

<b>RULES OF NEW ZEALAND CHINA FRIENDSHIP SOCIETY INCORPORATED</b>
<b><u>NAME</u></b>
<b>1. The name of the Society is NEW ZEALAND CHINA FRIENDSHIP SOCIETY INCORPORATED.</b>
<b><u>REGISTERED OFFICE</u></b>
<b>2. The Registered Office of the Society shall be situated at such place as may, from time to time, be determined by the National Executive Committee of the Society.</b>
<b><u>OBJECTS</u></b>
<b>3. The objectives of the Society are:</b>
<b>a)</b> To promote friendship, understanding and goodwill between the peoples of New Zealand and the peoples of China by encouraging visits, and facilitating exchange of ideas, information, culture, and trade between both countries.
<b>b)</b> To foster interest in, and promote the study of, China, its history, culture, language, political and social structures, past and present.
<b>c.)</b> To acknowledge the historical significance of the establishment of the Peoples' Republic of China.
<b>d)</b> To support through fund raising and donations, specific aid projects aimed at the relief of poverty, child health or disaster relief or educational advancement of the Chinese in both New Zealand and China.
<b>e)</b> To collaborate and cooperate with sister organisations operating in the area of the New Zealand China relationship.
<b>f)</b> To welcome and assist visiting students, and new immigrants, from China into New Zealand and promote the study of the Chinese language by New Zealanders and English studies by Chinese in New Zealand.
<b>g)</b> To facilitate friendship, cooperation, and support with New Zealand Chinese Communities.
<b><u>POWERS</u></b>
<b>4. The Powers of the Society are:</b>
<b>a)</b> To acquire by lease, purchase or otherwise to hold or dispose of, for cash or on terms deferred payment real or personal property of every description for the purposes of the Society to the extent and in any manner authorised by the Incorporated Societies Act 1908.

<b>b)</b> To provide and raise funds for the purposes of the Society by borrowing, subscriptions, donations, or by any other means, and to invest surplus funds.
<b>c)</b> To co-operate with any Department of State, State Corporation or other person or organisation which is or may be working for any of the foregoing or cognate objects.
<b>d)</b> To disseminate information about China through meetings, publications, and conferences.
<b>e)</b> To foster the establishment of, and support for, Branches of the Society throughout New Zealand.
<b>f)</b> To organise tours in China and New Zealand for the benefit of members and interested persons.
<b>g)</b> To make grants or loans to any person or organisation to assist in reaching the objects of the Society.
<b>h)</b> To do all such other things as are necessary or conclusive to the attainment of the above objects or any of them.
<b>i)</b> Any income, benefit, or advantage must be used to advance the charitable purposes of the organization.
<b>j)</b> No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
<b>k)</b> Any payments made to a member of the organisation, or person associated with a member, must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
<b>l)</b> The Society shall have as incidental and ancillary to the objects hereinbefore specified the objects and powers set forth in paragraphs 1 to 21 inclusive and paragraphs 24, 25 and 26 of the Second Schedule to the Companies Act 1955 with all necessary modifications as if the Society were a company incorporated under that Act.
<b><u>MEMBERSHIP</u></b>
<b>5.</b> The Society shall consist of an unlimited number of members.
<b>6.</b> Any person who subscribes to the objects of the Society may apply in person, or writing, to the National Secretary or Branch Secretary and tender the annual subscription. Any application for membership may be declined by the National Executive Committee or Branch Committee at their absolute discretion and they shall not be required to give any reason for their decision. All applications to the Secretary

must be referred to the Branch Committee for approval before a Membership application is confirmed, or to the National Secretary for members at large.

**7.** Any incorporated society or other incorporated body shall be eligible for membership.

**8.** On the recommendation of the National Executive Committee the Society in general meeting may declare any person a life member of the Society, to recognise outstanding contribution by that person in furthering the objects of the Society.

**9.** A register of members shall be kept by the National Secretary in co-operation with all Branch secretaries to comply with the Incorporated Societies Act 1908, its amendments and regulations issued pursuant thereto.

**10.** The Society, on recommendation of the National Executive Committee, in general meeting may divide membership into different classes.

**11.** No member who is a person under the age of 15 years shall be eligible to vote at any general meeting of the Society.

#### **CESSATION OF MEMBERSHIP**

**12.** Any member who is in arrears with his/her or its Annual Subscription due at the end of April of any financial year shall be liable to be struck off the register of members.

**13.** Any member who may, in the opinion of the Branch Executive Committee, be undesirable to remain a member by virtue of any misconduct, whether as a member of the Society or otherwise howsoever, may be struck off the register of members by the Branch Executive Committee, or in the case of a member at large, by the National Executive, provided that the member concerned shall be given the opportunity to make oral or written submissions concerning his/her or its conduct. The term "misconduct" includes, but is not limited to, bringing the Society into disrepute, or deliberately and consistently acting against the established objects and powers of the Society or creating serious disharmony within the Society.

**14.** Membership of the Society shall be terminated by resignation or by being struck off the register of members in accordance with Rules 12 and 13.

#### **BRANCHES**

**15.** The Society shall encourage the formation of its members into Branches, which may be either incorporated or unincorporated.

**16.** The National Executive may at any time upon the application of six (6) or more members establish a new Branch of the Society.

**17.** The function of each Branch shall be to further the objects of the Society at a local or regional level. That a quorum of four (4), which may be in attendance by zoom or other non-face to face media, is required at Branch Committee meetings, and a quorum of six (6) for Branch AGM meetings.

**18.** A Branch may become incorporated provided its Rules are not inconsistent with these Rules, and the proposed Branch Rules are confirmed by the National Executive. Consent is required to the Application for Incorporation made by any Branch.

**19.** A financial member of a Branch at any time may apply in writing to the Branch Secretary to have membership transferred to another Branch.

**20.** A Branch shall have power to determine the honorarium or remuneration, if any, of the Branch Secretary and/or Branch Treasurer provided that any such payment is relative to that which would be paid in an arm's length transaction (being the open market value).

**21.** The financial year for each Branch shall be from 1<sup>st</sup> January to the following 31<sup>st</sup> December.

**22.** Each Branch shall elect the following officers:

Branch President, Branch Vice-President, Branch Secretary, Branch Treasurer and such other officers and members as may be required to adequately perform the duties of the Branch Executive Committee, provided no such person may hold office unless they are fully paid up or life members. But the offices of Branch Secretary and Branch Treasurer may be held by the same person.

**23**

**a)** In the event of the dissolution of any Branch, its funds and assets shall revert to the New Zealand China Friendship Society Incorporated and be under the control of the National Executive but subject to such directions as may be given to the National Executive by the Society, and the members of the dissolved Branch shall be assigned to any other Branch or Branches as the National Executive may determine.

**b)** Any funds held in trust by a Branch on behalf of an external organisation shall not be included in any funds reverting to the National Society.

#### **NATIONAL EXECUTIVE COMMITTEE**

**24.** The administration management and control of the Society shall be vested in the National Executive Committee (referred to in these rules as the National Executive) constituted as hereinafter mentioned which shall have power to exercise all the powers and authorities of the Society for the purpose of carrying out its objects. Subject to such powers as are by these rules reserved to the Society in general meeting. In

particular and without derogating from these general powers the National Executive shall have the following powers:

**a)** To recommend to general meetings of the Society the general policy to be adopted with a view to carrying out the objects for which the Society is established.

**b)** To manage and control the funds and property of the Society.

**c)** To decide upon the interpretation of any point of the rules, which may be in question, such decision to be final and binding on all members.

**d)** To fill any casual vacancy of the National Executive occurring through the death or resignation or removal of any member of the National Executive or the National Executive may at its discretion call a Special General Meeting for the purpose of filling any such vacancy; provided however that the continuing members of the National Executive may act notwithstanding any vacancy or vacancies.

**25.** The Society in general meeting or the National Executive may set up sub-committees of the National Executive for such purposes and for such periods with such delegated authority and upon such terms and conditions as shall be thought fit, such sub-committee to comprise members of the Society and at least one member of the National Executive to add non-members of the Society as advisory members without vote.

**26.** The borrowing powers of the Society shall be vested in the National Executive subject to approval of Annual General Meeting or Special General Meeting.

**27.** The National Secretary or some other person appointed by the National Executive shall record and keep proper minutes of all meetings of the National Executive. All resolutions and motions affecting policy and finance income and expenditure shall be properly moved, seconded, voted upon, and recorded in full in the minutes. The National Secretary shall forward copies of the minutes of every meeting to all members of the National Executive and to each Branch Secretary prior to the holding of the next meeting.

**28.** The National Executive shall consist of:

**a)** A National President, two National Vice-Presidents from the North Island, being a northern and a central North Island Vice-President, a National Vice-President from the South Island, a National Treasurer, a National Secretary and five (5) other committee members, all of whom shall be elected by the Society in Annual General Meeting and shall hold office until close of the following Annual General Meeting or earlier resignation. Provided that no such person (with the exception of members co-opted for their specialist knowledge or expertise) may hold office unless they are fully paid up or life members. The National President and National Vice President shall be elected

annually at the AGM, but no person may hold the same office in the Association for more than five consecutive years unless no other nominations are received.

**b)** The immediate past National President, who shall hold office for a period of two (2) years.

**c)** The President for the time being of each Branch or, where a Branch President has been elected to the National Executive under Rule 28 (a), the Branch Vice-President.

**d)** Such additional number of members, if any, as the National Executive may co-opt not exceeding three (3) in number at any time.

**29.** Any co-opted member of the National Executive shall hold office until the close of the next Annual General Meeting or early resignation.

**30.** The National Executive shall hold meetings at least twice a year in addition to the Annual General Meeting, and these may be face to face, electronic, or other as agreed by the National Executive.

**31.** All monies received by or on behalf of the National Executive shall be paid within fourteen (14) days of receipt to the credit of the Society in a bank account maintained by the National Executive and all cheques and withdrawal slips drawn on any such bank account maintained by the National Executive and all cheques and withdrawal slips drawn on any such bank account shall be signed by any two (2) of the National President, National Secretary or National Treasurer or such other two (2) members of the National Executive as the National Executive may from time to time appoint.

**32.** The National Executive shall prepare an Annual Report and an Annual Financial Statement as at 31<sup>st</sup> March in every year. Such Report and Financial Statement, accompanied by the Auditor's/Financial Reviewer's statement, must be presented for consideration, at the Society's Annual General Meeting. Copies of all Financial Statements and Reports shall be sent to every Branch and shall be tabled at the next meeting of the Branch committee held after the receipt thereof.

**33.** The quorum for any meeting of the National Executive shall be ten (10).

**34.**

**a)** A minimum of fourteen (14) days' notice of any National Executive meeting shall be given to all members of the National Executive.

**b)** The National Secretary shall circulate the agenda, and all committee and other reports to all members of the National Executive at least five (5) (business) days prior to any meeting of the National Executive.

**35.** All members of the National Executive shall have one (1) vote, but the Chairman on the occasion shall have a casting vote as well as a deliberative vote, and in exercising a casting vote shall vote in such a manner to maintain the "status quo".

**36.**

**a)** Any National Executive member may in writing appoint a member as proxy to speak and vote on their behalf at any meeting of the National Executive.

**b)** The National Secretary must be advised in writing or by email of the granted proxy preferably at least twelve (12) hours prior to such meeting being held.

**37.** The National Executive may appoint a chairperson for meetings of the Society and the National Executive. In the absence of any appointment, the National President shall act as chairperson.

### **ANNUAL GENERAL MEETINGS**

**38.** An Annual General Meeting of the Society shall be held each year not earlier than 1<sup>st</sup> May nor later than 30<sup>th</sup> June, at such time and place as determined by the National Executive.

**39.** The business of any Annual General Meeting includes but is not limited to the following:

**a)** Receive and consider the Financial Report and Financial Statement, National Treasurer's report, National President's report, National Secretary's report and any other reports.

**b)** The formulation of the general policy of the Society.

**c)** The government and management of the affairs of the Society and in particular the management and control of the funds and property of the Society.

**d)** The making of the bylaws and regulations not inconsistent with these rules and their rescission, alteration, or substitution of the same.

**e)** To determine the classes of membership.

**f)** To determine the amount of capitation fees, if any, to be paid by Branches for the next financial year.

**g)** To elect the National President, National Vice-Presidents, National Secretary, National Treasurer and five (5) committee members of the National Executive in accordance with Rule 28 (a). Nominations shall be in writing and must be given to the National Secretary two (2) calendar months prior to the Annual General Meeting. Only branches may make a nomination. Any nomination for National Office or for the National Executive must be accompanied by reasons for support of that nomination, a CV from the nominee, and a statement from the nominee.

**h)** To appoint an auditor or financial reviewer.

**i)** To determine the honorarium or remuneration, if any, to be paid to the National Secretary, National Treasurer and National Auditor provided that any such payment is

relative to that which would be paid in an arm's length transaction (being the open market value).
<b>40.</b> The National Secretary shall give three (3) months' notice of the meeting to all members.
<b>41.</b> Each Branch and the National Executive must send any remits to the National Secretary at least six (6) weeks prior to the meeting. Any remit forwarded to the Society must be accompanied by background information as to why the remit has been prepared and what the remit is expected to achieve and indications of any costs that may be involved or savings made.
<b>42.</b> The National Secretary must give each Branch a copy of the draft agenda at least one (1) month prior to the meeting, together with a copy of any remit and nominations for the positions of National Officers and National Executive Committee members received from branches.
<b>43.</b> A quorum shall be fifty percent (50%) of Delegates entitled to be present at the meeting and voting shall be as in Rule 51.
<b><u>SPECIAL GENERAL MEETINGS</u></b>
<b>44.</b> A Special General Meeting of the Society may be convened at any time under the direction of the National Executive or at the request of not less than three branches, and these meetings may be face to face, electronic, or other non-face to face media, as agreed by the National Executive.
<b>45.</b> The meeting must be held within one (1) month of the National Secretary receiving the direction or requisition.
<b>46.</b> The National Secretary must give at least two (2) weeks' notice of the Special General Meeting to each member and the reason for calling it.
<b>47.</b> The quorum shall be fifty percent 50% of Delegates entitled to be present and voting shall be as in Rule 51.
<b><u>PROCEDURE</u></b>
<b>48.</b> Members of the National Executive and delegates have the right to speak, to propose and to second motions and to vote at meetings of the Society. Financial members of the Society who are not members of the National Executive nor are delegates may speak at meetings, but not vote or propose or second motions at any meeting of the Society.
<b>49.</b> Each Branch shall be entitled to be represented by one (1) delegate.



**50.** Any member authorised under these rules to vote at a meeting of the Society may vote by proxy in writing.

**51.** Motions (except as provided in Rule 58) may be passed by a simple majority. Any delegate may demand a poll for show of hands or secret ballot.

**52.** The National Secretary or some other person appointed by the National Executive shall record and keep proper minutes of all General Meetings of the Society. All resolutions and motions affecting policy and finance, income and expenditure shall be properly moved, seconded, voted upon, and recorded in full in the minutes.

### **INDEMNITY OF OFFICERS**

**53.** No officers of the Society or its incorporated Branches shall be liable for the acts, receipts, neglects or defaults of any officers of the Society or any loss occasioned by an error of judgment or oversight on his/her part for any loss damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happened through his own wilful default or dishonesty PROVIDED HOWEVER that this Rule shall not apply to any officer with whom the Society has a professional-client relationship and who is being paid usual professional fees by the Society.

### **THE NATIONAL SECRETARY**

**54.** The National Secretary shall be the managing executive officer of the Society. In particular the duties of the National Secretary shall be:

- a)** To keep a record of the minutes of every Annual General Meeting, Special General Meeting and National Executive Meeting.
- b)** To properly file and record all correspondence papers and reports dealing with the affairs of the Society, including filing copies of any minutes and reports from Branches.
- c)** To prepare the agenda for Annual General and Special General Meetings.
- d)** To distribute copies of the minutes of every General Meeting of the Society to all National Executive Members and Branch Secretaries within two (2) months of the date of the meeting.
- e)** To do such other acts as the National Executive or Society may from time to time require.
- f)** To do such acts as are required by the National Secretary in these Rules.
- g)** To comply with Section 22 of the Incorporated Societies Act 1908 and its amendments.

### **THE NATIONAL TREASURER**

**55.** The National Treasurer shall:

- a) Bank or cause to be banked in the name of the Society all monies received by the Society.
- b) Present the Annual Accounts for the year ending the previous 31<sup>st</sup> March to the Annual General Meeting.
- c) Keep the books of account and prepare financial accounts and statements.
- d) Do such other acts as the National Executive or the Society may from time to time require.
- e) Comply with Section 23 of the Incorporated Societies Act 1908.

### **THE AUDITOR / FINANCIAL REVIEWER**

**56.**

- a) The Auditor/Financial Reviewer shall be appointed at the Annual General Meeting.
- b) The Auditor/Financial Reviewer shall be supplied with a copy of the accounts and statements aforesaid, and it shall be his/her duty to thoroughly examine the same in detail with the supporting receipts and vouchers.
- c) The Auditor/Financial Reviewer shall have a list delivered to him/her by the National Treasurer of all books of account kept by the Society and shall at all reasonable times have access to the books and documents of the Society and may in investigating such accounts examine the records of the National Treasurer and the National Secretary who shall at all times render assistance to the Auditor/Financial Reviewer.
- d) The Auditor/Financial Reviewer shall make a report to the Annual General Meeting upon the accounts and statements aforesaid and in every such report shall state whether in his/her opinion the same are full and fair accounts and statements containing the particulars required by these Rules and the Incorporated Societies Act 1908 and its amendments and properly drawn so as to exhibit a true and correct view of the affairs of the Society and such report shall be read together with the report of the National Treasurer at the Annual General Meeting.

### **FINANCIAL YEAR**

**57.** The financial year of the Society shall be from 1<sup>st</sup> April to 31<sup>st</sup> March.

### **ALTERATIONS TO RULES**

**58.** A motion for the alteration or substitution of the Rules of the Society may be presented at the Annual General Meeting or a Special General Meeting called for that purpose. Any resolution altering the Rules must be carried by a majority of not less than

three-quarters (3/4) of delegates present in person or by proxy at that meeting. No amendment, addition or alteration shall be made which alters the objects, personal benefit clause and winding up clause without Inland Revenue approval.

**59.** At least two (2) months' written notice of any proposed motion to alter the Rules shall be given to all members of the Society.

#### **THE COMMON SEAL**

**60.** The common seal of the Society shall be that approved by the National Executive.

**61.** Whenever the common seal is required to be affixed to any document it shall be reported to NZCFS Executive.

#### **WINDING UP**

**62.** The Society may be wound up voluntarily if at a meeting of the Society a resolution is passed requiring it to be wound up and that resolution is confirmed at a subsequent meeting called for that purpose and held no earlier than thirty (30) days and no later than ninety (90) days after the date on which the resolution to be confirmed was passed.

#### **DISPOSITION OF SURPLUS ASSETS**

**63.** On the winding up or dissolution of the Society the surplus assets after the payment of all costs, debts and liabilities shall be disposed of to one or more Charitable Bodies within New Zealand as may be decided by an annual General Meeting or special General Meeting convened by the National Executive for that purpose.

- **Rules and Constitution Review as approved at the AGM 23<sup>rd</sup> May 2021**