

**CONSTITUTION**

**of the**

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



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**of the**  
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## 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:

1. 'Association' means the Aotearoa New Zealand Evaluation Association Incorporated (or ANZEA).
2. 'Ballot' includes a ballot by email.
3. 'Board' means the Board of Management.
4. 'By-laws' refers to the formally constituted by-laws of the Association.
5. 'Evaluation' is the systematic determination (reaching evaluative conclusions) of quality, value and /or importance of policies, programs, projects, services where public, organisational or community resources are being used to meet human and/or environmental needs. The *purposes of evaluative activity* are decision making, judgments, conclusions, findings, new knowledge, learning, organisational development, and capacity building in response to the needs of identified stakeholders *that lead to improvement and/or accountability* in the users' products, programmes, policies, personnel, services and systems *contributing ultimately* to organisational and/or economic, cultural, social, environmental and public value.
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.

7. 'Meeting' includes a physical gathering or telecommunication.
8. 'Member' means a person who is a financial member of the Association.
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.
10. 'Public officer' means the Board member charged with primary responsibility for dealing with the general public.
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.
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.
13. 'Term' means a period of three years.
14. '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:

1. Benefit the community by promoting and facilitating the development of evaluation practices and standards in Aotearoa New Zealand, and give effect to the Te Tiriti o Waitangi through a working partnership with Mā Te Rae – Māori Evaluation Association.
  - (a) Promote excellence in evaluation in Aotearoa New Zealand with a focus on:
    - (i) developing and supporting the use of appropriate ethical and professional standards for evaluation
    - (ii) development of evaluation theory, methods and practice and
    - (iii) advocacy for the use of evaluative thinking and practice as a strategy for critical reasoning and learning.
  - (b) Encourage the accessibility of the services of the Association to evaluation providers, practitioners, purchasers, and others affected

by and interested in evaluation.

2. In addition, the purpose of the Association is to advance education by:
  - (a) facilitating debate and exchange of ideas and dissemination of knowledge in the theory and practice of evaluation through the conduct of meetings, conferences, education and training events, newsletters and other publications, and other similar activities
  - (b) promoting the publication of scholarly work relevant to evaluation
  - (c) fostering and facilitating liaison, communication and collaboration between members, communities, public sector and other evaluation stakeholders
  - (d) advocating the promotion of evaluation informed policy
  - (e) facilitating liaison with evaluation associations and other related associations in New Zealand and overseas, including the potential for joint activities
  - (f) promoting high standards in curriculum development and evaluation education and training in the tertiary education sector and
  - (g) promoting the development of a pathway of evaluation training and education from foundation to postgraduate levels.

## **5. POWERS**

In furtherance of its objects purpose, the Association may:

1. Make rules regulating its own procedures.
2. Elect and appoint officers of the Association as provided for in this Constitution.
3. Assign such duties and delegate such powers to the Board of Management (the Board) and other officers as it may deem appropriate.
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. Establish and maintain a national office and employ such staff as it may deem necessary for the good management of the Association.
6. Approve payments to officers and other members of the Association for out-of-pocket expenses or fees for professional services.

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.
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.
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.
10. Do all such other lawful things as shall further the objects of the Association.

## **6. MEMBERSHIP**

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.
2. Members' names will be entered into the membership register with member's names 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.
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.

4.
  - (a) Membership subscriptions become due on the first of July each year (the membership year).
  - (b) Membership categories will be determined by the Board. They may include, but not be limited to:
    - Individual members
    - Student members (full-time enrolment at an educational institution)
    - Corporate members
    - Taumata members.
  - (c) A member whose subscription fee (at the rate last fixed) is not paid by the first of November and after two reminder notices shall be deemed to have resigned.
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 as per 6.4c above.
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 confidential at the principal place of administration of the Association.

## **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 this Constitution provided that such changes are submitted to the general membership for vote in writing, and 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) 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. The Officers of the Association shall be twelve (12) in number and shall consist of:
  - 1. Co-Convenors
  - 2. Deputy Convenor
  - 3. Secretary
  - 4. Treasurer



## 5. Seven (7) general Board members.

Such Officers shall form the Board of the Association and the holding of each particular office shall be determined by the Board collectively upon election. The Executive Committee shall comprise the Co-Convenors, Deputy 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.
  
- (e) The Board shall whenever practicable, strive to achieve a gender balance on the Board and any Committees and Sub-Committees.
  
- (f) Elections for Officers to the Board shall take place every three years.
  
- (e) The Co-Convenors shall be elected by the general membership, and not by the members of the Board. Where no Co-Convenors are elected by the membership in the election, or where one of the Co-Convenors resigns from that position for any reason, Co-Convenors 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 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 an appointment to that office made by the remaining Officers of the Board of Management.
  
- (i) Where a general board member position becomes vacant, that position may be filled for the remaining term by co-option with nomination and agreement of Officers of the Board of Management.

## 2. Duties of Board members

- (a) Co-Convenors. The duties of the Co-Convenors, or in the absence of one of these people, the Deputy Convenor, shall be to undertake executive function and 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 Convenors shall share chairing responsibility of such Committees as the Board of Management may from time to time specify. In the absence of one of the Convenors, the relevant duties shall be performed by the Deputy Convenor. If neither of the Co-Convenors is able to attend a meeting, the chair shall be taken by such a person from the Board as the Co-Convenor may appoint.
- (b) Deputy Convenor. The Deputy Convenor shall be available to undertake the duties of the Co-Convenors in one of those persons absence, and such other duties in association with the Co-Convenor as the Board shall determine from time to time. The Deputy Convenor will also undertake executive functions.
- (c) Secretary. The duties of the Secretary shall be to undertake executive functions and to call General, Special 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 Co-Convenors 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 undertake executive functions and 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, branches and the Board.

All sums collected or donated to the Association shall be handed over to the Treasurer or a delegated Administrator or Treasurer of a branch who shall pay the same into a bank account into the name of the Association. Cheques/ Online payments shall be signed/authorised 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 biennially 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.

## **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:

1. dies; or
2. ceases to be a member of the Association; or
3. becomes an insolvent under administration within the meaning of the
4. Corporations Law; or
5. resigns office by notice in writing given to the Secretary; or
6. is removed from office under rule 12C; or
7. becomes a mentally incapacitated person; or
8. is absent without the consent of the Board from all meetings of the Board held during a period of 12 months.

## **9. FINANCE**

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.
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.
3. The income of the Association shall be used solely for the administration of the Association and the charitable objectives of the Association.
4. All expenditure must be in accordance with the policies laid down by the Board.
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.
6. The financial year of the Association shall end on 31st March. The accounts of the Association will be presented at the AGM by the treasurer for approval. The accounts shall be audited every second year with an auditor appointed in the year prior to the audit.

7. Expenses incurred in carrying out authorised Association business may be reimbursed from time to time with the approval of the Board of Management.
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.

## **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
    - (iv) Annual Reports from Officers
    - (v) Annual Reports from Branches

- (vi) Appointment of an auditor
  - (vii) Elections
  - (viii) Notices of Motion for Amendment of the Constitution
  - (ix) Notices of Motion
  - (x) 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 15 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 Meetings

- (a) Board meetings shall be held at a venue, time and date as set by the Co-Convenors or demanded by a majority of the Board members with reasonable notice to all Board members.
- (b) The order of business at a Board 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 Co-Convenors 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 Co-Convenors and/ or 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 Co-Convenors and / or 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 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.

## **12A. DISCIPLINING OF MEMBERS**

1. A complaint may be made in writing by any member of the Association to either the Co-Convenors 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 wilfully acted in a manner prejudicial to the interests of the Association, including its codes and standards.
2. On receiving such a complaint, the Co-Convenors 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.

## **12B. 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 12A, within seven days after notice of the resolution is served on the member, by lodging with the Co-Convenors and/ or 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. At a general meeting of the Association convened under clause 12B:
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Board 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).

## 12C. REMOVAL OF BOARD MEMBER

The Association in a Board 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.

## 13. QUORUMS

1. Board

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.

## 14. 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.

(a) Voting on the election of Office Bearers shall be by secret ballot.

(b) Votes will be counted by an independent returning officer who will be appointed at the AGM.



- (c) 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 Meetings – Board 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.

## 15. CONSTITUTION

### 1. Interpretation of Constitution

Any question as to the interpretation of this constitution shall be referred in writing for determination by the Board. 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.

## 16. 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.

## 17. 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 Co-Convenors 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 and Special Interest Groups of the Association are entitled to operate independent functions including banking (in accordance with 9.8) and events run in the name of the Association provided that those functions are at all times consistent with the purposes of the Association, and are not likely to bring the Association into disrepute. All Branches and Special Interest Groups are expected to be financially self-sustaining.
5. Each regional Branch or Special Interest Group shall be entitled to apply to the Board for such funds as are required to establish and provide activities. The amount made available will be at the discretion of the Board. The Branch Committee will be at all times accountable for the purposes of such expenditure.

## 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 Co-Convenors.
2. All notices to the Association shall be addressed to the Secretary and/or Co-Convenors.
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.

This constitution was adopted at a Board Meeting of the Association on \_\_\_\_\_ of \_\_\_\_\_ 2016

Signed by:

\_\_\_\_\_  
Louise Were  
Co-Convenor

\_\_\_\_\_  
Sarah Appleton-Dyer  
Co-Convenor

\_\_\_\_\_  
Kate McKegg  
Deputy Convenor

\_\_\_\_\_  
Seini Jensen  
Secretary

\_\_\_\_\_  
Adrian Field  
Treasurer

\_\_\_\_\_  
Rachael Trotman  
Board Member

\_\_\_\_\_  
Matilde Tayawa-Figuracion  
Board Member

\_\_\_\_\_  
Steve Tracey  
Board Member

\_\_\_\_\_  
Shaun Akroyd  
Board Member

\_\_\_\_\_  
Rae Torrie  
Board Member

\_\_\_\_\_  
Kathleen (Ata) Samu  
Board Member

\_\_\_\_\_  
Paula White  
Board Member