

RULES OF THE ASSOCIATION OF NGO's OF AOTEAROA INCORPORATED

1 NAME

The name of the Association shall be THE ASSOCIATION OF NGO's OF AOTEAROA INCORPORATED and the Association shall be known also by the acronym ANGOA.

2 DESCRIPTION

ANGOA is the forum for independent, non-profit making, voluntary organisations (NGO's) serving social movements with a commitment to an ecologically sustainable Earth and a dignified existence for all.

3 PRINCIPLES

The Principles for which the organisation is established are that

- 3.1 The Earth faces global environmental and social crises that are of international and national concern.
- 3.2 Non Governmental Organisations (NGO's) are a vital part of international and national efforts to educate, raise awareness and address these crises and issues.
- 3.3 ANGOA in fulfilling its role recognises the provisions of Te Tiriti o Waitangi and acknowledges that whilst te tino rangatiratanga is vested in tangata whenua, te kawanatanga is to be shared between both tangata whenua and tau iwi.

4 THE OBJECTS OF ANGOA

- 4.1 To develop an understanding in the community of the role of the NGO (voluntary, community) sector in civil society.
- 4.2 To educate the community about sustainable development, environmental, social and cultural issues to promote better understanding about these issues.
- 4.3 To commission research on the role and function of the NGO sector in civil society on behalf of members and to distribute and stimulate debate on the results of such research.
- 4.4 To commission research into sustainable development and global environmental and social issues and to publicise and disseminate the results of such research.
- 4.5 To facilitate collaboration between the NGO sector, government and the business sector in addressing areas of concern.
- 4.6 To support the members in their work to eradicate poverty.
- 4.7 To promote and educate members on the use of best practice for administration, management and governance within the NGO sector.
- 4.8 To provide a forum for the exchange of ideas and information and to provide support for non-governmental, voluntary or community organisations.
- 4.9 To hold meetings, training sessions for members and the sector generally.
- 4.10 To work in partnership with appropriate tangata whenua organisations and networks.
- 4.11 To liaise with other NGO bodies outside Aotearoa New Zealand which have similar aims.

5 POWERS

- 5.1 Without derogating from the generality of its powers, the Association shall have the following powers:
- 5.1.1 To acquire by purchase, take on lease, or acquire any real or personal property,
 - 5.1.2 To sell, exchange, maintain, improve, lease, hire, dispose of, manage, control, invest, reserve, lend, mortgage charge, gift or otherwise deal with and turn to account any real or personal property of the Association,
 - 5.1.3 To borrow or raise money and upon such conditions as to security or otherwise as the Association may deem fit,
 - 5.1.4 To be bound by contract to undertake lawful activities,
 - 5.1.5 To remunerate or pay honoraria to officers of the Association, employ staff, engage agents and representatives,
 - 5.1.6 To appoint trustees to all and any of the funds or property of the Association, and to vest such funds or property in such trustees,
 - 5.1.7 To engage in, prosecute, defend and otherwise undertake any legal action or legal proceedings on behalf of the Association and for that purpose to expend such money and employ such solicitors counsel and other advisors the Association may deem necessary,
 - 5.1.8 To edit, print, publish and distribute magazines, newsletters, newspapers, books, pamphlets and other information and publications,
 - 5.1.9 To join and affiliate with any other organisation having similar objects,
 - 5.1.10 To apply for and acquire any licences or permits deemed necessary by the Association,
 - 5.1.11 To commission and pay for reports, surveys and conferences on matter of concern to the Association,
 - 5.1.12 To accept gifts and other benefactions,
 - 5.1.13 To make, amend and revoke by-laws, rules and regulations affecting the conduct of the Association, its members, staff and officers
- 5.2 In carrying out its powers ANGOA in no way displaces or duplicates the mandate, role and activity of any individual NGO or NGO umbrella body. As far as possible, involvement by ANGOA in any of the above areas is carried out only at the wish of a majority of its members as expressed through a General Meeting. In any case where it is necessary for a decision to be made on behalf of the membership by the National Coordinating Committee, information on the Committee's decision and any resulting processes and outcomes should be sent immediately to all members and be subject to ratification at the next General Meeting.
- 5.3 No member of ANGOA or any person associated with a member shall participate in or materially influence any decision made by ANGOA in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in any arms length transaction (being open market value).

6 MEMBERSHIP

- 6.1 Any NGO supporting the objects of ANGOA may apply in writing to the National Coordinating Committee to become a member of ANGOA. They should state that they support the objects of ANGOA and are willing to pay the specified annual membership fee.

- 6.2 The National Coordinating Committee shall have the power to approve or decline applications for membership. The criteria for this decision shall be the consistency and sympathy of the objectives and activities of the applicant organisation and with the goals and constitution of ANGOA and the applicant's qualifications as an NGO consistent with the definition of such contained in these rules. In cases where the Committee cannot agree on a particular application, such application shall be referred to the next scheduled General Meeting for decision. All applications approved or declined by the National Coordinating Committee shall be subject to ratification at the next General Meeting.

7 THE EXPULSION OR WITHDRAWAL OF MEMBERS

- 7.1 A member may at any time withdraw from membership by notice in writing to that effect, but will remain liable for all amounts due at that time.
- 7.2 A member may be expelled on the carrying, by any General or Special Meeting, a motion to so expel the member, on the grounds that continued membership is not considered by the meeting to be in the interests of the Association. The passing of such a vote to expel a member shall require a two thirds majority of those present and exercising the votes to which they are entitled.
- 7.3 A member which has failed to pay the subscription for more than three months after receiving notice that the subscription is overdue shall be deemed to have withdrawn from membership and shall lose the privileges of such, but may be re-admitted on payment of the amount due.

8. OFFICERS OF THE ASSOCIATION

- 8.1 There shall be the following officers of the Association, who shall comprise the National Coordinating Committee:
- 8.1.1 A Chairperson
 - 8.1.2 An Honorary Treasurer and/or Secretary
 - 8.1.3 A National Coordinating Committee of a number agreed on at an AGM.

The above persons shall constitute the Executive Officers of the Association.

- 8.2 PROVIDED HOWEVER that when the Association at its Annual General Meeting should so decide, there may be joint tangata whenua and tau iwi chairpersons elected.
- 8.3 Any person employed by the Association in the capacity of Coordinator shall be an ex-officio member of the National Coordinating Committee.

9 ELECTIONS

- 9.1 All officers of the Association, excepting the Coordinator, shall be elected at an Annual General Meeting by secret ballot, unless otherwise agreed.
- 9.2 Each member organisation shall be entitled to one vote.
- 9.3 The National Coordinating Committee may fill casual vacancies by co-option.
- 9.4 Each member organisation shall have equal opportunity to nominate a candidate to stand for election.
- 9.5 Any person who has been nominated and seconded by the representatives of two members of the Association (one of whom must represent a member organisation other than that to which the candidate belongs) shall be eligible for election as an officer or member of the National Coordinating Committee.

10 VOTING

As far as possible, members of the Association shall strive to make decisions by consensus. In the exceptional circumstances when a vote is required to be taken as a result of the expressed wish of a meeting or a decision by the Chair of a meeting, the following rules shall apply:

- 10.1 The method of voting at any meeting of the Association or National Coordinating Committee shall be by a show of hands, unless the vote is for the election of Executive Officers, or unless a secret ballot is requested by any member at a meeting.
- 10.2 Unless these rules otherwise require, every motion shall be deemed to be carried by a simple majority of those present and exercising the votes to which they are entitled.
- 10.3 A voting member may request an abstention to be recorded.
- 10.4 Any member organisation can disassociate itself from a decision taken by a General Meeting or the National Coordinating Committee.
- 10.5 A postal ballot may be held on any matter if so decided by the National Coordinating Committee or a General Meeting. Any postal ballot must be in the form of a motion and be moved and seconded in the usual manner. The timeframe for a postal ballot shall be set by the meeting of the National Coordinating Committee or the General Meeting at which the decision was taken. If any member fails to vote within the deadline set, they shall be deemed to have abstained. When all votes have been received, the Coordinator or Honorary Secretary/Treasurer shall advise all members of the outcome of the ballot. The quorum for a postal ballot shall be the same as for a General Meeting.
- 10.6 Any member may appoint a proxy to cast their vote at a General Meeting by writing to inform the Coordinator or Secretary/Treasurer of the decision to do so. This letter must be received by the Coordinator or Secretary/Treasurer no later than the commencement of the General Meeting at which the proxy vote is to be exercised. The letter, signed by due authorisation of the organisation concerned, must state the name of the individual empowered to cast the proxy.
- 10.7 A quorum for meetings of the National Coordinating Committee shall be at least half of its elected members.
- 10.8 The quorum for Special and General Meetings of the Association shall be one third of current members. Members who cast a proxy vote shall be regarded as part of the quorum.

11 NATIONAL COORDINATING COMMITTEE

- 11.1 The members of the National Coordinating Committee shall be elected on an annual basis.
- 11.2 The National Coordinating Committee shall meet as necessary (including by teleconference) to administer the affairs of the Association within the directions, priorities and policies agreed to by General Meetings of the Association.
- 11.3 The National Coordinating Committee shall have the power to appoint sub-committees and working groups to assist in carrying out the affairs of the Association.
- 11.4 Membership of the National Coordinating Committee shall be forfeited if the member has been absent for three (3) consecutive meetings of the Committee without prior notification.

- 11.5 Except in exceptional circumstances, at least ten (10) working days notice shall be given of all meetings of the National Coordinating Committee to all members of that Committee.
- 11.6 The National Coordinating Committee shall ensure that a proper job description and contract of employment are given to all employed staff.
- 11.7 The National Coordinating Committee shall submit an annual balance sheet and statement of income and expenditure to each Annual General Meeting.

12 COMMON SEAL

A Common Seal of the Association, bearing the registered name of the Association, shall be held by the Coordinator or Honorary Secretary/Treasurer. It shall be affixed in the presence of either the Chairperson or the Honorary Secretary/Treasurer, and one other elected member of the National Coordinating Committee, who will affix their signatures to any documents which may require to be executed with the Common Seal.

13 ANNUAL SUBSCRIPTION

The Annual General Meeting of the Association may make any changes to the current membership subscription rate.

14 GENERAL MEETINGS

- 14.1 General Meetings of the Association shall be known as 'National Forums'. One of these National Forums each year shall be the Annual General Meeting of the Association. While only members of the Association may vote at such meetings, other interested NGOs may be invited to participate.
- 14.2 If within half an hour after the time appointed for any General Meeting a quorum is not present, such meeting shall stand adjourned to some convenient time and place to be determined by a simple majority of the members then present.
- 14.3 A Special General Meeting may be called at any time by the National Coordinating Committee or by written request of at least one quarter of the members of the Association. All members shall be provided with relevant information about the need for such a meeting and an agenda at least one month prior to the date of such meeting. Such a Special Meeting may only deal with the particular business for which it is convened.

15 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held within fifteen months of the previous AGM. Notice and an agenda of the Annual General Meeting shall be supplied to all members at least one month prior to the meeting.

16 ALTERATION OF RULES

- 16.1 These Rules may at any time be altered by the consent of a two thirds majority of members voting at an Annual General Meeting, or at a Special General Meeting of the Association called for this particular purpose. Notice and the wording of the proposed changes shall be supplied to all members at least one month prior to the meeting.
- 16.2 No addition to or alteration of the charitable aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. And the provisions and effect of this clause shall not be

removed from this document and shall be included and implied into any document replacing this document.

17 DISSOLUTION

- 17.1 Should a majority of the members of the Association attending a meeting called under these rules expressly for the purpose, vote to cancel the registration of the Association, the Coordinator or Honorary Secretary/Treasurer shall forthwith make application to the Registrar of Incorporated Societies in the prescribed form. Before such cancellation, the National Coordinating Committee shall ensure that an audit of the Association's accounts is conducted and shall realise all the valuable assets and meet all the liabilities of the Association. The surplus funds, if any, shall thereupon be disposed of in such manner, in pursuance of the objects specified in these rules, as the National Coordinating Committee may think fit.
- 17.2 If upon winding up or dissolution of ANGOA there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of ANGOA but shall be given or transferred to some other approved charitable organisation or body with similar objects to ANGOA that also has an income tax exemption or for some other charitable purpose within New Zealand.

18 REGISTERED OFFICE

The registered office of the Association shall be situated at such place as may be decided by the National Coordinating Committee. Notice of every change of location of the registered office shall be duly sent to the Registrar of Incorporated Societies.

19 AUDITOR

An auditor who is a qualified accountant shall be appointed by the Annual General Meeting of the Association. The auditor shall audit the accounts of the Association on an annual basis and all financial records, books and vouchers shall be submitted to him/her by the Honorary Secretary/Treasurer.

20 NOTICES

Notices of meetings of the Association shall be given by the ordinary course of postage or by electronic or facsimile transmissions at least five (5) working days in advance except in cases otherwise specified in these rules. All notices shall be deemed to have been sufficiently given or served if sent to the last notified address of a member of the Association.

21 FINANCIAL YEAR

The financial year of the Association shall end on a date set by the Annual General Meeting.