

Constitution of

Te Utu Tika Hei Oranga i Aotearoa –

Basic Income New Zealand (Incorporated)

2022

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Constitution of

Te Utu Tika Hei Oranga i Aotearoa –

Basic Income New Zealand (Incorporated)

The Society

1.0 Name

- 1.1 The name of the Society is:
Te Utu Tika Hei Oranga i Aotearoa – Basic Income New Zealand (Incorporated)
("the Society").
- 1.2 The Society is constituted by resolution dated 13 June 2015.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 17 Allen Terrace, Tawa, Wellington.

3.0 Purposes of Society

- 3.1 The purposes of the Society are to:
- (a) Establish a Basic Income in New Zealand, i.e. an income unconditionally granted to all on an individual basis, without means test or work requirement.
 - (b) Conduct, promote, and disseminate research on Basic Income.
 - (c) Promote informed public discussion on this topic.
 - (d) Serve as a link between individuals and groups committed to, or interested in, the establishment of a Basic Income in New Zealand.
 - (e) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

Management of the Society

4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee"), comprising the following officers:
- (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer; and
 - (d) Such other positions as the Society shall decide are to be officer positions; and such other committee members as the Society shall decide.
- 4.2 Only Full Members of the Society may be Committee Members. [see 11.3 and 27.1 (e)]
- 4.3 There shall be a minimum of six Committee Members including the officers.

5.0 Appointment of Committee Members

5.1 At a Society Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;
- (b) Who shall be the President, Secretary, and Treasurer, or other officer;
- (c) Whether any Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member ("the Term").

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) They cease to be Full Members of the Society.
- (d) Their position is declared vacant [see 7.5].
- (e) Their Term expires [see 5.1 (d)].

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all documents and property that belong to the Society.

7.0 Nomination of Committee Members

7.1 Nominations for Officers of the Committee shall be open at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Full Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the tenth day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election. [See also 21.4 (c) (ii)]

7.2 If no written nomination for an Officer position is received as set out in 7.1 the Chair of the Annual General Meeting may accept nominations from the floor.

7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Full Member of the Society to fill that vacancy until the next Annual General Meeting.

7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant. [see 6.1 (d)]

8.0 Role of the Committee

- 8.1 Subject to the Constitution of the Society (“the Constitution”), the role of the Committee is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - (c) Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Ensure that the Society remains financially viable and is managed in a fiscally responsible manner;
 - (e) Set accounting policies in line with generally accepted accounting practice;
 - (f) Delegate responsibility and co-opt members where necessary
 - (g) Ensure that all Members follow the Constitution and Rules of the Society;
 - (h) Decide how a person becomes a Member, and how a person stops being a Member;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership fees, including subscriptions and levies;
 - (k) Make Rules [see 25.1].
- 8.2 The Committee has all of the powers of the Society, unless the Committee’s power is limited by the Constitution, or by a majority decision of the Society.
- 8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 8.4 Decisions of the Committee bind the Society, unless the Committee’s power is limited by the Constitution or by a majority decision of the Society.

9.0 Roles of Committee Officers

- 9.1 The President is responsible for:
- (a) Ensuring that the Constitution is followed;
 - (b) Convening Meetings of the Committee;
 - (c) Setting the time and dates for Committee and Society Meetings and the agenda for these Meetings;
 - (d) Chairing Meetings, establishing whether or not a quorum is present [see 10.2], deciding who may speak and when, except as provided for by 10.3 and 21.7 when the person chairing the meeting will make these decisions;
 - (e) Overseeing the operation of the Society;
 - (f) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any Constitution changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained [see 8.1 (c), 8.1 (d) & 8.1 (e)];
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies [see 8.1 (c), 8.1 (d), 8.1 (e) & 20.1].
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

10.0 Committee Meetings

- 10.1 Committee meetings may be held at a physical address or via video or telephone conference, or other formats as the Committee may decide;
- 10.2 No Committee Meeting may be held unless more than half of the Committee Members attend as allowed in 10.1 [see 4.3 & 9.1(d)];
- 10.3 The President shall chair Committee Meetings, or if the President is absent or unwilling to chair the meeting, the Committee shall elect a Committee Member to chair that meeting [see 9.1 (d)];
- 10.4 Decisions of the Committee shall be by majority vote;
- 10.5 The person who is the Chair of the meeting has a casting vote, that is, a second vote;
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;
- 10.7 The Committee may regulate its own practices subject to this Constitution;
- 10.8 The Chair shall adjourn the meeting if necessary.
- 10.9 Adjourned Committee Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting may be dissolved, or shall stand adjourned to a day, time, and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.

Society membership

11.0 Types of Members

- 11.1 Membership may comprise different classes of membership as decided by the Society.
- 11.2 Members have the rights and responsibilities set out in this Constitution.
- 11.3 Only Full Members shall have the right to vote at Society Meetings or to be Committee Members or Officers and vote at Committee Meetings. [see 4.2 and 27.1 (e)]

12.0 Admission of Members

- 12.1 To become a Member, a person (“the Applicant”) must complete an application form, if the Constitution, Rules or Committee requires this.
- 12.2 The Committee may allow on line applications in a form required by the Committee.
- 12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member and that decision shall be final. [See also 17.1]

13.0 The Register of Members

- 13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, postal addresses, email addresses, and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Full Members shall have reasonable access to contact details of the Committee members.

14.0 Cessation of Membership

- 14.1 Any Member may resign by giving written notice to the Secretary.
- 14.2 Membership may be terminated in the following way:
 - (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society [see also 8.4 & 25.1], the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
 - (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
 - (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.
 - (b) 14 days after the Member received the Committee’s Notice, the Committee may

in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them.
- (d) When the Member is heard at a Society Meeting, Full Members of the Society may question the Member and the Committee Members.
- (e) Full Members of the Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

15.0 Obligations of Members

- 15.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 15.2 No person shall take action in the name of the Society without the explicit approval of the Committee.

Money and other assets of the Society

16.0 Use of Money and Other Assets

- 16.1 The Society may only Use Money and Other Assets if:
 - (a) It is for a purpose of the Society;
 - (b) That Use has been approved by the Committee;
 - (c) It is not for the personal or individual benefit of any Member; and
 - (d) All payments are reasonable and relative to payments that would be made between unrelated parties.
- 16.2 The Committee may compensate any person it sees fit subject to 16.1 and other requirements of the Constitution.

17.0 Joining Fees, Subscriptions and Levies

- 17.1 A member will become a Full Member on payment of a Subscription set by the Society.
- 17.2 If any Full Member does not pay a Subscription by the date set by the Committee or the Society they will cease to be Full Members.
- 17.3 A member will be restored to Full Membership on payment of all Subscription arrears.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society provided that any payment shall be reasonable and relative to payments that would be made between unrelated parties;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of the Society begins on January 1st of every year and ends on December 31st of that year.

20.0 Assurance on the Financial Statements

20.1 The Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

20.2 No audit of the annual financial statements is required unless an audit is requested by 5% of the Members at any properly convened Society Meeting.

Conduct of Meetings

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society’s balance date. The Committee shall determine when and where the Society shall meet within those dates.

- 21.3 Special General Meetings may:
- (a) Be called by the Committee; or
 - (b) The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Full Members.
- 21.4 The Secretary shall:
- (a) Give all Members at least 28 days Written Notice of an Annual General Meeting or 14 days Written Notice of a Special General Meeting.
 - (b) Give all Members at least 7 days Written Notice of the business to be conducted at any Society Meeting. [see 27.1 (f)]
 - (c) The Secretary will provide if possible:
 - (i) A copy of the President’s Report on the Society’s operations and of the Annual Financial Statements as approved by the Committee,
 - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided.
 - (iii) Notice of any motions and the Committee’s recommendations about those motions.
 - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 21.5 All Members may attend at Society Meetings. Only Full Members may vote.
- 21.6 No Society Meeting may be held unless at least 10 % of Full Members or a minimum of 10, whichever is the greater, attend. (This will constitute a quorum.)
- 21.7 All Society Meetings shall be Chaired by the President, or if the President is absent or unwilling to chair the meeting, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting shall decide if a quorum is present, who may speak and when, and has a casting vote [see 21.8].
- 21.8 On any given motion at a Society Meeting, the Chair shall in good faith determine whether to vote by:
- (a) Voices;
 - (b) Show of hands; or
 - (c) Secret ballot.
- A secret ballot will be held if a majority of Full Members present demand it.
- In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.
- 21.9 The business of an Annual General Meeting shall be:
- (a) Receiving any minutes of the previous Society’s Meeting(s);
 - (b) The President’s report on the business of the Society;
 - (c) The Treasurer’s report on the finances of the Society, and the Annual Financial Statements;
 - (d) Election of Committee Members;
 - (e) Motions to be considered;
 - (f) General business.

- 21.10 The Chair shall adjourn the meeting if necessary.
- 21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved without further adjournments; in any other case it shall stand adjourned to a day, time, and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting may be further adjourned. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Society Meetings

- 22.1 The Committee may put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.
- 22.2 Any Full Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 10 % of Full Members:
- (a) It must be voted on at the Society Meeting chosen by the Member; and
 - (b) The Secretary must give the Member’s Information to all Members at least 7 days before the Society Meeting chosen by the Member; or
If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 22.3 All motions must conform to this Constitution.
- 22.4 When a motion involves expenditure the expenditure must be approved by the Committee in accordance with the Constitution. If the Committee does not provide approval for the expenditure the motion will not bind the Society.
- 22.5 At a Society Meeting the Chair may with absolute discretion accept a motion from the floor from a Full Member and decide if such a motion will be voted on. A motion from the floor will not bind the Society.

Common seal

23.0 Common seal

- 23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

Altering the Constitution

24.0 Altering the Constitution

- 24.1 The Society may alter or replace the Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Full Members present and voting provided that any alteration or replacement conforms with 24.2 to 24.5 below.
- 24.2 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 24.3 Any proposed motion to amend or replace the Constitution shall be approved by the full Committee or signed by at least 10 % of Full Members and given in writing to the Secretary at least 21 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 24.4 At least 7 days before the General Meeting at which any Constitution change is to be considered the Secretary shall give to all Full Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 24.5 When a Constitution change is approved by an Annual or Special General Meeting no Constitution change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Rules

25.0 Rules to govern the Society

- 25.1 The Committee may from time-to-time make, alter, or rescind Rules (“the Rules”) for the general management of the Society, so long as these Rules are not repugnant to the Constitution or to the provisions of law. All such Rules shall be binding on members of the Society. A copy of the Rules for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up

26.0 Winding up

- 26.1 The Society may be wound up voluntarily if a two-thirds majority of Full Members present and voting at a Society Meeting pass a resolution to wind up the Society and the resolution is confirmed by a two-thirds majority of Full Members at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. The winding up shall conform to all applicable Acts. [See also 26.2 & 26.3]
- 26.2 Any proposed motion to wind up the Society shall be approved by the full Committee or signed by at least 10 % of Full Members and given in writing to the Secretary at least 56 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 At least 28 days before the General Meeting at which a motion to wind up the Society is to be considered the Secretary shall give to all Full Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

- 26.4 If the Society is wound up:
- (a) The Society’s debts, costs and liabilities shall be paid;
 - (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - (c) No distribution may be made to any Member;
 - (d) The surplus Money and Other Assets shall be distributed to:
 - (i) such other Registered Charities or Incorporated Societies in New Zealand as have objectives or policies most resembling those of the Society, or
 - (ii) in the event that there are no suitable Registered Charities or Incorporated Societies to any other Societies and organisations in New Zealand with objectives or policies most resembling those of the Society.

Definitions

27.0 Definitions and Miscellaneous matters

- 27.1 In the Constitution:
- (a) “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
 - (b) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - (c) “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting or other meetings of the Society.
 - (d) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
 - (e) A Full Member shall be a member who has been admitted as a member after completing all the requirements necessary for membership and who has paid a current membership subscription and is not in arrears.
 - (f) “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
 - (g) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the Constitution
 - (h) Matters not covered in the Constitution shall be decided upon by the Committee.
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