



Rules of Rebus NZ Incorporated.

(as amended 26 May 2017)

The Society

1.0 Name

1.1 The name of the society is **Rebus NZ Incorporated.** ("the Society").

1.2 The Society is constituted by resolution dated 1st December 2015.

2.0 Registered Office

2.1 The Registered Office of the Society is 4 Pacific Parade, Army Bay Whangaparaoa 0930.

Purposes of Society

- a) To provide accreditation to those Clubs previously affiliated to either Probus South Pacific Ltd or Probus New Zealand Incorporated, or any other Club which has adopted the Standard Constitution for accredited Clubs as provided by the Society;
- b) Hold and maintain the register of accredited Rebus Clubs in New Zealand;
- c) Foster and support among those Clubs accredited by the Society, the principles of Fun, Fellowship and Friendship;
- d) Investigate and where possible, arrange Public Liability Insurance for accredited Clubs and Travel Insurance access for members of accredited Clubs, on terms appropriate for seniors;
- e) Design a logo for the Society and take all appropriate steps to ensure that both the logo and Rebus name are protected against improper use by non-accredited Clubs;
- f) Provide other basic services as agreed by the Society, its members and accredited Clubs;
- g) It shall not be, or be seen to be a fund raising body.

MANAGEMENT OF THE SOCIETY

3.0 Managing Board

3.1 The Society shall have a managing Board ("the Board") comprising the following persons:

- a. The Chair/President;
- b. The Secretary;
- c. The Treasurer; and
- d. Such other Members as the Society shall decide.

3.2 Only Members of the Society may be Board Members.

3.3 There shall be a minimum of three Board Members, in addition to the Officers.

4.0 Appointment of Board Members

4.1 At a Society Annual General Meeting, Special General Meeting or General meeting, the Members may decide by majority vote:

- a. How large the Board will be;
- b. Who shall be the Chair/President, Secretary, and Treasurer;
- c. Whether any Board Member may hold more than one position as an officer;
- d. How long each person will be a Board Member ("theTerm").

5.0 Cessation of Board Membership

5.1 Persons cease to be Board Members when:

- a. They resign by giving written notice to the Board;
- b. They are removed by majority vote of the Society at a Society Meeting;
- c. Their Term expires;
- d. Upon their serious illness or death.

5.2 If a person ceases to be a Board Member, that person must as soon as practical, but no later than one month, give to the Board all Society documents and property.

6.0 Nomination of Board Members

6.1 Nominations for members of the Board shall be called for at least 28 days before an 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 day before the Annual General Meeting. [See also rule 24.4(b)] All retiring members of the Board shall be eligible for re-election.

6.2 In the event that there are insufficient nominations to fill the vacancies, nominations may be taken from the floor of the Annual General meeting.

6.3 If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.

6.4 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

6.5 If any Board Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

7.0 Role of the Board

7.1 Subject to the rules of the Society ("The Rules"), the role of the Board is to:

- a. Administer, manage, and control the Society;
- b. Carry out the lawful purposes of the Society, and use Money or Other Assets to do that;

- c. **Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;**
- d. Set accounting policies in line with generally accepted accounting practice;
- e. Delegate responsibility and co-opt members where necessary;
- f. Ensure that all Members adhere to the Rules;
- g. Decide how a person becomes a Member, and how a person stops being a Member;
- h. Decide the times and dates for Meetings, and set the agenda for Meetings;
- i. Decide the procedures for dealing with complaints;
- j. Set Membership fees, including subscriptions and levies;
- k. Set Affiliation fees and levies for Accredited Clubs;
- l. Make By-laws.

7.2 The Board has all of the powers of the Society, unless the Board's **power is limited** by these Rules, or by a majority decision of the Society.

7.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

7.4 Decisions of the Board bind the Society, unless the Board's **power is limited by these Rules** or by a majority decision of the Society.

8.0 Roles of Board Members

8.1 The Chair/President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (more than half of the Board) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society including authorising the delegation of certain tasks to individuals or a sub-Board if required;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

8.2 The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Keeping a Register of Accredited Rebus Clubs;
- d. **Holding the Society's records, documents, and books except those required for the Treasurer's function;**
- e. Receiving and replying to correspondence as required by the Board;
- f. Forwarding the annual financial statements of the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;

g. Advising the Registrar of Incorporated Societies of any rule changes.

8.3 The Treasurer is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d);
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Board as the Board determines.

9.0 Board Meetings

9.1 Board meetings may be held via video or telephone conference, or other formats as the Board may decide;

9.2 No Board Meeting may be held unless the quorum of more than half of the Board Members attend;

9.3 The Chair/President shall chair Board Meetings, or if the Chair/President is absent, the Board shall elect a Board Member to chair that meeting;

9.4 Decisions of the Board shall be by majority vote;

9.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote;

9.6 Board Members unable to be present at a Board Meeting may vote by proxy. The appointment shall be in writing signed on behalf of the member and countersigned by the appointee. The appointment must be for a specified Board Meeting. The letter of appointment shall be lodged with the Chairman of the Meeting prior to the commencement of the business of the meeting;

9.7 Subject to these Rules, the Board may regulate its own practices;

9.8 The Chair/President or his nominee shall adjourn the meeting if necessary;

9.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present, then the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Society membership

10.0 Types of Members

10.1 Membership may comprise different classes of membership as decided by the Society.

10.2 Members have the rights and responsibilities set out in these Rules.

10.3 Although accredited clubs – whether Affiliates or Independent Associates, are not members of the Society and as such, do not have any voting rights, the President (for the time-being) of any Affiliated Club shall automatically become a member of the Society and may attend Special or Annual General Meetings with full voting rights. Affiliated clubs, through their President, are encouraged to bring to the Board's attention, any matter which they believe will enable the Society to better achieve its purpose.

11.0 Admission of Members

11.1 Except as provided in 10.3, an applicant must:

- a) Complete an application form, if the Bylaws or Board requires this;
- b) Supply any other information the Board requires;
- c) Be only an individual or another Incorporated Society.

11.2 The Board may interview the Applicant when it considers Membership applications.

11.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

12.0 Approval of Clubs seeking accreditation as a Rebus Club.

- a) The applicant Club shall complete an application in the form required by the Society;
- b) Upon request, shall provide the Society with a signed copy of the Applicant Club's adopted Constitution carrying the date of such adoption;
- c) Agree to pay to the Society such affiliation and other fees as may be determined by the Society;
- d) The Board shall have complete discretion in deciding whether or not to allow the Applicant Club to become an accredited Rebus Club. The Society shall advise the Applicant Club its decision, and that decision shall be final.

13.0 The Register of Members.

13.1 The Secretary shall keep a register ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members and the dates at which they became members.

13.2 If a Member's contact details change, that Member shall promptly advise the new postal, email address and telephone number to the Secretary.

13.3 Each Member shall provide such other details as the Board may reasonably require.

13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Membership may be terminated in the following way:

- a. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written **notice of this to the Member ("the Board's Notice")**. The Board's Notice must:
 - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate **the Member's Membership**;
 - iii. State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the **Member's Membership**;
 - iv. State that if the Board **terminates the Member's Membership, the Member may appeal** to the Society.
- b. Fourteen days after the Member is deemed to have received the Board's Notice, the Board may in its absolute discretion and **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 the Society 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.
- c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a General or Special Society Meeting held within the following 28 days. 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 Society 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.
- d. When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- e. The Society shall then by majority vote decide whether to let the termination stand, or whether to **reinstate the Member**. The Society's decision will be final.

15.0 The Register of Accredited Clubs. (Clubs)

- a) The Secretary shall keep a register ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Clubs, and the dates at which they became accredited.
- b) If a Club's contact details change, the Club shall promptly give details of the new postal, email address and telephone number to the Secretary.
- c) Each Club shall provide such other details as the Society may reasonably require.
- d) Clubs shall be given regular updates of the Register of accredited Club.

16.0 Cessation of Accreditation

16.1 Any Rebus Club may relinquish accreditation by giving written notice to the Secretary.

17.0 Accreditation may be terminated by the Society in the following way:

- a. If the Board is of the view that a Club is conducting its affairs other than in accordance with its adopted Constitution or acting in a manner inconsistent with its accreditation, the Board may give written notice of this to the Club ("**the Board's Notice**"). **The Board's Notice must:**
 - i. Explain how the Club is breaching its adopted Constitution or acting in a manner inconsistent with the purposes of the Society;
 - ii. State what the Club must do in order to remedy the situation; or state that the Club must write to the Board giving reasons why the Board should not terminate the **Club's accreditation**;
 - iii. State that if, within 14 days of the Rebus Club receiving the **Board's Notice**, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the **Club's accreditation**.
- b. State that if the Board **terminates the Club's accreditation**, the Club may appeal to the Society. Within fourteen days after the Club received the **Board's Notice**, the Board may in its absolute discretion by majority vote terminate the **Club's accreditation** by giving the Club written notice ("**Termination Notice**"), which takes immediate effect. The Termination Notice must state that the Club may appeal to the Society at the next Meeting by giving written notice to the Secretary within 14 days of the **Club's** receipt of the Termination Notice.
- c. The Club will then have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Club chooses, the Club may provide the Secretary with a written explanation of the events as the Club **sees them** ("**the Club's Explanation**").
- d. When the Club is heard at a Society Meeting, the Society may question the Club and its Board Members.
- e. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Club. **The Society's decision will be final.**

18.0 Obligations of Members

18.1 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

19.0 Use of Money and Other Assets

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

- a. It is for a purpose of the Society;
- b. It is not for the sole personal or individual benefit of any Member;
- c. That use has been approved by either the Board or by majority vote of the Society.

20.0 Joining Fees, Subscriptions and Levies

20.1 If an accredited Club does not pay affiliation fees or other levies, by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the accreditation will be terminated. After that date, the Club shall (without being released from the obligation of payment of any sums due to the Society) have no accreditation rights.

21.0 Additional Powers

21.1 The Society may:

- a. Employ people for the purposes of the Society;
- b. Exercise any power a trustee might exercise;
- c. Invest in any investment that a trustee might invest in;
- d. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

22.0 Financial Year

22.1 The financial year of the Society begins on 1st January of every year and ends on the 31st December.

23.0 Assurance on the Financial Statements

23.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

The Board is responsible to provide the Reviewer with:

- a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b. Additional information that the reviewer may request from the Board for the purpose of the review;
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

24.0 Conduct of Society Meetings

24.1 A Society Meeting is either an Annual General Meeting, a Special General Meeting or a General Meeting.

24.2 The Annual General Meeting shall be held once every year no later than five months after the **Society's balance date**. The Board shall determine when and where the Society shall meet within those dates.

24.3 A Special General Meetings must be called by the Board if the Secretary receives a written request signed by at least 10% of financial Members.

24.4 The Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at a Society Annual General Meeting or a Society Special General Meeting.
- b. Additionally, the Secretary will provide, where applicable:
 - i. **A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Board;**
 - ii. A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - iii. Notice of any motions and the **Board's recommendations about** those motions;
 - iv. If the Secretary has sent a 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.

24.5 All financial Members may attend and vote at Society Meetings.

24.6 No Society Meeting may be held unless at least 50% of eligible Members attend or have executed Proxies. (This will constitute a quorum.) Those members as defined in article 10.3 who fail to attend a meeting or nominate a proxy shall not be considered as eligible members.

24.7 All Society Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Board Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

24.8 On any given motion at a Society Meeting, the Chair/President 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. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

24.9 The business of an Annual General Meeting shall be:

- a. **Receiving any minutes of the previous Society's Meeting(s)** and confirmation that they are a true and correct record;

- b. The Chair/President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements including the Reviewer's report;
- d. Election of Board Members;
- e. Motions to be considered;
- f. General business.

24.10 The Chair/President or his nominee shall adjourn the meeting if necessary.

24.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25.0 Voting on Motions at Society Meetings.

25.1 Any eligible member attending a Society Meeting may cast a vote. Any Member who is unable to be present at a Society Meeting may vote by proxy. The appointment shall be in writing signed on behalf of the member and countersigned by the appointee. The appointment must be for a specified Society Meeting. The letter of appointment shall be lodged with the Chairman of the Meeting prior to the commencement of the business of the meeting.

25.2 Any Member may request that a **Motion be voted on ("Member's Motion") at a particular Society Meeting**, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the **Motion ("Member's Information")**. The Board may decide whether or not the Society will vote on the Motion. If its decision is not to allow the Motion, it must give the mover of the Motion due notice of this decision not later than seven days prior to the Meeting.

25.3 Should the mover of the Motion disagree with the **Board's decision** not to allow the Motion (seven days notice having been given as required in 25.2 above), the Mover shall be entitled to have the **Board's decision voted on by the members at the Meeting at which the Motion was to have been put**.

25.4 If a majority of the members attending including any Proxies, decide that the Motion will be put, the Board will comply.

25.5 If a **Member's Motion is signed by at least 10 % of eligible Members**:

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary **must give the Member's Information to all Members at least 14 days before the Society Meeting** chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

25.6 The Board may also decide to put forward **Motions for the Society to vote on** ("Board Motions") which shall be suitably notified.

Common seal

26.0 Common Seal

26.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

26.2 The Secretary shall have custody of the Common Seal, which shall only be used by the authority of the Board. 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 Board.

Altering the rules

27.0 Altering the Rules

27.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

27.2 Any proposed motion to amend or replace these Rules shall be signed by at least 20 % of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

27.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

27.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

28.0 Bylaws to govern the Society

28.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the Bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up

29.0 Winding up

29.1 If the Society is wound up:

- a. **The Society's debts, costs and liabilities shall be paid;**
- b. Surplus Money and Other Assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
- c. No distribution may be made to any Member;

- d. The surplus Money and Other Assets shall be distributed to any other organization with similar purposes and objectives. [see S.27 of the Act]

Definitions

30.0 Definitions and Miscellaneous matters

30.1 In these Rules:

- a. "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.
- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c. "Society Meeting" means any Annual General Meeting, Special General Meeting or General Meeting, but not a Board Meeting.
- d. "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.
- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f. It is assumed that
- i. Where a masculine is used, the feminine is included
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not a part of the rules
- g. Matters not covered in these rules shall be decided upon by the Board.

26 May 2017

