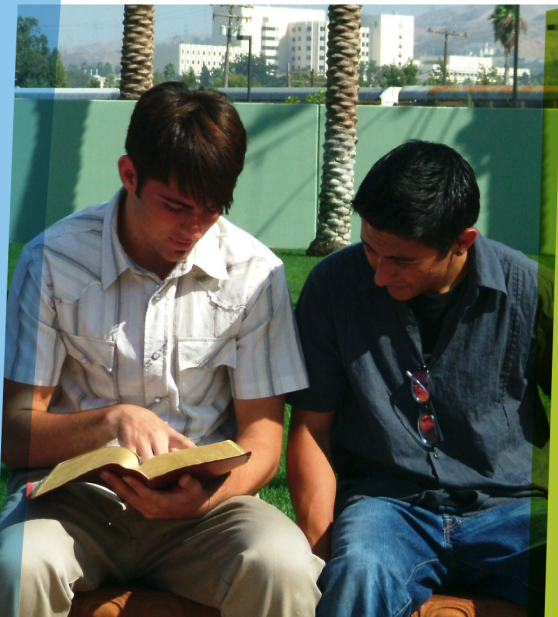


AFS Intercultural Programmes New Zealand Incorporated

2015 Constitution



CONTENTS

1. NAME.....	2
2. INTERPRETATION AND CONSTRUCTION.....	2
3. OBJECTS AND POWERS	3
4. REGISTERED OFFICE	4
5. MEMBERSHIP.....	4
6. STRUCTURE OF THE SOCIETY.....	5
7. MEETINGS OF THE COUNCIL	7
8. REMITS FOR CONSIDERATION AT MEETINGS OF THE COUNCIL	7
9. AGENDA PAPER OF BUSINESS AT MEETING OF THE COUNCIL AND BUSINESS NOT ON AGENDA PAPER	7
10. SPECIAL MEETINGS OF THE COUNCIL	8
11. PROCEDURE AT MEETINGS OF THE COUNCIL.....	8
12. THE BOARD	9
13. FINANCIAL YEAR.....	10
14. SUBSCRIPTIONS.....	10
15. CONTROL OF FUNDS AND INVESTMENT.....	11
16. RECORDS OF COUNCIL AND BOARD MEETINGS.....	11
17. NATIONAL DIRECTOR	12
18. COMMON SEAL.....	12
19. POWER TO MAKE BYLAWS	12
20. NO PRIVATE PECUNIARY PROFIT OF ANY INDIVIDUAL	12
21. WINDING UP.....	13
22. ALTERATIONS TO THE CONSTITUTION	13
1ST SCHEDULE	15

UNDER THE INCORPORATED SOCIETIES ACT 1908

AFS INTERCULTURAL PROGRAMMES NEW ZEALAND INCORPORATED CONSTITUTION

1. **NAME**

The Society shall be called “AFS Intercultural Programmes New Zealand Incorporated”.

2. **INTERPRETATION AND CONSTRUCTION**

“**AFS**” means AFS International together with, and including all those subsidiary and derivative organisations in any and every part of the world united by a common bond and partnership agreement using the name ‘AFS Intercultural Programmes’, or some form thereof, whether or not modified to include a local, national or regional designation.

“**AFS International**” means AFS Intercultural Programs at present having its headquarters in New York, USA.

“**Board**” means the Board of the Society elected or appointed in accordance with **clause 12**.

“**Bylaw**” means any guideline or rule that in the opinion of the Board or the Council is necessary or desirable to provide for the proper administration of the Society.

“**Chairperson**” means the Chairperson of the Council who shall also be Chairperson of the Board.

“**Chapter**” means a local organisation of the Society, consisting of at least five (5) financial members.

“**Chapter Secretary**” means the Secretary of a Chapter.

“**Council**” means the national policy-making body provided for in **clause 6(2)(a)**.

“**Financial Member**” means a life member or an ordinary member or an associate member for whom the Society has received the national membership fee, as fixed at the Annual General Meeting of the Society, within the prior 12 months.

“**Financial Year**” means the financial year of the Society which shall be the financial year of every chapter provided for in **clause 13**.

“**Host Family**” means a family living in New Zealand currently hosting a participant of any AFS Intercultural Programme.

“**National Director**” means the Chief Executive Officer duly appointed by the Board to promote and administer programmes adopted by the Society.

“**Officers**” means the Chairperson and Vice-Chairperson of the Society elected or appointed in accordance with this Constitution, who shall be members of the Board.

“**Remit**” means any motion or question or matter which affects the affairs of the Society and which is within the objects of the Society, and which should properly be considered and voted on by a meeting of the Council of the Society.

“**Returnee**” means a person who has lived abroad as a participant in an AFS Intercultural Programme.

“**Secretary**” means Secretary of the Society.

“**Society**” means AFS Intercultural Programmes New Zealand Incorporated established by this Constitution.

Where the context requires it, the singular includes the plural and vice versa.

A substantial compliance with this Constitution whether as to form, time, number, or as to any other matter shall in all cases be good and sufficient, and no by-law, resolution, decision, election, appointment, notice or any other matter, or thing shall be invalidated by reason only of a failure to comply strictly with this Constitution.

“Volunteer” means a person who provides a service to AFS of their own free will and without monetary rewards. There are three types of volunteers involved with AFS:

- (a) People whose role is on-going, i.e. Board members and volunteers who are involved locally in the operational activities of the hosting and sending programmes.
- (b) Individuals or groups of people who volunteer for a specific, one-off task or tasks from time to time - e.g. Selection Panels; Airport Duty, Fundraising.
- (c) Families who host students from another Partner and are unpaid.

3. **OBJECTS AND POWERS**

(1) Objects

- (a) To assist people to develop the knowledge, skills and understanding needed to create a more just and peaceful world.
- (b) To be recognised as a valued intercultural learning provider that creates for people of all ages, but particularly the young people of Aotearoa New Zealand, opportunities for intercultural education.
- (c) To promote through our activities the AFS core values of dignity, respect, harmony, sensitivity and tolerance.
- (d) To acknowledge, support and empower volunteers by providing opportunities for professional and personal development, and through recognition of their service and commitment.
- (e) To provide all stakeholders with learning opportunities which enhance lifelong personal growth.
- (f) To act as a facilitator of networks and alliances with groups or organisations sympathetic to our mission and values so as to increase the organisation's impact on New Zealand society.
- (g) To adhere to the principles of the Treaty of Waitangi.
- (h) To encourage diversity by offering a variety of programmes which have the AFS learning objectives as an integral focus
- (i) Through its fundraising activities offer financial assistance so as to encourage participation from all sectors of New Zealand society.
- (j) To engage in research which builds on and enhances the knowledge and attributes inherent in the AFS intercultural learning experience.
- (k) To enhance the mechanisms needed to deliver and service the needs of all stakeholders at all levels within AFS New Zealand.
- (l) To act as a responsible AFS Partner country which accepts its collective responsibilities and works to fulfil the principles agreed upon in the AFS International "Articles of Partnership".
- (m) To meet the AFS International quality standards and guidelines.
- (n) To encourage on-going involvement of our alumni.

(2) Powers

- (a) To represent and act for members in matters in which they have an interest in terms of the objects of the Society.

- (b) To edit, print, publish, issue and circulate such publications and implement any electronic systems, as the Board considers fit for the promotion of its objects.
- (c) To purchase, lease, improve or otherwise acquire or dispose of any real or personal property that the Board considers is necessary or desirable.
- (d) To employ staff and agents according to policies determined by the Board.
- (e) To raise funds by any means including borrowing and the giving of such security as the Board considers is necessary and desirable.
- (f) To promote the objects of the Society and do all such lawful acts and things as incidental or conducive to the attainment of the above objects as the Board thinks fit provided that:
 - (i) nothing expressed or implied in this Constitution or any rules of the Society shall permit its activities to be carried out for private or pecuniary profit of any individual or group;
 - (ii) the Society shall be and shall remain a charitable body established and conducted for charitable purposes as defined in the Income Tax Act 1994.
- (g) To provide information, support and resources to its members.
- (h) To make bylaws which, from time to time, be printed in a schedule and shall form part of this Constitution.
- (i) To do whatever the Board considers necessary or desirable to achieve or promote the objects of the Society.
- (j) To act within the laws of New Zealand.
- (k) To enter into guarantees and/or indemnities in favour of any person or organisation where that is determined by the Board to be incidental or conducive to the attainment of the above objects.

4. **REGISTERED OFFICE**

The registered office of the Society shall be at a location to be determined by the Society's Board.

5. **MEMBERSHIP**

(1) There shall be three categories of membership of the Society:

- (a) **Ordinary members**, who may be any individuals or incorporated bodies who apply to a Chapter committee, which may, after obtaining relevant information, admit the applicant as a member.
 - (i) A Chapter committee can consider an application for membership of the Society only when a Chapter subscription fee accompanies it, or the Chapter pays the national membership fee on behalf of the applicant.
 - (ii) A Chapter committee may admit to membership on one application two or more persons belonging to the same family.
 - (iii) A member may transfer from one Chapter to another by giving written notice of transfer to the Chapter Secretary of each relevant Chapter.
 - (iv) Each Chapter shall maintain a register of current financial members showing name, address and date of becoming a member.
- (b) **Associate members**, who may be any individuals or incorporated bodies, including in particular schools, alumni, AFS staff and others who choose not to, have active association with a chapter, who apply through the Board to the Society, which may after obtaining relevant information and on receipt of the national membership fee, admit the applicant as an associate member.

- (c) **Life members**, being individuals who have given special service to the Society and may be elected by resolution of the Council according to AFS New Zealand policy. A life member cannot be required to pay any national membership fee or any other fees whatsoever to the Society in respect of his/her membership of the Society however shall have voting rights at the Annual General Council meeting. No other privileges or rights can be conferred by this Constitution on life members other than those that are expressly provided herein. In addition, any New Zealand volunteer who has been awarded the Galatti award shall be automatically granted national life membership of AFS New Zealand.”
- (2) Termination of membership:
 - (a) An ordinary member may resign at any time by giving written notice to the Chapter Secretary of the relevant Chapter.
 - (b) An associate member or a life member may resign by giving written notice to the Secretary of the Society.
 - (c) If an ordinary or associate member fails to pay the national membership fee within the prior twelve months, their membership may be cancelled by the Board.
 - (d) The Board may expel a member when it is satisfied the member has, by act or omission, brought the Society into disrepute or has failed to abide by the rules of the Society.
- (3) Only financial members shall be members of the Society for the purposes of any formal proceedings of the Society.

6. **STRUCTURE OF THE SOCIETY**

(1) **Chapters**

- (a) Five or more people, who need not be members, may apply in writing to the Board to establish a Chapter and the Board may, after obtaining relevant information, consent to the establishment of the Chapter.
- (b) If a Chapter exists within a reasonable distance of the place proposed for a Chapter, the Board will only consent to the establishment of that Chapter if, in the opinion of the Board, it is in the interests of the Society to do so.
- (c) If anyone applying to establish a Chapter is not a member, the Board may nevertheless consider the application and may approve the Chapter but it shall not become a Chapter of the Society until at least five (5) proposed members have each paid their chapter subscription fee.
- (d) Chapters existing at the date of the adoption of this Constitution are set out in the 1st schedule.
- (e) The function of every Chapter is to further the objects of the Society.
- (f) Every Chapter shall be accountable to the Council through the Board as the Council's representatives.
- (g) Those members who have paid the national membership fee shall elect a Committee which may consist of a President, a Vice-President, a Chapter Secretary, a Treasurer, and such other number of persons as determined. A member may hold the offices of both Chapter Secretary and Treasurer of the Chapter.
- (h) Only financial members may hold office on the Chapter Committee.
- (i) The Chapter Committee is responsible for the conduct and the activity of the Chapter.
- (j) The rules governing the conduct of meetings of the Board shall, with necessary modifications, apply to meetings of Chapter Committees.
- (k) Chapters must hold an annual general meeting of their members. The meeting must be convened in accordance with this Constitution, and must include in its business:

- (i) The Annual General Meeting of the Chapter must be held no later than the 8 March.
- (ii) Notification to the Chapter a minimum of 14 days before the AGM.
- (iii) The business of the AGM is:
 - The consideration and adoption (with or without amendments) of the previous year's minutes.
 - The adoption of the Annual Financial Accounts.
 - The adoption of the Annual President's Report.
 - The election of a President, Vice President, Treasurer, Chapter Secretary, and committee.
 - To fix the Chapter subscription fee for the following year.
 - Any proper general business.
 - Such other matters as may be notified in writing to Chapters by the Board from time to time.
- (l) All Financial Members of the Chapter are entitled to attend and vote at the meeting provided that in respect of family membership **each family shall have a maximum of two votes**. The rules governing the conduct of meetings of the Council shall, with necessary modification, apply to general meetings of a Chapter.
- (m) A Chapter must conduct its affairs in a proper and business-like manner. In particular, a Chapter must comply with all requests made of it by the Board and by the National Director and it must promptly attend to all correspondence.
- (n) If, in the opinion of the Board, any act or omission of any officer of a Chapter or of a Chapter Committee prejudices the welfare of the Society or damages the reputation of the Society, the Board may, after consultation with the President of the Chapter and/or Chapter Committee, according to the procedures established by the Board, remove from office the Chapter Committee or one or more of its officers and take whatever steps in its opinion are necessary to ensure the proper functioning of the Chapter, including the appointment of new officers and a new Committee who will hold office until the next general meeting of the Chapter.
- (o) By the 31 January following the end of the financial year every Chapter must provide to the Board a copy of its financial accounts for that year.
- (p) Every Chapter is entitled to one vote for every 25 financial members (or part thereof) and is to appoint one delegate, per vote entitlement, to meetings of the Council. Every delegate may present remits, vote, and participate in the business of the Council in accordance with this Constitution. Failure of a Chapter to be represented at any Council meeting may be regarded by the Board as being prejudicial to the welfare of the Society unless in the opinion of the Board there is good reason for that failure.
- (q) The travelling expenses for chapter delegates to any Council will be the responsibility of each chapter. However, the travelling cost associated with the first delegate for each chapter will be equalised amongst all chapters.
- (r) If a Chapter by resolution of its members, or by resolution of the Board, for failure of the Chapter to meet Constitutional obligations, is wound up, or for some other reason ceases to function, its assets shall pass to the control of the Board.

(2) *The Council of the Society*

- (a) The Council of the Society shall comprise the members of the Board and every Chapter delegate properly appointed under **clause 6(1)(p)** each of whom has a right to speak and to vote at meetings of the Council.

- (b) The National Director may attend meetings of the Council and shall have a right to speak but does not have the right to vote.

7. **MEETINGS OF THE COUNCIL**

- (1) An Annual General Meeting of the Society, otherwise referred to as "Council", must be held no later than **May 15th**.
- (2) The business of the Council is:
 - (a) To receive any apologies;
 - (b) To receive (with or with amendments) the minutes of the previous Council;
 - (c) To receive and consider the reports of the Officers and of the National Director;
 - (d) To receive and consider, and if thought fit adopt (with or without amendment), the audited accounts of the Society;
 - (e) To elect members to vacancies arising on the Board;
 - (f) To confer life membership according to AFS NZ policy;
 - (g) To approve the appointment of a Trustee to the AFS New Zealand Educational Trust in terms of the provisions of that Trust, as recommended by the AFS New Zealand Board;
 - (h) To fix the national membership fee, if any;
 - (i) To consider any remit properly brought before the Council;
 - (j) To consider and dispose of any motion or business properly brought before the Council;
 - (k) To approve the appointment of an auditor to the Society, as recommended by the AFS New Zealand Board;
 - (l) To set the time, date and place of the next Council and to identify the Chapter responsible for hosting the meeting;
 - (m) To receive any addresses.
- (3) Where practicable to do so, every Annual General Meeting of the Society shall follow the order of business set out in **clause 7(2)**.

8. **REMITTS FOR CONSIDERATION AT MEETINGS OF THE COUNCIL**

- (1) Any Chapter wishing to bring a remit before a meeting of the Council must not later than three months before the date of the next scheduled meeting of the Council; deliver to the Secretary a notice in writing containing the full text of the remit. The Board may extend the time for delivery of any remit except a remit seeking to amend this Constitution.
- (2) The Board must consider all remits before placing them before a meeting of the Council and may, with the prior approval of the relevant Chapter or Chapters, amend any remit, or amalgamate any two or more remits, with or without amendment.
- (3) The Board may place any remit of its own on the agenda of a meeting of the Council.

9. **AGENDA PAPER OF BUSINESS AT MEETING OF THE COUNCIL AND BUSINESS NOT ON AGENDA PAPER**

- (1) Not less than 28 days before a meeting of the Council the Secretary must provide to all Chapters an agenda paper stating:
 - (a) The date, time and place of the meeting;

- (b) The remits to be considered.
- (c) Financial statements and reports, regardless of whether they are audited or not at that time;

and, where practical, should also provide

- (d) The names of the person or persons who are to address the meeting and the subject of their address;
 - (e) Any other information the Board thinks necessary.
- (2) Any remit, except a remit seeking to amend this Constitution, may be brought before the Council and any address may be given to the Council, with the consent of three-quarters of those present and entitled to vote at the meeting.

10. SPECIAL MEETINGS OF THE COUNCIL

- (1) The Board must convene a special meeting of the Council by giving proper notice of such meeting.
- (2) The Board must, as soon as is practicable but subject to **clause 10(3)**, convene a special general meeting of the Council upon receipt by the Secretary of a written request for such a meeting signed by at least ten (10) members giving the reason or reasons for the request.
- (3) At least 28 days' notice in writing of the time and place fixed for any special meeting of the Council, and of the matters to be considered at the meeting, must be given by the Secretary to each Chapter.

11. PROCEDURE AT MEETINGS OF THE COUNCIL

- (1) The quorum for a meeting of the Council shall be half of those people entitled to attend the meeting and vote, whether present in person or proxy.
- (2) The Chairperson, or in his/her absence the Vice-Chairperson, shall take the Chair at every meeting of the Council. If neither the Chairperson nor the Vice-Chairperson is present then the meeting shall elect any person entitled to vote as acting Chairperson.
- (3) Every remit properly before a meeting of the Council must be proposed and seconded by a person entitled to vote. If there is no seconder for a remit it lapses.
- (4) If a remit is proposed and seconded, the Chairperson must submit the remit to the meeting. The mover is entitled to speak in support of the remit both at the commencement and at the conclusion of any debate. The seconder of the remit is entitled to speak in support. Every other person entitled to or granted the right to speak may speak only once to any remit properly before the meeting.
- (5) All debate must be directed through the Chair.
- (6) The Chairperson is entitled to speak to every motion, but must vacate the chair before doing so and the Vice-Chairperson, or in his/her absence a person nominated by the meeting, shall thereupon take the chair. Having spoken, the Chairperson shall immediately resume the chair.
- (7) Every remit properly before the Council shall be decided in the first instance by the Chairperson on the voices. If after any remit has been put the Chairperson considers it desirable, or any person entitled to vote demands, that the question be decided by a show of hands, a show of hands must be taken on the remit and the Chairperson shall declare the result accordingly.
- (8) A simple majority of those persons entitled to vote, whether present in person or proxy, shall determine the result of all remits except a remit to change this Constitution which shall be passed only by a two thirds majority of those persons evidenced by a show of hands.

- (9) Any Chapter delegate entitled to attend and vote at a meeting of the Council, who is unable to attend that meeting, may appoint any other delegate who is present at that meeting to act as the absent delegate's proxy, provided that the absent delegate must give the Secretary notice of that appointment in writing at least 48 hours before the relevant meeting.

12. THE BOARD

- (1) The members of the Board shall be Financial Members of the Society. The Board shall consist of four (4) members who shall be elected at the Annual General Meeting of the Society plus up to three (3) members who shall be appointed by the Board.
- (2) The Chairperson and Vice-Chairperson shall be elected annually by the Board at its first meeting following the Annual General Meeting of the Society.
- (3) Nominations for elected members of the Board shall be submitted with the support of two Financial Members of the Society and must be in the hands of the Secretary no later than 1 March. Not less than twenty-eight days before the relevant meeting of the Council, the Secretary shall in writing notify Chapters and other Financial Members of the names of members who have been nominated to be elected to the Board.
- (4) Members of the Board, other than the Chairperson, shall be elected for a period of two years.
- (5) Elected members of the Board shall have staggered terms with two (2) positions falling vacant each year.
- (6) The Board shall have the power to co-opt members to the Board to hold office until the next Annual General Meeting of the Society to meet the need for any additional skills or expertise or redress any anomalies provided the maximum number of members of the Board does not exceed seven (7).
- (7) A member shall be barred from holding office or serving on the Society's Board if s/he:
 - (a) ceases to be a member of the Society;
 - (b) resigns by notice in writing to the Secretary;
 - (c) fails to attend, without prior consent of the Board, three consecutive ordinary meetings to which they have been duly summoned;
 - (d) is declared bankrupt or insolvent or makes any assignments for the benefit of creditors;
 - (e) becomes of unsound mind;
 - (f) is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders him/her unfit to hold office or to be a Board member.

These provisions shall also apply to the Society's Chapters.

- (8) Where a vacancy for an elected position on the Board arises under **clause 12(7)**, and during the first year of a two-year term, the Board shall appoint for the remainder of the term the highest-polling unsuccessful candidate from the last Board elections.
- (9) The Board shall have the power to manage the affairs of the Society subject to this Constitution and policies established from time to time at meetings of the Council.
- (10) The Board shall have the power to control the funds of the Society and to deposit them from time to time in any bank carrying on business in Wellington or elsewhere, either on current account or fixed deposit, or on both, and to invest all or part of them from time to time as it considers appropriate.
- (11) The Board shall be responsible for the accuracy of the financial records of the Society and those pertaining to the finances of the Chapters. The National Director shall keep the Board properly informed in regard to the state of the funds it administers, and the financial transactions for which it is responsible. The financial accounts shall be audited by an

accountant who shall be a member of the Institute of Chartered Accountants.. Copies of the audited annual accounts shall be supplied to each Chapter and/or Council members, and to the Registrar of Incorporated Societies.

- (12) The Board shall be responsible for the administration of the Chapters and shall keep each Chapter properly informed of the affairs of the Society. Board decisions and Policy Statements shall be communicated by medium of the AFS National Newsletter, unless such information is of sufficient importance, in the opinion of the Board, to warrant earlier dissemination, then it shall be sent in a manner determined by the Board.
- (13) Upon receipt of any request or correspondence from a Chapter, the Board shall consider such request or correspondence at its next meeting, and shall inform the Chapter of the decision or action arrived at, or taken.
- (14) The Board shall work in close association with AFS International, and with the National Director, and make such suggestions and other decisions as it considers appropriate in pursuance of the objects of this Constitution.
- (15) The Board may establish committees for any purpose and appoint members thereto and establish the terms of reference thereof. It may appoint persons with special interest and/or qualifications (not being members of the Society) to serve on any committee upon such conditions as it may determine.
- (16) The Board shall procure a Common Seal, which shall be used only in accordance with **clause 18** hereof.
- (17) The Board must meet not less than once quarterly to consider the affairs of the Society, and to attend to the business of the Society. It must permit observers the right to attend and speak.
- (18) Unless otherwise expressly advised by the Secretary, meetings of the Board shall be held in the National Office of the Society.
- (19) Meetings of the Board shall be called by the Secretary, who in writing must give not less than seven (7) days notice of the meeting, and the matters to be considered at the meeting, to the members of the Board and every Chapter. The Board may meet at any time to consider such special business as in its view requires immediate attention, and in such case the Secretary shall be required to notify the members of the Board as are reasonably able to be notified.
- (20) The quorum at every meeting of the Board shall be four (4) members.
- (21) The Chairperson, or in the absence of the Chairperson the Vice-Chairperson, shall preside at all meetings of the Board and, in the absence of the Chairperson and Vice-Chairperson, the Board shall elect one of its number to act as Chairperson.
- (22) In the event of an equality of votes the Chairperson shall have a second or casting vote.
- (23) The Board must keep minutes of its meetings, in accordance with **clause 16**.
- (24) The office of Secretary shall be held by the National Director who shall be appointed by the Board as a salaried employee. The National Director may delegate any of those responsibilities of Secretary, as specified in the Constitution, with approval of the Board.
- (25) With necessary modification, the rules governing the procedure for meetings of the Council shall apply to meetings of the Board.

13. **FINANCIAL YEAR**

The financial year of the Society shall commence on the first day of January and end on the thirty-first day of December next following.

14. SUBSCRIPTIONS

- (1) Each Chapter shall determine its Chapter subscription fee and is responsible for its collection.
- (2) An annual national membership fee shall be fixed by the Council and each Chapter is responsible for collecting any national membership fee so fixed.
- (3) By **30 November** the Treasurer of each Chapter shall forward to AFS National Office a list setting out the names and addresses of financial members for the current financial year.

By **30 November** each Chapter shall remit to AFS National Office the national membership fee for the current financial year as determined in **clause 14(2)**.

- (4) The delegates appointed by a Chapter which has not complied with **clause 14(3)** shall not have the right to vote on any matter at the Annual Meeting of the Society.

15. CONTROL OF FUNDS AND INVESTMENT

- (1) All monies received by the Board and by any Chapter form part of the funds of the Society and must be banked at such bank or banks as may be approved by the Board or the relevant Chapter.
- (2) The funds of each individual Chapter not immediately required for carrying out the objectives of the Society may be invested upon fixed deposit at any bank, or upon Government's securities in New Zealand, and the Officers of the particular Chapter shall have the power to invest the Chapter funds as they see fit in accordance with this clause. Any investment other than those described above shall require the prior written approval of the Board.
- (3) All expenditure and income of the Board and the Chapters shall be recorded in an appropriate manner and, in particular, Treasurers of Chapters shall be bound to follow the accounting guidelines which are laid down by the Board and which have been duly incorporated into the bylaws of the Society.
- (4) Signatories to cheques drawn on the Society's funds shall be:
 - (a) In the case of the Board such signatories as the Board by resolution approves; and
 - (b) In the case of Chapters, two signatures are required on every account, and one of these shall be the Chapter President, Chapter Secretary, or Treasurer. Both the National Director and Board Chairperson shall be signatories to all Chapter accounts.

16. RECORDS OF COUNCIL AND BOARD MEETINGS

- (1) The Secretary shall keep a minute book in which must be recorded all the transactions and decisions of all meetings of the Council.
- (2) The Secretary shall keep a minute book in which shall be recorded all the transactions and decisions of all meetings of the Board.
- (3) In respect of each such meeting the Secretary shall record in the appropriate minute book:
 - (a) The nature of the meeting;
 - (b) The date, time, and place of the meeting;
 - (c) The names of those members present and of the member in the Chair;
 - (d) The names of those members who have tendered an apology for absence;
 - (e) The fact of the confirmation (with or without amendment) of any minutes;
 - (f) The text of every matter and amendment to any matter duly moved and seconded;
 - (g) In respect of every such matter and amendment

- (i) Whether it was carried or lost; and
 - (ii) The name of any member who has expressly desired that their dissent be recorded;
 - (h) The fact and details of any adjournment;
 - (i) Any notice of motion given;
 - (j) Relevant details of every notice, resignation, report, letter, or any document received;
 - (k) Any other matters that should be recorded in the minutes of any meeting.
- (4) It shall be the duty of the Secretary to see that the minutes of every meeting are duly confirmed (with or without amendment) by the next meeting, and as so confirmed are signed as correct by the Chairperson of that meeting.
- (5) The foregoing provisions shall, with necessary modification, apply to meetings of the Board and every Chapter.
- (6) At any Council or Board meeting the Secretary may engage the services of a minute secretary to duly record the minutes in accordance with this clause and may, on behalf of the Society, pay reasonable remuneration to the minute secretary for the services so provided.

17. NATIONAL DIRECTOR

- (1) The National Director shall be employed pursuant to an Employment Contract with the Society.
- (2) The National Director's duties shall be the administration of all programmes adopted by the Society, and the administration of the National Office of the Society.
- (3) The National Director may attend meetings of the Council, the Board, and any Chapter, and any Committees of these, and must attend any meeting when requested by the Board to do so. The National Director has the right to speak at any meeting attended but does not have a right to propose any remit or to vote.
- (4) The National Director may be a member of the Society but, subject to **clause 12(24)**, shall not hold any office in the Society.

18. COMMON SEAL

- (1) The Common Seal of the Society procured by the Board shall be kept by the Secretary.
- (2) The Common Seal shall not be affixed to any document, instrument, deed, writing paper, or other thing unless a resolution to that effect has been passed by the Board.
- (3) The Common Seal will be affixed in the presence of the Chairperson or, in his/her absence the Vice-Chairperson, or National Director, and one other Board member, both of whom shall sign such document, instrument, deed, writing paper, or other thing.

19. POWER TO MAKE BYLAWS

The Council, on the recommendation of the Board, by majority vote, whether present in person or by proxy, may make bylaws. These bylaws shall be made available on request to any members. No bylaw that is inconsistent with this Constitution shall have any effect.

20. NO PRIVATE PECUNIARY PROFIT OF ANY INDIVIDUAL

Nothing herein contained shall permit the conduct of the trusts hereof for the private pecuniary profit of any individual PROVIDED THAT:

- (1) The Board may employ or engage executive and support staff, independent contractors and professions, agents, and trades people and from time to time dismiss, suspend or re-employ such employees, contractors or agents and pay them in return for their services, salaries, wages, allowances or fees or provide for their accommodation, workplace, transport and other facilities for the carrying out of their work PROVIDED THAT no Member, Officer or Board Member or such other person referred to in Section C (1)(e) of the Income Tax Act 1994 or any subsequent amendments shall receive any benefit under this clause except to the extent that such benefit is in consideration of public professional services to the Society to the extent permitted by law PROVIDED FURTHER HOWEVER and notwithstanding the first proviso nothing herein shall prevent the payment of proper and reasonable remuneration to a Member, Officer or Board Member or a person associated with a Member, Officer or Board Member as defined by the Income Tax Act for services actually rendered to the Society by that Officer or Board Member or that associated person if that Trustee or that associated person is not able, and is not entitled, to directly or indirectly determine or materially influence in any way the determination of the nature or amount of that remuneration or other income or benefit received or able to be received by that Member, Officer or Board Member or that associated person, or the circumstances in which it is to be received or gained, AND IT IS HEREBY DECLARED that notwithstanding anything herein no Member, Officer or Board Member shall be permitted to be a party to any decision or determination affecting any remuneration or benefit payable, or able to be paid, or afforded under this sub clause to himself or herself or any person associated to himself or herself.
- (2) The income and property of the Trust from whatever source derived shall be applied solely within New Zealand towards the promotion of the purposes of the Society as set forth in these presents and except as herein before provided no portion thereof shall be paid or transferred directly or indirectly by way of profit, income or benefit to the members of the Society or any person referred to in the applicable section of the Income Tax Act or any subsequent amendments to the said Act and section PROVIDED HOWEVER that nothing herein shall prevent the payment or provision of any income or benefit pursuant to the charitable purposes hereof to any person who is a member, Officer or Board Member of the Society or is an associated person to a member, Officer or Board Member of the Society (associated person being as defined by the Income Tax Act) where that member, Officer or Board Member or associated person is not able and not entitled to determine or to materially influence in any way the determination or the nature of the amount of that benefit or take advantage of that income or the circumstances in which it is or is to be so received or gained, AND IT IS HEREBY DECLARED that notwithstanding anything herein stated no member, officer or board member shall be entitled nor permitted to be a party to any decision or determination affecting any income or benefit payable or afforded under this clause to himself or herself or any other person associated to himself or herself.

21. **WINDING UP**

The Society shall be wound up in accordance with Section 24 of the Incorporated Societies Act 1908.

The net funds and property of the Society on any winding up shall be transferred to, and shall vest in, the Trustees of the AFS Educational Trust, duly incorporated under the Charitable Trust Act 1957.

In the event of the AFS Educational Trust not existing at the time of winding-up, any surplus assets shall be transferred, as the Council may at the time decide, to any other organisation with similar charitable objects.

22. **ALTERATIONS TO THE CONSTITUTION**

- (1) This Constitution may be amended from time to time at any meeting of the Council in respect of which proper notice is given under **clause 8(1)** and **clause 9** or **clause 10**, and where the resolution in respect of which is properly carried under **clause 11(8)**.

- (2) No amendments may be made to this Constitution in relation to the objects of the Society or provisions therein contained relating to winding-up of the Society that may derogate from the charitable status of the Society.
- (3) The Secretary shall advise the Registrar of Incorporated Societies of any changes to the Constitution.

1st Schedule

List of Chapters as at 16 May 2015

Auckland East
Central Plateau
Christchurch Pegasus
Eastern Bay of Plenty
Wellington
King Country
Waikato
North Shore
Otago

Pasifika Porirua
South Auckland Counties
South Canterbury
Taranaki
Taranaki Central South
Tauranga
Thames Valley
Waitakere
Waitaki