

Nulca New Zealand

To: The Secretary - Nulca New Zealand

20 July 2022

Re: Changes to the Society Rules v 1.4 June 2019

The Committee (also currently known as the Board) has determined that a number of changes are required to the existing Society rules, lodged with the Registrar of Incorporated Societies when Nulca New Zealand was registered.

The proposed changes are listed below and a draft version of the amended document is attached.

As required under Section 29.2 of the existing rules, the below listed ten (10) members having approved these changes request that a motion to accept them be tabled for a vote at the next Society Annual General Meeting to be held on 17 August 2022.

Proposed Changes

General Changes

A number of general changes have been made to the rules to modify the names or general terms used throughout the document.

These changes better reflect more recent ways of referring to existing elements of Nulca NZ.

None of these changes confer any new authority or powers nor reduce existing authority or powers of the Society or its governing body.

1. The document setting out the rules of the association will now be known as the Constitution.
2. The name of the governing body will be known as the Board.
3. Subcommittees referred to in section 14 will be known as Working Groups.
4. A number of grammar, wording and punctuation changes have been made. These do not in any way alter the purpose of any clause or section of the rules.

Specific Changes

The following specific changes and the supporting reasons for the change are set out in this section.

Section	Action
4.1(b)	Amended
New Text	
<p><i>The Association shall have a managing body (“the Board”), comprising the following persons: ... 4.1 (b) A Vice-President if the Board shall at its sole discretion determine is warranted.</i></p>	
Reason	
<p>Allows the Board to appoint a VP if necessary, but it is not a requirement to have one in place as required under the previous rules.</p>	

Section	Action
5.2	New
New Text	
<p><i>If the Board determines as permitted under 4.1 (b) that a Vice-President is warranted, then the Board may by a majority vote elect a current member other than another elected Officer of the Board to that position.</i></p>	
Reason	
<p>Allows the Board to elect a VP by a vote, but ensures that it is someone other than a person already holding the position of President, Secretary or Treasurer.</p>	

Section	Action
7.1	Amended
New Text	
<p><i>Each candidate shall be proposed and seconded in writing by two (2) Members and the completed nomination delivered to the Secretary.</i></p>	
Reason	
<p>Now specifies that 2 members are required for each nomination. One as the proposer and one is the seconder</p>	

Section	Action
9.4, 9.5, 11.3, 26.7, 32.1	Amended
New Text	
<i>... Vice-President (if elected) ...</i>	
Reason	
References to duties of the VP will only apply if one has been appointed by the Board.	

Section	Action
9.2 (f)	New
New Text	
<i>Acting as the contact person for the purposes of satisfying the requirements of sections 112 – 116 of the Incorporated Societies Act 2022.</i>	
Reason	
The new Incorporated Societies Act 2022 requires a nominated contact person and failing to record and maintain details of this person will be a breach of the Act. The Secretary will be that nominated contact person and the person holding that position will be responsible for ensuring the details are current and correct.	

Section	Action
16.1 (b)	Amended
New Text	
<i>Submit the application form electronically using the Association registered website or by email to an email address of the Association; and</i>	
Reason	
Allows members to join by using a form on our website or by sending an email to the association which does not now have to be the email address of the Secretary. This allows us to have a nominated Membership Manager with an associated address.	

Section	Action
16.6 (b)	Amended
New Text	
<p><i>The Applicant shall not become a Member until: ...</i></p> <p><i>The Members details have been recorded as required under rule 17.1 in the membership register.</i></p>	
Reason	
<p>We removed reference to the Secretary having to record a new members details in order for them to be recognised as a member. For this requirement to be satisfied the new members details simply need to be recorded in the membership register.</p>	

Section	Action
17.1	Amended
New Text	
<p><i>The register of Members (“the Register”) will be held by the Board, and shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became a Member.</i></p>	
Reason	
<p>We have removed reference to the Secretary having to keep and maintain the members register. This is tied into nominating a separate membership manager position. It is up to the Board in general to ensure there is a register and that it holds the required current details of all members.</p>	

Section	Action
17.4	New
New Text	
<p><i>For the purposes of managing the Register, the Board may at its sole discretion nominate a member of the Board to act as a membership manager.</i></p>	
Reason	
<p>This change allows the Board to nominate a Board member to act as a membership manager but it doesn’t oblige the Board to do so. The Board is free to make that nomination without approval from the members. This role is administrative in nature and has no special powers or authority.</p>	

Section	Action
22.1	Amended
New Text	
<p><i>The annual subscription will be for a period of 1 calendar year commencing on the date on which the fees were due, and payment must be received on or before that date for the following annual subscription period unless otherwise waived under 16.5</i></p>	
Reason	
<p>The Board has decided that subscriptions will be for a calendar year based on when someone joins or their membership renews. This is a change from an annual membership based on a 1 April date. It simplifies the administration of fee invoices and removes half-year membership fee provision. Clause 16.5 refers to the Board's ability to waive fees, a provision that carries over from the existing rules.</p>	

Section	Action
22.2, 22.3	Removed
Reason	
<p>These sections referred to the splitting of annual fees depending on the time of year the applicant joined. With the introduction of annual fees based on joining and renewal dates, these clauses are no longer relevant.</p>	

Section	Action
22.2	Amended
New Text	
<p><i>If any Member does not pay a subscription or levy by the date set by the Board or the Association, the Board will give written notice that, unless the arrears are paid by a nominated date, the Membership will lapse. After that date, the Member (without being released from the obligation of payment of any other sums due to the Association) will have no Membership rights and will not be entitled to participate in any Association activity as a Member.</i></p>	
Reason	
<p>The requirement for the Secretary to give written notice has been changed to the Board in general. This makes administration simpler and does not require one position to be responsible for the notification. We have also swapped "be terminated" to lapse which better reflects the cases where existing members decide to leave the association simply by not paying their fees where an invoice was issued for a renewal.</p>	

Section	Action
22.3	New
New Text	
<p><i>Any past Member whose membership has lapsed subject to 22.2 will be required to submit a new membership application if they wish to re-join the Association.</i></p>	
Reason	
<p>This new clause requires that a past member that lets their membership lapse will have to re-apply to join as if they were a new member.</p>	

Section	Action
26.7	Amended
New Text	
<p><i>All Association Meetings shall be Chaired by the President. If the President is absent, then by the Vice-President (if elected), or if the Vice-President is absent, the Association shall nominate another Board Member to Chair that meeting. Any person Chairing an Association Meeting has a casting vote.</i></p>	
Reason	
<p>This clause changed to include reference to the VP only if one has been elected, and the requirement to elect a Chair in the absence of any other presiding Officers was changed to a simple nomination which is a less formal process.</p>	

Section	Action
26.8 (d)	New
New Text	
<p><i>On any given motion at an Association Meeting, the President shall in good faith determine whether to vote by: ...</i></p> <p><i>By electronic means.</i></p>	
Reason	
<p>The Board has included a provision for voting to be undertaken by electronic means. This allows meetings to be held electronically and for any voting by similar means to be recognised as legitimate. Clause 26.9 is also related to this provision as it ensures that electronic voting is done using a process that recognises the voter and any nominated proxies.</p>	

Section	Action
26.9	New
New Text	
<p><i>If voting on a motion is to be determined by electronic means then all votes must be cast through the same mechanism and all eligible Members must be individually identifiable, including any other member acting as a proxy on behalf of another member.</i></p>	
Reason	
<p>Where electronic voting is being used it has to be used for all of the countable votes and can't be mixed with in-person voting, such as through voices or show of hands. It also requires that for electronic voting the voter must be identifiable. The only time that an anonymous vote can be held is when a secret ballot has been forced prior to a decision and start of use of any other voting method.</p>	

Section	Action
26.10	Amended
New Text	
<p><i>However, if any Member demands a secret ballot before a vote by voices, a show of hands, or electronic means has begun, then voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.</i></p>	
Reason	
<p>The change includes electronic voting as a process that can be used unless a secret ballot has been called for.</p>	

Section	Action
29.5	New
New Text	
<p><i>The Board may from time to time make minor or technical changes to the constitution provided all requirements of Part 3 Section 31 of the Incorporated Societies Act 2022 have been met.</i></p>	
Reason	
<p>The new Incorporated Societies act allows the Board to make minor or technical changes to the rules of the association without having to take the changes to an AGM or Special meeting. It's anticipated that such changes will not have any significant impact on the association or the authority of the governing body or Officers. This inclusion ensures that the requirements for notification to the members of such changes made under this provisions are done properly and that members can object if they want to before the changes are formally recognised.</p>	

Member Approval

I, the undersigned, being a current and financial member of Nulca New Zealand Incorporated, and agree to the proposed changes to the existing Society rules outlined in this document. I give my approval, as required under section 29.2 of said rules, for these changes to be tabled at the next AGM for ratification.

Full Name	Signature	Date