

**AFS Intercultural Programmes**  
**New Zealand Incorporated**  
**Constitution**

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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.

“Alumni” means people who have participated and/or contributed to any AFS programme in the past.

“Board” means the Board of the Society elected or appointed in accordance with clause 12 Also referred to as the Governance Team.

“Chairperson” means the Chairperson of the Board.

“Financial Year” means the financial year of the Society.

“Local Team” means a group of volunteers within a defined geographic area working together as a team to achieve AFS purpose in their local community.

“Local Team Handbook” means the policies and procedures established from time to time by the Board, outlining the rules Local Teams must operate within

“Member” means an ordinary or life member who has agreed to be a Member and met the conditions of membership for the current financial year.

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

“National Team”: means the team of employed staff working for the National Director, whom may be located in multiple locations.

“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.

“Policy” means any policy, procedure or guidelines that in the opinion of the Board is necessary or desirable to provide for the proper administration of the Society.

“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.

“Secretary” means Secretary of the Society.

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

“Volunteer” means a person who provides a service to AFS of their own free will and without monetary rewards.

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.

### **3. OBJECTS AND POWERS**

#### **1) Objects**

To assist people to develop the knowledge, skills and understanding needed to create a more just and peaceful world.

- a) 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.
- b) To promote through our activities the AFS core values of dignity, respect, harmony, sensitivity and tolerance.
- c) To acknowledge, support and empower volunteers by providing opportunities for professional and personal development, and through recognition of their service and commitment.

- d) To provide all stakeholders with learning opportunities which enhance lifelong personal growth.
- e) 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.
- f) To adhere to the principles of the Treaty of Waitangi.
- g) To encourage diversity by offering a variety of programmes which have the AFS learning objectives as an integral focus
- h) Through its fundraising activities offer financial assistance that enables participation from all sectors of New Zealand society.
- i) To engage in research which builds on and enhances the knowledge and attributes inherent in the AFS intercultural learning experience.
- j) To enhance the mechanisms needed to deliver and service the needs of all stakeholders at all levels within AFS New Zealand.
- k) 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".
- l) To meet the AFS International quality standards and guidelines.
- m) 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:  
 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;  
 the Society shall be and shall remain a charitable body established and conducted for charitable purposes as defined in the Charities Act.
- g) To provide information, support and resources to its members.  
 To do whatever the Board considers necessary or desirable to achieve or promote the objects of the Society.
- h) To act within the laws of New Zealand.
- i) 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 two categories of membership of the Society:
  - a) **Ordinary members**, who may be any individuals or incorporated bodies who apply to be a member and meet the conditions of membership.
  - b) **Life members**, being individuals who have given special service to the Society and may be elected by resolution of the Board according to 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 General Meetings of the Society. 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 Society. If an ordinary member fails to renew their annual membership at the annual membership renewal and pay any required fee, their membership will be cancelled by the Board.
  - b) 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) Record of membership:
  - a) The Society shall maintain a register of members and the date they became a member.
  - b) At each annual review date of membership, members will be requested to confirm their contact details.
  - c) Any member may request access to their member records and will be provided with all information held in relation to their membership.

## 6. STRUCTURE OF THE SOCIETY

- 1) Local Teams

- a) The Society deeply values and relies on the support of people living in communities around the country to support the activities of the Society. Local Teams provide a formal structure for volunteers to connect and help deliver AFS activities in their local community.
- b) The Board will ensure Local Teams are kept informed on all key Board decisions and matters of interest to the Local Teams.
- c) The roles, responsibilities and rules for forming and disestablishing a Local Team are outlined in the Local Team Handbook.
- d) **Obligations:** each member of a Local Team acknowledges and agrees that:
  - (i) this Constitution constitutes an expression of good faith between them and between Local Teams and the Society;
  - (ii) they are bound by and shall comply with the terms of this constitution and any policies approved by the Board, including the AFS Local Team Handbook;
  - (iii) they shall co-operate with the Board and all other Local Teams and the National Team in pursuit of their shared objects as set out in clause 3.1 (Objects);
  - (iv) they will only use or allow to be used the Intellectual Property as agreed with the National Team; and
  - (v) they will not do or permit to be done any act that might adversely affect or derogate from the standards, quality and reputation of the Society.

## 7. ANNUAL GENERAL MEETING

- 1) An Annual General Meeting of the Society must be held no later than end of May each year.
- 2) The business of the Annual General Meeting is:
  - a) To receive any apologies;
  - b) To receive (with or with amendments) the minutes of the previous Annual General Meeting;
  - 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 confirm election of elected Board;
  - f) 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;
  - g) To consider any remit properly brought before the Annual General Meeting;
  - h) To consider and dispose of any motion or business properly brought before the Annual General Meeting;
- 3) Where practicable to do so, every Annual General Meeting of the Society shall follow the order of business set out in clause 6(2).

## 8. REMITS FOR CONSIDERATION AT THE ANNUAL GENERAL MEETING

- 1) Any Member wishing to bring a remit before the Annual General Meeting must not later than three months before the date of the next scheduled Annual General Meeting; deliver to the Board 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 the meeting and may, with the prior approval of the relevant Member or Members, 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 the Annual General Meeting.

## **9. AGENDA PAPER OF BUSINESS AT ANNUAL GENERAL MEETING AND BUSINESS NOT ON AGENDA**

- 1) Not less than 28 days before the Annual General Meeting the Secretary must provide all Members an agenda 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 Annual General Meeting and any address may be given to the Annual General Meeting, with the consent of three-quarters of those present and entitled to vote at the meeting.

## **10. SPECIAL GENERAL MEETINGS**

- 1) The Board may convene a Special General Meeting by giving proper notice of such meeting at any time.
- 2) The Board must, as soon as is practicable but subject to clause 10(1), convene a Special General Meeting 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 General Meeting, and of the matters to be considered at the meeting, must be given by the Secretary to every Member.

## **11. PROCEDURE AT GENERAL MEETINGS**

- 1) The quorum for a General Meeting shall be not less than 15 Members, whether present in person or having submitted a proxy.
- 2) The Chairperson, or in his/her absence the Vice-Chairperson, shall take the Chair at every meeting. 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 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 meeting 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.

## 12. THE BOARD

- 1) The Board consists of up to seven [7] people. Four [4] people shall be elected by the Society's Members and up to three [3] people shall be appointed by the Board.
- 2) Anyone can consider standing for a position on the Board. To qualify for nomination a potential Board member must:
  - (a) Not be a staff member of AFS, currently or in the past two years.
  - (b) Declare a personal commitment to the vision, purpose and guiding principles of AFS.
  - (c) Meet the Charities Act officer requirements.
  - (d) Declare a commitment to attend and participate in meetings.
  - (e) Agree to adhere to the Board member job description.
  - (f) Confirm they have the skills and competencies required.
  - (g) Not have any significant conflicts of interest that could jeopardise their ability to take part in decision-making.
- 3) The Board shall have an appointment policy for elected and appointed Board members.
- 4) A person shall be barred from holding office or serving on the Society's Board if s/he:
  - a) resigns by notice in writing to the Secretary;
  - b) fails to attend, without prior consent of the Board, three consecutive ordinary meetings to which they have been duly summoned;
  - c) is declared bankrupt or insolvent or makes any assignments for the benefit of creditors;
  - d) becomes of unsound mind;
  - e) 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.
- 5) The Chairperson and Vice-Chairperson shall be elected annually by the Board at its first meeting following the Annual Meeting of the Society from amongst themselves.
- 6) Members of the Board both appointed and elected, shall be appointed for a period of three years and may stand for two additional terms of three years.

- 7) The Board shall have the power to co-opt members to the Board to hold office until the next election cycle 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.
- 8) Where a vacancy for an elected position on the Board arises under clause 12(3), 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.

### **13. POWERS AND RESPONSIBILITIES OF BOARD**

- 1) The Board shall have the power to manage the affairs of the Society in accordance with this Constitution and may set policies to further clarify the rules of the Society, provided they do not contravene this Constitution.
- 2) 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 New Zealand 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.
- 3) The Board shall be responsible for the accuracy of the financial records of the Society. The National Director shall keep the Board properly informed 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 made available to all Members, and lodged as required by relevant legislation.
- 4) 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.
- 5) 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.
- 6) The Board shall procure a Common Seal, which shall be used only in accordance with clause 20 hereof.

### **14. MEETINGS OF THE BOARD**

- 1) 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.
- 2) Unless otherwise expressly advised by the Secretary, meetings of the Board shall be held in the National Office of the Society.
- 3) 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.
- 4) The quorum at every meeting of the Board shall be four (4) members.
- 5) 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.

- 6) In the event of an equality of votes the Chairperson shall have a second or casting vote.
- 7) The Board must keep minutes of its meetings, in accordance with clause 18.
- 8) The office of Secretary shall not be held by a Board member, it 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.
- 9) With necessary modification, the rules governing the procedure for Annual Meetings shall apply to meetings of the Board.

## **15. FINANCIAL YEAR**

- 1) 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.

## **16. MEMBERSHIP FEE**

- 1) An annual membership fee shall be fixed by the Board and the Secretary shall be responsible for collecting the membership fees.
- 2) The Secretary shall maintain a list setting out the names and addresses of members for the current financial year.
- 3) Members entitled to vote must have confirmed their membership and paid their membership fee 30 days prior to the vote taking place.

## **17. CONTROL OF FUNDS AND INVESTMENT**

- 1) All monies received by the Society form part of the funds of the Society and must be banked at such bank or banks as may be approved by the Board
- 2) All expenditure and income of the Society shall be recorded in an appropriate manner.
- 3) The Board will approve by resolution any signatories to the Society's funds.

## **18. RECORDS OF MEETINGS**

- 1) The Secretary shall keep an electronic record of minutes which must record all the transactions and decisions of all General Meetings and meetings of the Board.
- 2) In respect of each such meeting the Secretary shall record in the electronic minutes
  - 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.
- 3) It shall be the duty of the Secretary to see that the minutes of every meeting are duly confirmed (with or without amendment) at the next meeting.
  - 4) At any General 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.

## **19. 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 Members, the Board, 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 or any staff member of the National Team may not be a member of the Society and, subject to clause 14(8), shall not hold any office in the Society.

## **20. 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.

## **21. NO PRIVATE PECUNIARY PROFIT OF ANY INDIVIDUAL**

No private pecuniary profit shall be made by any Member of the Society, and no portion of the Society's Funds shall be paid or transferred directly or indirectly to any Member, or to any person Associated with a Member, except that:

- 1) Payments may be made to a Member, or a person Associated with a Member, for goods or services provided to the Society, provided that those goods or services advance the objects of the Society and the payment is reasonable and commensurate with payments that would be made between unrelated parties;
- 2) A Board member may be reimbursed, on production of receipts, for reasonable travelling, accommodation and other expenses properly incurred by the Board member in the course of performing duties or exercising powers as a Board member.

## 22. WINDING UP

- 1) The Society shall be wound up in accordance with Section 24 of the Incorporated Societies Act 1908.
- 2) 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.
- 3) In the event of the AFS Educational Trust not existing at the time of winding-up, any surplus assets shall be transferred, as the Board may at the time decide, to any other organisation with similar charitable objects.

## 23. ALTERATIONS TO THE CONSTITUTION

- 1) This Constitution may be amended from time to time at any General Meeting in respect of which proper notice is given under **clause 9(2) and clause 10(3)**, 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 and Charities Registrar of any changes to the Constitution.

## 24. DISPUTES

- 1) Where any dispute arises in relation to the interpretation or operation of any power or discretion contained in this Constitution or in relation to the exercise of any power or discretion conferred on any party under this Constitution, the Board will first attempt to resolve the matter by good faith negotiation following the disputes resolution policy of the Society.
- 2) In the event resolution is not reached by negotiation, the Board will refer the matter to third party dispute resolution, in the most cost-effective manner available.

## 25. CONFLICT OF INTEREST

- 1) A member who is Interested in a transaction entered into, or to be entered into, by the Board must declare the nature of the Interest. The Interested member must not take part in deliberations or proceedings, including decision-making, in relation to the transaction in respect of which they are Interested.
- 2) The member must not be counted in the quorum required for decision-making on the matter in which they are Interested.