



BY-LAWS

REBUS NZ INCORPORATED.

(as amended 26 May 2017)

ARTICLE I - MEMBERSHIP

- (a) Membership of **REBUS NZ INCORPORATED** (called the "Society") shall be those current founding members together with:
- (b) The Presidents (for the time being), of any Rebus Affiliated Club. (Effective 1 April 2017).
- (c) Such other members who are elected in accordance with Article 6.0 of the Society's Rules.

ARTICLE II – MANAGEMENT

- (a) The Society shall be managed by the Management Board, hereinafter called " the Board" comprising a Chairman, (a Deputy Chairman if so decided) the Secretary, the Treasurer and such additional Board members as may be required to perform the functions of a NZ Service Centre.
- (b) If so required, a person who need not necessarily be a member of a Rebus Club, may be appointed as an Administrator on such terms as may be agreed by the Board. Such person may be a member, ex-officio of the Board.
- (c) After the end of the Society's first financial year to 31 December 2016, those current members of Board may offer themselves for election for the ensuing year as provided in Article III below.
- (d) The term of office of the Chairman shall be two years unless otherwise determined by the Board. Officers and Board members may serve for not more than three successive years in any one office except as otherwise determined by the Board.
- (e) A casual vacancy on Board occurring during the year, may be filled by the action of the Board.

ARTICLE III- ELECTION OF BOARD

- (a) As required by the Rules of the Society, the election shall be held no later than the 31st of May in each year and at the time of the Society's Annual General Meeting.
- (b) Notice of the election shall be given in writing at least 28 days before the date of the Annual General Meeting.
- (c) All nominations and acceptance of nominations shall be in writing and signed by the nominators and candidates and shall be in the hands of the Secretary 48 hours before the commencement of the meeting at which the election is scheduled. In the event that insufficient nominations are received to fill the available positions, further nominations may be called for from the floor. Any positions then remaining may be filled during the year at the discretion of the Board.
- (d) Presidents (for the time being) of any Rebus affiliated Club are not eligible to stand for election to Board by virtue of their office, but may do so after admission to personal membership under Article 1 (c)
- (e) A returning officer and a scrutineer, neither of whom are candidates for election, shall be appointed by the presiding officer before the election begins.
- (f) Voting shall be by show of hands or by ballot as decided by the members. The candidate receiving the greatest number of votes of members present together with any Proxy votes shall be declared elected for each office or Board position sought.
- (g) If two candidates receive an equal number of votes, the members shall decide the method by which the tie shall be resolved.

ARTICLE IV - FINANCIAL YEAR

The financial year of the Society shall begin on the 1st January and end on the 31st December.

ARTICLE V - MEETINGS

- (a) General Meetings of the Society shall be held at such intervals and at such time and place as determined necessary by the Board.
- (b) The Annual General Meeting shall be held no later than the 31st May each year, at which the annual report and annual accounts will be received.

- (c) Meetings of the Board shall be held monthly or as otherwise determined by the Board. They may be held via video or telephone conferencing or other formats as the Board may decide. Should the majority of Board members agree, matters which may not justify the physical attendance of Board members at a meeting venue, may be dealt with by way of a circulated Resolution.
- (d) A quorum at a General Meeting shall be twenty five percent of the current combined membership as defined in Article 1 (a) and (c).
- (e) A quorum at meetings of Board shall be no less than 5 persons.
- (f) A Special General Meeting shall be called on the request in writing of not less than 10 percent the total of the combined membership as defined in Article 1.0. Notice of such meetings shall be given to members at least 28 days before the Special General meeting is to be held with a statement setting out the purposes for which the meeting has been called and any motions submitted.
- (g) Voting at a General Meeting shall be by a show of hands, or by ballot if required by a majority of members in the combined categories of Article 1(a) and (c). Proxy votes shall be included in determining the outcome of any vote.
- (h) Voting at a Special General meeting shall be by a show of hands, or by ballot if required by a majority of members as defined in Article 1.0. Proxy votes shall be included in determining the outcome of any vote.
- (i) Where there is an equal division of votes at a Board meeting, a General Meeting or a Special General meeting, the Chairman shall have a casting vote in addition to a deliberative vote.
- (j) The Chairman or, in his absence or inability to do so, the Deputy Chairman (if such an appointment has been made) or the Secretary shall preside at all meetings. In the absence of the Chairman, Deputy Chairman and the Secretary, the members present shall elect a Chairman for the meeting.
- (k) Any Notice of Motion must be submitted in writing to the Secretary and must be sent to all members at least 28 days prior to the meeting at which the motion is to be formally proposed.

ARTICLE VI - ACCOUNTS

- (a) An Income and Expenditure account and Statement of Position for the twelve months to the end of December in each year shall be presented to the Annual General Meeting having been signed by the Chairman and Treasurer. Attached thereto shall be a list of any Society chattels not otherwise included in the Statement of Position.
- (b) Review of Accounts shall be in accordance with Article 23.0 of the Rules of the Society
- (c) The Treasurer shall deposit all funds of the Society in a bank, building society or other financial institution decided upon by the Board. Signatories shall be the Chairman, Secretary, Treasurer and/or such other Board member as may be agreed, with any two to operate the accounts.

ARTICLE VII - SUBSCRIPTIONS

- (a) The annual subscription (if any) payable by members for the year to commence 1st January 2017 and each subsequent year, shall be as determined at the AGM upon the recommendation of the outgoing Board.
- (b) Notwithstanding that no subscription shall be payable by members in the year to end 31 December 2016, they shall be regarded as "financial"

ARTICLE VIII - AMENDMENT

These By-laws may be amended at a General Meeting of the Society, a quorum being present, by the affirmative vote of not less than three-quarters of the members as defined in Article 1. (a) and 1 (c) present and voting, notice of such proposed amendment having been published to all such members at least 21 days before the General meeting.

ARTICLE IX – DEFINITIONS. "Written notice" means communication by post, electronic means (including email and website postings).