may alter or replace this Constitution at a NYP Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

19.2 Any proposed motion to amend or replace these Rules shall be put forward by the Committee, or signed by (the lessor of) 15 Members or 5% of the Members and given in writing to the Committee at least 14 days before the NYP Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

19.3 At least 7 days before the NYP Meeting at which any change is to be considered the Committee shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

19.4 When a change is approved by a NYP Meeting the Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the changes in the required form. No change to the Rules shall take effect until this is done.

20 COMMON SEAL

20.1 The Committee shall provide a common seal for NYP and may from time to time replace it with a new one.

20.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

21 WINDING UP

21.1 If NYP is wound up, NYP's debts, costs and liabilities shall be paid.

21.2 Surplus Money and Other Assets of NYP may be disposed of:

- a) By resolution; or
- b) According to the provisions in the Incorporated Societies Act 1908; but

21.3 No distribution may be made to any Member;

22 DEFINITIONS

In these Rules:

- a) **Committee** means the NYP Committee.
- b) **Committee Meeting** means a meeting of the NYP Committee.
- c) **Committee Member** means any Member who is on the Committee.

- d) **Corporate Fee** means the subscription fee payable by a Corporate Member annually on the Subscription Date.
- e) **Majority vote** means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- f) **Meeting** means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- g) **Member** means an Ordinary Member, a Life Member and a Corporate Member.
- h) **Membership Fee** means the subscription fee payable by an Ordinary Member annually on the Subscription Date.
- i) **Money or Other Assets** means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- j) **NYP Meeting** means any Annual General Meeting or any Special General Meeting, but not a Committee Meeting.
- k) **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.
- l) **Rules** means these Rules, being NYP's Rules.
- m) **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.
- n) **Written Notice** means hand-written, printed or electronic communication of words or a combination of these methods.

Dated 29 April 2009 (as amended up to and including 12 July 2017)