

## Governance New Zealand Branch Committee Bylaws 2022

### 1. **Branch Name**

- 1.1 The Rules for Committee for New Zealand (CNZ) and Governance New Zealand Inc (GNZ) provide for establishing branches.
- 1.2 Governance New Zealand Incorporated (Governance New Zealand) GNZ currently has branches throughout New Zealand. The Branch located in Auckland, Wellington and Christchurch. Branches are the local face of GNZ to members and support and engage with the local membership.
- 1.3 Each Branch will be known as the: [location] Branch of Governance New Zealand ("the Branch").
- 1.4 The geographical boundaries for each Branch are in Appendix 1.

### 2. **Purpose**

- 2.1 The purpose of the for which the Branch is ~~established will be~~ to assist with ~~the~~ implementing ~~ation of~~ the objectives of GNZ and its strategic plan within the boundaries of the Branch. Branches promote GNZ, its activities and events, and assist in growing membership as well as carry out their own local activities and events.

### 3. **Members of the Branch**

- 3.1 All GNZ members who's place of residence is within the Branch boundary is a Branch Member.
- 3.2 There is no Branch membership fee.
- 3.3 GNZ National Office will keep an up-to-date register of Branch Members and their contact details and provide the Branch Committee with the register for the purpose of communicating with Branch Members.

### 4. **Branch Committee**

- 4.1 The Branch will be managed by a Committee comprising:
  - (a) A minimum of four (4) and a maximum of ~~ten (10)~~ eight (8) members elected from Branch Members; and
  - (b) Any GNZ Board Members residing within the Branch boundary and the immediate retiring Chairperson (Chair) of the Branch Committee who are as ex-officio Committee Members, ~~and (b) Not less than four (4) nor more than ten (10) elected Members.~~
- 4.2 The Committee may, by ~~simple~~ majority vote decided at a Committee meeting convened for such purpose, fill casual vacancies on the Committee from Branch Members.
- 4.3 All Branch Members, including any retired Chair or ex-Committee Member, will be eligible for election or re-election to the Committee at each AGM.

4.4 The Committee will conform to the Regulations, responsibilities and operating procedures issued from time to time by GNZ.

4.5 The Committee will not do anything that is inconsistent with the CNZ Rules and GNZ Rules.

4.6 The Committee may establish subcommittees and delegate authority to subcommittees as it determines.

## 5. Committee Officers

5.1 At the first Committee meeting after each Annual General Meeting ("AGM"), the Committee will elect ~~from among their Members~~ a Chair and a Vice-Chair (optional). No Chair may serve ~~in this office for~~ more than three (3) consecutive years.

5.2 ~~Each Branch Committee Chair On~~ ceasing to hold office as Chair, ~~upon the appointment of their successor each Branch Committee Chair~~ will become the immediate retiring Chair of the Branch Committee and ~~may will~~ remain as an ex-officio Member of the Committee for the next ~~ensuing~~ year.

## 6. Branch Secretary

6.1 The Branch Secretary will be a Committee Member and appointed by the Branch Committee. ~~Unless they are an elected Member of the Committee they will not rank as a Member of the Committee.~~

6.2 The role of the Branch Secretary is to:

- (a) Record Minutes at each Committee meeting and provide the Minutes to GNZ within 30 days following each Committee meeting.
- (b) With administrative assistance from the GNZ National Office, organise the AGM and oversee the election of the Committee.
- (c) Assist the Branch Chair with overseeing the financial operation of the Branch.
- (d) Assist the Branch Chair with preparation of the Committee agendas and reports.

~~6.3 In the event of there being no Branch Secretary, the Secretariat role may be carried out by an appointed staff member of Governance New Zealand.~~

## 7. Branch Chair

7.1 The role of the Branch Chair is to:

- (a) Prepare the agendas and reports for each Committee meeting.
- (b) Oversee the Branch finances, approve Branch expenses, and provide financial reports at each Committee meeting.
- (c) Conduct the Committee meetings in accordance with usual meeting protocols.
- (d) Act as the first point of contact for GNZ National Office, external stakeholders and GNZ partners.
- (e) Act as spokesperson for the Branch and promote the Branch and its activities.
- (f) Attend Branch Chair / GNZ National Office quarterly meetings.

- (g) Prepare quarterly reports on Branch activities for the GNZ Board and attend meetings if required.
- (h) Communicate with the GNZ Chief Executive about Branch activities and issues of concern.
- (i) With the Branch Secretary, coordinate the AGM with support from GNZ National Office.
- (j) Present the Branch Annual Report at the Branch AGM.

## 8. Committee Meetings

- 8.1 The Committee will meet at least quarterly on dates to be decided by the Committee or failing a decision by the Committee, then by the Branch Chair.
- 8.2 At least seven (7) days Notice of Committee meetings will be given to all Committee Members.
- 8.3 Fifty percent (50%) of Three Committee Members present at any Committee meeting will constitute a quorum.
- 8.4 The Committee may meet in person and/or by any using any virtual platform.
- 8.5 Agendas will be circulated to Committee Members at least three (3) days before the Committee meeting.
- 8.6 Minutes of Committee meetings will be taken and provided to GNZ within 30 days of the meeting.
- 8.7 The Committee will carry out the functions in the Roles and Responsibilities Terms of Reference for Branch Committees, including preparation of the annual operational plan.

## 9. Annual General Meetings

- 9.1 On a date fixed by the Committee, but not later than 30 November in each year, the Branch will hold a general meeting, which may be held in person and/or by using any virtual platform, to be called the Annual General Meeting for the purposes of:
  - (a) Receiving the Branch Annual Report.
  - (b) Electing the Committee.
  - (c) Transacting any other business as is normally transacted at Annual General Meetings.

## 10. Special General Meetings

- 10.1 A ~~S~~special General Meeting of Members will be convened in the following circumstances:
  - (a) If deemed necessary by the Committee or by the Chair; or
  - (b) ~~The Committee will w~~Within twenty-one (21) days of receiving receipt of a requisition signed by the greater of either 10 members or 5% of the total ~~financial Branch~~ members ~~of the Branch will proceed to convene a Special General Meeting of the Branch~~ to be held within sixty (60) days of the date ~~of receipt of~~ the requisition is received; and
- 10.2 Every ~~such~~ requisition and the corresponding notice calling the meeting, will specify the purpose for which ~~the such~~ meeting is requisitioned or called. No other business will be considered at ~~such a~~ a Special General Meeting.

## 11. Notice of General Meetings

- 11.1 Fourteen (14) ~~clear~~ days notice of all Annual General Meetings and twenty-one (21) ~~clear~~ days notice for any Special General Meetings will be given to all Branch Members.
- 11.2 GNZ will serve the notice for General Meetings on Branch Members electronically. -notice may be served by GNZ upon any Member personally, electronically or by sending it through the post in a letter, envelope or wrapper addressed to the addresses of the Member shown on the register of Members.
- 11.3 ~~Any notice sent by post to a Member of Governance New Zealand will be deemed to have been served four (4) days following that on which the letter, envelope or wrapper containing the same is posted. In proving service of the notice, it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing signed by the Chief Executive or other officer of Governance New Zealand that the letter, envelope or wrapper containing the notice was so addressed and posted will be conclusive evidence.~~
- 11.4 Any notice sent by electronic means will be deemed to have been served on the day ~~on which~~ the email is was sent. In proving service of the notice, it will be sufficient to prove that the email containing the notice was properly addressed to the member at the email address held in the Membership Register and transmitted. ~~A certificate in writing signed by the Chief Executive or other officer of GNZ that the email containing the notice was addressed and transmitted will be conclusive evidence.~~

## 12. Quorum for General Meetings

- 12.1 Four (4) Branch Members personally present at commencement of and throughout the General Meeting will constitute a quorum at all Branch General Meetings.
- 12.2 If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting will be adjourned to the same day in the next week at the same time and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will be the quorum.

## 13. Voting

- 13.1 Every Member personally present at any meeting will have one vote. In case of equality of voting, the Chair may exercise a second or casting vote.

## 14. Meetings Chair

- 14.1 The Branch Chair will preside at all General and Committee meetings. If a Vice-Chair has been appointed then in the Branch Chair's absent the Vice-Chair will preside. If neither is present within ten (10) minutes of the scheduled time for the start of the meeting, then those present will elect a Chair.

## 15. Branch Funds

- 15.1 The Branch does not hold funds or operate a bank account. All GNZ membership fees are invoiced and collected by GNZ National Office. Any monies received by the Branch will be passed to National Office for clearing and recording.
- 15.2 The Branch holds delegated authority for actual and reasonable expenses incurred for Branch related activities. These include ~~but are not limited to~~ speaker honoraria, venue hire and venue catering. Annual budgets for Branch activities will be agreed with the GNZ Chief Executive each year and included in the annual Branch operational plan.
- 15.3 The Chair will approve ratify all reasonable expense invoices and claims for travel and out of pocket expenses from the Secretary or any Member of the Committee incurred in the conduct of

the business or affairs of the Branch and forward these to ~~the GNZ Chief Executive National Office~~ for reimbursement. All expenses approved for payment by GNZ will be Minuted at the next Branch meeting.

## **16. Matters not Contained in Bylaws**

- 16.1 No action will be taken which is not expressly authorised by these Bylaws unless it has been authorised in writing by the Chair of the GNZ Board.

## **17. Indemnity**

- 17.1 The members of the Committee, Branch Secretary and other Officers will be indemnified by GNZ from all losses and expenses incurred by them in or about the discharge of their duties under these Bylaws except as a result of their own wilful default.
- 17.2 No member of the Committee, Branch Secretary or other Officer will be liable for the acts or defaults of any other member of the Committee, Branch Secretary or other Officer, or for any loss or expense happening to the Branch, unless the same happens from their own wilful default.

## **18. Alteration to Bylaws**

- 18.1 These Bylaws ~~may be may be may be altered, added to amended or rescinded~~ by resolution passed at any Annual or Special General Meeting by a majority of two-thirds of those Members present or represented at ~~such the~~ meeting. Notice of the intention to propose such resolution ~~and the nature of the same~~ will be included in the notice calling ~~the such~~ meeting.
- 18.2 No ~~such additions, alteration or~~ amendments will take effect until GNZ has approved them.

## **19. Dissolution/Cessation of Branch**

- 19.1 The ~~Board of~~ GNZ Board may at any time with or without notice ~~as it deems fit~~ dissolve the Branch and/or Committee and do all the necessary acts, deeds and things ~~necessary or desirable~~ to transfer all accounts and things used by the Branch to the control of the GNZ Board or as it may direct.

## **Appendix 1**

### **Branch Boundaries**

Auckland Branch Boundary is defined as: Wellsford in the North and Mercer in the South.

Wellington Branch Boundary is defined as: Wellington (all suburbs), Taranaki, [Hawkes Bay](#), [Manawatu](#).

Canterbury Branch Boundary is defined as: the South Island.