

Rules

Of

SLGOU Associates

Incorporated.

Including the Amendments to the Rules Registered on 21 July 2008.

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1. Name.

The name of the Society (hereinafter referred to as “the Union”) shall be the SLGOU Associates Incorporated.

2. Purpose of Registration.

- 2.1 To protect and further the interests of the members of the Union, and to enhance their overall working environment.
- 2.2 Registration as an Incorporated Society means that all persons who are members of the Union at the time of registration or who become members after registration shall be bound by these rules of the Union during the continuance of their membership.

3. Registered Office.

- 3.1 There shall be a registered office of the Union, which shall be located at 260 Cashel Street, Christchurch, or at such other place as may be decided by the Governance Committee. Due notice shall be given to the Registrar of any change of location of the registered office so decided upon, together with the date of that change. Notice shall also be given to members of the Union of any such change of location of the registered office or the postal address of the Union.

4. Interpretation.

- 4.1 Wherever the following word or phrases appear in these rules they shall mean as per the following:

"The Act" - The Incorporated Societies Act 1908, including any amendments thereto, or any Act which supersedes it.

"The Registrar" - The Registrar of Incorporated Societies.

"The Governance Committee" - The Governance Committee of the Union as provided for in Rule 12.

"The Secretary" - The Secretary of the Union as provided for in Rule 12.

"The Officers" - The President, Vice-President, Secretary and Internal Auditor of the Union as provided for in Rule 12.

5. Objects of the Union.

- 5.1 To protect and promote the employment interests of members, both collectively and individually, and to enhance their working environment.
- 5.2 To gain registration as a union under the provisions of the Employment Relations Act 2000, and to operate and exercise all of the powers and rights of a Union under that Act.
- 5.3 To negotiate Collective Agreements or to assist with the negotiating of Individual Employment Agreements for members.
- 5.4 To assist and represent members in respect of personal grievances, disputes, enforcement of conditions, or any other matter pertaining to or associated with their employment.
- 5.5 To exercise all the powers of an Incorporated Society under the Act or under any other relevant Act, or in any other lawful activity that is deemed by the Union or by the Governance Committee to be appropriate or necessary in the undertaking of any activity in pursuance of these objects.

6. Membership.

- 6.1 There shall be two categories of membership, being the Foundation Corporate Member and Individual Members.
- 6.2 The Foundation Corporate Member shall be the Southern Local Government Officers Union Incorporated.
- 6.3 An Individual Member shall be any person accepted as a member under the provisions of Rule 7 who is employed, intending to be employed, or engaged to be employed, in any capacity by any employer within New Zealand engaged in the provision of local authority or related services, or any other service or industry.
- 6.4 Those persons who hold office from time to time on the Management Committee of the Foundation Corporate Member shall be deemed to be an Individual Member of the of the Union ex officio whilst holding such office.

7. Admission to Membership.

- 7.1 Any person who on the date of registration of the Union is an “Associate Member” of the Foundation Corporate Member shall be automatically granted

membership of the Union on the date of registration of the Society as a Union under the Employment Relations Act 2000.

- 7.2 Any person subsequently wishing to be admitted as an Individual Member must make written application for such membership to the Secretary or other authorised person, and acceptance of such application for membership shall be at the discretion of the Governance Committee.
- 7.3 All members shall pay all subscriptions, levies charges and contributions due from the date of joining, and shall fulfil and discharge all of the obligations of membership pursuant to these Rules and to the decisions of the Governance Committee.

8. Non-Financial Membership.

A "non-financial member" shall be any member who is in arrears with the payment of any fee, subscription, levy, charge or contribution required under these rules as a consequence of membership. Whilst remaining non-financial such a Member shall not be entitled to exercise a vote in any ballot conducted by the Union or to attend meetings of the Union.

9. Register of Members.

The Secretary shall keep, or cause to be kept, a register of members, detailing in respect of each member the following:

- The member's full name.
- The date on which the member joined.
- The member's private address.
- Whether the member is financial or non-financial.
- The name of the member's employer.

The register shall be purged regularly by striking off the name of any member who has ceased to remain a financial member, provided always that such purging shall not free such person from all arrears due.

The Union shall not divulge to any third party the names and addresses of members, or other information held relating to individual member's, save as may be necessary to establish that the Union has been given authority by a member to represent the member in negotiations or discussions with his/her employer, or before a Court or other body.

10. Notice of Discontinuance of Membership.

Any member wishing to withdraw from the Union may do so by resigning in writing to the Secretary. Any such resignation shall be effective on the date of receipt by the Secretary, except that where the member has not paid all subscriptions, levies, charges or contributions required to be paid under these rules any such resignation shall not discharge the member's responsibilities to pay all such outstanding monies.

For the purposes of this rule, a member paying his/her fees by way of salary deductions shall be deemed to have submitted his/her notice of resignation to the Secretary on the cessation of the deductions.

11. Subscriptions, Charges and Levies.

11.1 Subscriptions – Foundation Corporate Member.

The Union shall charge the Foundation Corporate Member a subscription at a rate set by resolution of the Governance Committee, for a specified period, paid in advance.

11.2.1 Subscriptions – Individual Members

11.2.1 The Union shall charge all Individual Members a subscription at a rate set by resolution of the Governance Committee, for a specified period, payable in advance.

11.2.2 Notwithstanding the foregoing, those persons holding membership ex officio in accordance with Rule 6.4 shall not be required to pay a subscription.

11.2.3 Differing levels of subscription may be set for members working part-time hours or for members earning less than a specified salary.

11.2.4 Any member who having paid a subscription in advance ceases to be a member shall upon application to the Secretary be refunded that portion of the subscription relating to the unexpired period for which payment has been made.

11.3 Additional Subscriptions for Specific Services.

The Union may charge a member an additional subscription for specific services performed on the member's behalf, or for specific expenses incurred on the members behalf, provided that the member is advised before the service is provided of the schedule and rates of charges involved, and has authorised the Union to provide the service.

- 11.4 Levies: The Union may levy members or specific groups of members for specified purposes not inconsistent with the Objects of the Union, provided that no levy shall be struck unless passed by a ballot of all members subject to the levy conducted in accordance with the provisions of Rule 17 hereof.
- 11.5 Collection of Contributions: All subscriptions, charges, and/or levies shall be paid to the Secretary.

12. Governance Committee.

- 12.1 There shall be a Governance Committee of the Union consisting of 10 members directly elected to the Committee in accordance with Rule 12A, plus the Secretary, who shall be appointed by the Governance Committee.
- 12.2 The Governance Committee shall elect from among its own numbers in accordance with the provisions of Rule 12A. The Union's President, Vice-President and Internal Auditor, who, together with the Secretary, shall be deemed to be "the Officers".
- 12.3 At meetings of the Governance Committee all Officers and members of the Committee shall exercise one vote only, excepting where a vote is tied the President or the member chairing the meeting may exercise a casting vote also.
- 12.4 Subject always to the control of a ballot of all members of the Union, the business affairs of the Union shall be controlled by the Governance Committee, which shall decide on all financial matters, including;
- The control acquisition and disposition of property.
 - The investment of funds.
 - The borrowing of funds.
 - Operating the Union's bank accounts, and the appointment of signatories thereto.

Provided always that the funds of the Union shall be used only in a lawful manner, in the interests of members, and in accordance with the Objects of the Union.

- 12.5 The Governance Committee may establish and maintain one or more sub-committees for any special purpose and may delegate such sub-committees such powers as it may see fit to enable it to perform its designated function. Any such sub-committee may include persons who are not members of the Governance Committee.
- 12.6 The Governance Committee shall:
- Subject to any decision made by a ballot of members, direct the policy of the Union.

- Have, and may exercise, all the powers of the Union not required by the Act or by these Rules to be exercised by a ballot of members, provided always that the Governance Committee shall obey all such lawful instructions and shall do and perform all such lawful things and acts as may be given or required to be done by resolution of the members by ballot carried out in accordance with Rule 17.
- 12.7 Should a need arise between normal meetings of the Governance Committee, the Officers may exercise the powers of the Governance Committee, provided that any decision made by the Officers pursuant to this Rule shall be reported to the next meeting of Governance Committee.
- 12.8 The Governance Committee shall meet within the month of October of each year, and shall meet thereafter at such other intervals as the Governance Committee may decide. It shall be permissible for meetings to be held by telephone conference call.
- 12.9 All meetings of the Governance Committee shall be called by the Secretary in writing, and shall be held:
- At a time and place as decided by the Governance Committee; or
 - At a time and place as requested by the President; or
 - As requisitioned by any three members of the Governance Committee in writing.
- 12.10 For meetings of the Governance Committee six shall constitute a quorum.
- 12.11 All meetings of the Governance Committee shall be chaired by the President, or in his/her absence the Vice-President, or in the absence of both, a member of the Governance Committee appointed by the meeting for that purpose, and such person shall have all the powers and perform all the duties of the President whilst so acting.
- 12.12 The Union may, by resolution of the Governance Committee, enter into agreements, contracts or other instruments in furtherance of the Objects of the Union as specified in Rule 5 hereof, and such agreements, contracts or other instruments shall where appropriate be executed on behalf of the Union under the Seal of the Union by the President and the Secretary, or in the absence of either or both of them, by another Officer or Officers whom the Governance Committee may appoint for that purpose.

12A. Election and Removal of Governance Committee.

Election of Governance Committee

- 12A.1 Every second year, no later than 1 July the Secretary shall, by notice delivered to each member, (excluding non-financial members), call for nominations for positions on the Governance Committee excepting the position of Secretary.
- 12A.2 Any member (other than a non-financial member) shall be eligible for election to the Governance Committee.
- 12A.3 Nominations must be in writing signed by at least two proposers, who must be financial members, and endorsed with the consent of the candidate nominated, all of who must be members. All nominations must be received by the Secretary no later than 1 August that year.
- 12A.4 Where the number of valid nominations exceeds the number of positions to be filled, the Secretary shall conduct an election by secret postal ballot in accordance with the following provisions of this Rule, and the Secretary shall declare elected the candidates in descending order of the greatest number of valid votes cast until all the vacant positions are filled. In the event of a tie, the successful candidate shall be determined by lot.
- 12A.5 Where the number of valid nominations does not exceed the number of positions to be filled, the Secretary shall declare the candidate(s) duly elected.
- 12A.6 Where a secret postal ballot is necessary, ballot papers must be dispatched to all members (excluding non-financial members) no later than the 1st of September, and the ballot will close at 5.00 pm on the 20th of September. Each candidate in the ballot shall be entitled to provide the Secretary with a short statement, of no more than 200 words, of their personal details to be sent out with the ballot papers.
- 12A.7 Any candidate in a ballot, and the Governance Committee, shall be entitled to nominate a scrutineer to attend and assist with the counting of the ballot.
- 12A.7 All persons elected to the Committee in the biennial elections shall take up office on the Committee on the 1st of October following the holding of the elections and shall hold office until the 30th of September following the next biennial election unless they previously resign, cease to be a member, or are removed from office.
- 12A.8 Following the completion of the elections the Secretary shall preserve and retain all documentation pertaining to the elections, including nomination forms and ballot papers, for a period of at least twelve months.

Appointment of Secretary

12A.9 The Secretary shall be appointed by the Governance Committee on whatever terms and conditions the Governance Committee determines. At the time of appointment the person appointed need not already be a member.

Election of other Officers

12A.10 At its first meeting following the holding of biennial elections, or in the event of the resignation of the office holder at the next meeting of the Governance Committee, the Governance Committee shall elect from among its own number the President, Vice-President and Internal Auditor of the Union. The persons so elected shall hold office until the next biennial elections unless they previously resign, cease to be a member, or are removed from office.

Removal of Officers or Governance Committee Members.

12A.11 Should any two members (excluding non-financial members) desire that any Officer or member of the Governance Committee be removed from office they may submit a motion to the Secretary that such Officer or member of the Governance Committee be so removed from office. Such a motion shall be put to a secret postal ballot of members of the Union (excluding non-financial members), and the ballot shall be conducted by the Secretary or any other person authorised by the Governance Committee to do so within one month of the date the motion is submitted. The members making the request and the person who it is requested be removed from office shall be given the opportunity to give a written submission to the members before the ballot is conducted. Pending the decision of the secret ballot the Governance Committee may suspend the office holder(s) from their office.

Casual Vacancies

12A.12 Should any elected position on the Governance Committee become vacant for any reason, the Governance Committee, may:

- Appoint a member to fill the vacancy until the next biennial election; or leave the position vacant pending the next biennial elections; or
- Call a by-election to fill the vacancy; or

12A.13 Where it has been decided not to fill any casual vacancy until the holding of the next biennial election, or to leave any position vacant until the next biennial elections, all members of the Union shall be notified accordingly by circular delivered to each member no later than four months after the date of the vacancy occurring, and should any five members request that a by-election be held the Secretary shall forthwith conduct a ballot to fill the vacancy.

- 12A.14 Where a by-election is called for, the Secretary shall, within one month, call for nominations to fill the vacancy in the same manner as is provided in the foregoing provisions of Rule 12A for normal elections, and the election shall be conducted in accordance with that Rule excepting that the date between the calling of nominations and the closing of nominations shall be four weeks, the voting papers must be sent out no later than 14 days after the closing of nominations, the close off for the receipt of voting papers 28 days after the closing of nominations, and the person/s elected shall take office immediately following the declaration of the result of the voting.
- 12A.15 Any member appointed to fill any casual vacancy on the Governance Committee may hold office only to the extent of the unexpired portion of the normal biennial election term, or until a by-election for the position if that should first occur, and any person elected to fill any casual vacancy may hold office only to the extent of the unexpired portion of the normal biennial election term, or, in either case, until he/she resigns or is removed from office in accordance with Rule 12A.11 and shall be eligible for re-election.

13. Representation.

- 13.1 The Union may be represented before a Court or in any other formal proceedings by the Secretary of the Union, or a Solicitor or Counsel appointed by the Secretary, or any other person authorised under the Seal of the Union in pursuance of a resolution of the Governance Committee.
- 13.2 For the purposes of the Employment Relations Act 2000, where the Union is acting for an individual member or a group of members for any purpose under that Act, the Union may be represented by the Secretary or by any other person appointed by the Secretary or by the Governance Committee to be the Union's representative.

14. Member Initiated Petitions.

Any ten members of the Union may submit a petition requiring that a matter be put to a ballot of members in accordance with Rule 17. Such petition shall be in the form of the motion to be voted on in such ballot

15. Duties and Powers of Officers and Position Holders.

- 15.1 President: It is the duty of the President to monitor the business affairs of the Union; to attend and preside over all meetings of the Governance Committee, to keep order, conduct the business, and to decide all points of order thereat; to obey

all such lawful instructions and to do and perform all such lawful things and acts as may be required to be done by resolution of a meeting of the Union or of the Governance Committee, or by these Rules or by the Act; to do and perform such other lawful duties as may usually appertain to the office of President.

While presiding at a meeting the President shall have the power to exercise a deliberative vote, and in the case of equality of voting a casting vote also; to decide the order of business, to put motions, and to declare the result of voting; to order the removal from the meeting of any person obstructing the business of the meeting or behaving in a disorderly manner, or of any person not entitled to be present; by resolution of the meeting or to declare a meeting closed; and generally to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.

- 15.2 Vice-President: It shall be the duty of the Vice-President to assist the President in carrying out the duties appertaining to his/her office, and in the absence of the President the Vice-President shall exercise all the powers and shall perform all the duties of the President.
- 15.3 Internal Auditor: The Internal Auditor shall maintain an overview of the keeping of the Union's accounts.
- 15.4 Secretary: The Secretary shall call all meetings of the Governance Committee and to cause minutes to be kept of the proceedings thereof; prepare and present to the members an annual report on the business and proceedings of the Union; perform all such lawful things and acts as may be given or required to be done by resolution of the Members or of the Governance Committee, or by the Act or by these Rules; attend all meetings of the Governance Committee and to report thereat on the business and proceedings of the Union, both financial and administrative; subject to the general jurisdiction of the Governance Committee under these Rules, engage and manage and control such staff as is necessary to conduct the business of the Union; and to do and perform such other lawful duties as may be directed by the Governance Committee; and to do and perform such other lawful duties as may usually pertain to the office of Secretary.

The Secretary shall ensure that: the register of members is kept; that any returns required by the Act are prepared and forwarded to the Registrar; the correspondence and business of the Union is properly conducted; the books of accounts and financial records of the Union are kept in such a manner as to enable them to be conveniently audited, as well as being full, true and complete accounts of the financial affairs and transactions of the Union; access by the Internal Auditor and the Auditor to the financial records is available as may reasonably be required; that all monies due to the Union are collected, receipted and banked in the name of the Union in a bank approved by the Governance Committee; and that all payments made on behalf of the Union are authorised by the Governance Committee; that at the end of each financial year a balance sheet and a statement

of income and expenditure for the preceding twelve months is prepared and submitted to the Union's Auditor along with all relevant supporting documents for auditing in accordance with these Rules; that the balance sheet and statement of income and expenditure is published for members; that the audited balance sheet and statement of income and expenditure is presented to the Members for approval, and a copy sent to the Registrar;

The Secretary shall be employed on such terms of employment and level of remuneration as decided by the Governance Committee.

16. General Meetings of the Union.

- 16.1 A General Meeting may be called by the Governance Committee at any time that it sees fit for any purpose as decided by the Committee.
- 16.2 A General Meeting shall be called by the Secretary by circular delivered to each member at least seven days before the date of the meeting, stating the time, date and place of the meetings and the business to be transacted thereat. No business shall be taken other than that specified in the notice calling the meetings.
- 16.3 A General Meeting shall be chaired by the President of the Union, or in his/her absence by the Vice-President, the Secretary or a member appointed by the Governance Committee, (the first person on the foregoing list who is present to so act) and such person shall have all the powers and perform all the duties of the President whilst so acting.
- 16.4 At a General Meeting the President, or the person in the Chair, shall have the right to decide the order of business, and shall conduct the meeting in accordance with the commonly accepted rules of debate.
- 16.5 Except by leave of the meeting only individual members and a person appointed by the Foundation Corporate Member as that Member's representative (excluding non-financial members) may attend and speak at any such General Meeting, and exercise a vote thereat.
- 16.6 Ten members shall form a quorum at a General Meeting.

17. Ballots and Ballot Procedures.

- 17.1 Whenever a secret ballot of members is conducted under these Rules the Returning Officer shall be the Secretary or a person nominated by the Secretary, and shall be conducted as a postal ballot.

17.2 The Returning Officer shall:

17.2.1 Forward a ballot paper to each financial member entitled to participate showing the question to be voted upon, how the ballot paper is to be completed, and the date and time within which such ballot paper must be returned to him/her at an address specified thereon.

17.2.2 Invite those participating in the ballot to appoint scrutineer/s to observe the counting of the ballot, and give any scrutineer/s so appointed a reasonable opportunity to observe the counting of the ballot papers.

17.2.3 As soon as possible after the date fixed for the closing of the ballot, count the votes and declare the state of the voting, and the question shall be deemed to be carried or lost according as to the majority of valid votes cast.

17.3 Upon completion of the ballot all ballot papers, envelopes, lists, and other documents pertaining to the ballot shall be preserved and retained by the Secretary for at least two months thereafter, or where the ballot is disputed, until at least two months after the completion of the dispute procedure.

18. Procedure in Respect of Disputed Ballots.

18.1 Where any member entitled to vote in any ballot believes an irregularity or offence or breach of these Rules may have occurred in respect of any ballot, he/she may requisition an enquiry in writing to the Secretary.

18.2 Upon receipt of a requisition for an inquiry into a ballot the Secretary shall, along with the other Officers, investigate the matter, and in the event that the complaint is found to be upheld, initiate any action that may appropriately rectify the matter. Such action may include the conducting of a fresh ballot, the re-declaration of the result of the original ballot after deleting invalid votes from the count or restoring valid votes that had originally been excluded from the original count, or any other appropriate remedy. The result of their investigation, and any action taken thereon, shall be notified to the member who requisitioned the inquiry within 28 days of the date of receipt of the requisition by the Secretary.

18.3 Where the member is not satisfied with the findings or the action taken in respect of any such requisition they may initiate further action in accordance with Rule 14 "Member Initiated Petitions".

19. Supply of Rules.

Each member shall, upon request, be supplied without charge a copy of the Rules of the Union. A charge equal to the cost of production and of supply may be made for any additional copies.

20. Supply and Adoption of Annual Report and Annual Accounts and Audit Certificate.

In October or November each year every financial member shall be supplied, without charge, a copy of the Union's Annual Report and Audited Income and Expenditure Account, Balance Sheet and Audit Certificate for the preceding year. The adoption of these Reports will be by way of a secret postal ballot, with the ballot papers and voting instructions for such to be supplied with the Reports.

21. Supply of Copies of Resolutions.

Any members shall, upon written request, be supplied without charge one copy of any resolution passed by the Governance Committee or by a ballot of members.

22. Audit.

- 22.1 The Governance Committee shall appoint a person who is a member of the New Zealand Society of Accountants to be the Union's Auditor, provided that nothing shall prevent the Governance Committee from appointing any firm of Public Accountants to this position, in which case the provision of these Rules in so far as they relate to the Auditor shall be deemed to apply to all or any individual member's of the firm who are appointed as the Union's Auditor.
- 22.2 Any person appointed as Auditor shall hold office until he/she resigns or until the Governance Committee appoints another person in replacement thereof.
- 22.3 As soon as possible after the 30th of June each year and at any other time as the Governance Committee may require, the Auditor shall carry out an audit of the Union's accounting records and the Annual Income and Expenditure Account and Annual Balance Sheet and shall report to the Governance Committee thereon.
- 22.4 The Secretary shall afford the Auditor access to all of the books, papers, accounts, statements, minutes, documents, receipts and securities required by the Auditor in order to carry out his/her duties, and to give the Auditor such information and explanation as he/she may require.
- 22.5 The Union shall deliver to the Registrar a copy of the Union's Annual Statement of Income and Expenditure and Balance Sheet for the preceding financial year ending the 30th of June, together with a certificate signed by the Auditor certifying that the Auditor has:
- Carried out the audit of the Union's accounts, and
 - Has in the course of the audit seen and audited the accounts of the Union, and
 - Has duly reported on these accounts to the Union.

22.6 The Auditor may be paid out of Union funds such fees as are usual and proper in the circumstances for his/her professional services.

23. Inspection of Accounting Records and Registers.

Every member having an interest in the funds of the Union may inspect the books, minute books and register of members at the registered office of the Union without charge at all reasonable times during normal office hours upon giving twenty-four hours notice in writing to the Secretary of his/her desire to do so.

24. Dissolution of the Union.

24.1 The Union may be dissolved only by a vote of all of the members conducted in accordance with Rule 17.

24.2 In the event that the members resolve to dissolve the Union and cancel the registration of the Union, the Governance Committee shall arrange for the disposal of the assets of the Union in accordance with the Objects of the Union and of the Act, provided that under no circumstances may the assets be divided up among the members, or transferred to any member otherwise than in settlement of any debt. The Governance Committee shall arrange for final audit of the books of the Union.

25. Power to Amend Rules.

25.1 Should any two financial members, or the Governance Committee by resolution, desire at any time that these Rules be amended, the proposal shall be placed in writing and put to a secret ballot of all members conducted in accordance with Rule 17.

25.2 Should the proposed amendment be passed by such a ballot of members, the Secretary shall forthwith forward to the Registrar two copies of the amendment proposed together with evidence of the result of the ballot in favour of the amendment, and the amendment will come into force when, and not until, it has been recorded by the Registrar.

26. Seal of the Union.

26.1 There shall be a Seal of the Union, which shall be kept in the custody of the Secretary, and which shall be affixed by him/her only pursuant to a resolution of the Governance Committee to any document requiring the affixture of the Seal.

26.2 The Seal may be renewed in order to comply with any name change imposed by statute, or by the adoption of any changes to these rules that changes the name of the Union. Otherwise it may be altered or renewed only by resolution of the Members.