# A SOCIETY INCORPORATED UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF UNLIMITED POTENTIAL ICT PROFESSIONALS' NETWORK INCORPORATED

December 2009

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#### A SOCIETY INCORPORATED

#### **UNDER THE INCORPORATED SOCIETIES ACT 1908**

### THE RULES OF UNLIMITED POTENTIAL ICT PROFESSIONALS' NETWORK INCORPORATED

#### 1. NAME AND REGISTERED OFFICE

- 1.1 **Name:** The name of the Society shall be Unlimited Potential ICT Professionals' Network Incorporated.
- 1.2 Registered Office: The registered office of the Society shall be situated at MediaLab South Pacific Incorporated, Level 2, 205-207 Victoria Street, Wellington, or at such other place decided by the National Executive. Notice of any change of situation of the registered office shall be sent to the Registrar.

#### 2. **DEFINITIONS**

2.1 In these rules unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908;

"Associate Member" means a Member of the Society designated as an Associate Member under rule 5;

"Balance Date" means the balance date specified in rule 10.1;

"Bounced Emails" means an e-mail that has been returned to the sender because the address to which it was sent to was invalid;

"Committee Member" means a member of the National Executive;

"Corporate Member" means any Ordinary Member or Associate Member that is not a natural person;

"National Executive" means the Executive Committee of the Society constituted under rule 8; "Life Member" means a person designated as such under rule 5.5;

"Meeting" means any meeting of Members of the Society called under rule 7;

**"Event"** means any occasion when members converge to further the objects of the Society;

"Executive Meeting" means a meeting of the National Executive in accordance with Rule 8.4;

"Member" means a member of the Society and includes both corporate and unincorporated bodies and Life Members:

"Month" means calendar month;

"Ordinary Member" means a Member of the Society designated as an Ordinary Member under rule 5;

"Participants" means persons employed in the information and communication technology sector for less than five years or intending to be employed, or considering employment, in that sector;

"Qualification for Membership" means the qualifications set out in Schedule 1;

"Registrar" means the Registrar of Incorporated Societies; and

"Society" means Unlimited Potential ICT Professionals' Network Incorporated, incorporated under these Rules.

#### 3. BINDING RELATIONSHIP

- 3.1 Binding Relationship: These rules shall bind the Society and its Members, who agree to act in accordance with these rules.
- 3.2 **Copy of Rules:** Copies of these rules shall be provided at no cost to any Member on request.

#### 4. OBJECTS

- 4.1 The objects for which the Society is established are:
  - (a) Promote Professional Development: To facilitate and promote the professional development of Participants firstly in the Wellington region and subsequently in other regions throughout New Zealand;
  - (b) To make things happen: As a group we are going to identify issues that the Society is collectively dissatisfied with and proactively use the Society's resources to enable positive change;
  - (c) Promote Networking: To create a community where like-minded people can get together and share ideas, as well as getting to know other people in the information and communication technology industry;
  - (d) Education and Development: To facilitate, initiate, organise and publicise seminars, workshops, conferences and meetings for the education and development of Participants;
  - (e) To provide useful, informal help, advice and contacts to those Members and their families who wish to migrate or shift to Wellington from within New Zealand or from offshore;
  - (f) To advocate for work opportunities for Members (including migrants) in Wellington;
  - (g) Community involvement: To serve the community by contributing to charitable causes, especially where those causes further the skills of Participants;
  - (h) Other Organisations: To liaise and co-operate with other relevant organisations in New Zealand and overseas to further these objects;
  - (i) **Members' Interests:** Represent and promote the interests of Participants;

- (j) Other Activities: To undertake any commercial activities that the National Executive considers appropriate which further any of the above objects; and
- (k) Furtherance of objects: To do all things, undertake such activities and make such arrangements whatsoever which are incidental or conducive to the objects of the Society and which in the opinion of the National Executive can advantageously be carried out, performed, done or executed for the benefit of the Society or the furtherance of its objects;

subject to and in compliance with the Act.

- 4.2 Without detracting from the primary objects, the secondary objects of the Society are to:
  - (a) Establish codes of behaviour applicable to members;and
  - (b) Make regulations and bylaws to advance the attainment of any of the above objects.
- 4.3 **Quorum:** At all Executive Meetings, one half of the currently appointed members of the National Executive shall constitute a quorum.

#### 5. MEMBERSHIP AND CLASSES OF MEMBERS

- 5.1 **Two Classes:** There shall be two primary classes of Members:
  - (a) Ordinary Members; and
  - (b) Associate Members.
- 5.2 **Initial Members:** The signatories to these rules shall be the initial Members, all of whom are deemed to be Ordinary Members. The initial Members are set out in Schedule 5.
- 5.3 **Qualifications for Membership:** The Qualifications for Membership (other than life membership) shall be as set out

in Schedule 1 or as subsequently determined by the Society from time to time in any General or Special Meeting and any variation of such conditions shall be filed with the District Registrar of Incorporated Societies as an amendment to these rules.

#### 5.4 Application Process

- (a) Application for Membership: Subject to Rule 5.2 any person who wishes to become a Member of the Society (other than a Life Member) or apply for membership in a different class, must complete any official Society membership application form for the class of membership for which that person qualifies.
- (b) Acceptance of Application: Upon receipt of the application form and any relevant joining fees and/or current subscription charges (if any) the applicant shall be admitted as a Member of the Society unless the National Executive, in its sole discretion, expressly rejects such application at either the first or second Executive Meeting immediately following the receipt of the application. If an application has been rejected by the National Executive, the unsuccessful applicant may seek a rehearing in person at the National Executive Meeting following notification that the application has been unsuccessful. If the National Executive rejects an application it will inform the unsuccessful applicant of such rejection within a reasonable time of the relevant Executive Meeting. If the rehearing is still unsuccessful no further application from that applicant will be valid during that financial year.
- 5.5 **Life Members:** On the recommendation of the National Executive a person may in consideration of special services rendered to the Society, be designated a Life Member at any Annual General Meeting of the Society. The approval of two-thirds of Ordinary Members present in person or by proxy at any Annual General Meeting shall be necessary to designate a Life Member.

5.6 **Resignation from Membership:** Any Member may by notice resign from membership by written notice to the National Executive and every such notice shall unless otherwise expressed take effect from the end of the then current financial year.

#### 5.7 **Termination of Membership**

(a) Automatic Expulsion from Membership: If any Member is convicted of an indictable offence or is adjudged a bankrupt or makes a composition with creditors or if any effective resolution or order of court is passed or made for the winding up or dissolution of any Corporate Member, then that Member shall without release from any prior liability to the Society immediately cease to be a Member, but the Society may in its discretion reinstate the Member.

#### (b) **Expulsion for Cause**

- (i) Invitation to Retire: The National Executive may at any time by letter or email invite any Member within a specified time to retire for:
  - breach of these rules, or any regulations or by-laws made by the Society; or
  - (2) if the Member no longer meets any Qualification for Membership; or
  - (3) if the National Executive considers, on reasonable grounds, that the actions or activities of the Member are or have been materially in conflict with the objects of the Society; or
  - (4) failure to pay the appropriate subscription in accordance with Rule 6.
- (ii) Failure to Retire: If a Member fails to retire when invited under rule 5.7(b)(i) the National

- Executive will, at an Executive Meeting, vote for expulsion as per clause 5.7(b)(iv).
- (iii) Explanation: At the Executive Meeting, the Member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing.
- (iv) Vote for Expulsion: If a majority of the National Executive present in person or by proxy at the Executive Meeting vote for expulsion, the Member shall immediately cease to be a Member (but forthwith without release from any prior liability to the Society).
- (v) In the case of termination of Membership of the Society under this rule, a Member shall forfeit any claim or interest in the property of the Society.
- (c) **Bounced emails:** The membership of a Member shall automatically terminate in the event of 3
  Bounced Emails, each sent on 3 different days, by or on behalf of the National Executive to that Member's email address. That person may then re-apply for membership under clause 5.4.

#### 6. SUBSCRIPTIONS/FEES

- 6.1 **Fees:** Each year the National Executive may recommend:
  - (a) Joining fees to be paid by any class or group of new Members; and
  - (b) Subscription charges to be payable by all new and existing Members of the Society in respect of each of the Society's financial years.
- 6.2 **Classes of Members:** The fees recommended by the National Executive may:
  - (a) Vary between Ordinary Members and Associate Members; and

- (b) Vary between categories of Members within each of those two classes, provided that the National Executive's recommendation under rule 6.1 shall set out the categories to apply in that financial year and the fees for each category;
- Executive's recommendations under rule 6.1 shall be considered by Ordinary Members at each Annual General Meeting and approved or varied by the Annual General Meeting, as Ordinary Members think fit. The decision of the Annual General Meeting as to the amounts of joining fees and subscriptions (if any) for the then current financial year shall be final and binding on all Members, provided that no joining fee or subscription shall be less than the amount recommended by the National Executive. The fees for Associate Membership shall be set down by the National Executive and are not subject to validation by the Ordinary Members at each Annual General Meeting.
- 6.4 **Failure to Pay Fees:** Any Member failing to pay the appropriate subscription within one month of its due date may be liable to have that Member's name removed from the list of Members and membership terminated in accordance with rule 5.7.
- 6.5 Reduction of Fees: The National Executive shall have the power to reduce pro-rata the appropriate subscriptions for Members joining or changing class during the course of any financial year.
- 6.6 **Fees in Kind:** Where the National Executive recommends that all or any part of the joining fees or subscription charges may be paid by a Member providing goods or services to the Society ("payment in kind"), the value of such payment in kind shall be determined by the National Executive acting reasonably, having regard to the Member's usual commercial rates for such goods or services and market rates for similar goods or services.

#### 6.7 Initial Fees:

- (a) The National Executive may set:
  - (i) initial joining fees to be paid by any class or group of new Members for the period up to and including the first Annual General Meeting of the Society; and
  - (ii) initial subscription charges to be payable by all new Members of the Society in respect of the period up to and including the first Annual General Meeting of the Society.
- (b) For the avoidance of doubt, initial fees set in accordance with this rule 6.7 do not require the approval of Members.

#### 7. MEETINGS OF THE SOCIETY

- 7.1 **Date of Annual General Meeting:** The first Annual General Meeting of the Society shall be held within six months of the date of incorporation. In every year thereafter the Annual General Meeting shall be held within 12 months of the Balance Date upon a date and at a time and place to be fixed by the Chairperson or in his or her default, absence or inability the National Executive.
- 7.2 **Purpose of Annual General Meeting:** The purpose of the Annual General Meeting shall be:
  - (a) To receive from the National Executive a report, balance-sheet and statement or accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year, together with details of any mortgage, charge or security affecting any property of the Society;
  - (b) To fix a subscription fee for the incoming year (if any);
  - (c) To appoint an auditor for the ensuing year if recommended by the National Executive; and

- (d) To decide on any resolution which may be duly submitted to the meeting.
- 7.3 **Special General Meetings:** The Chairperson or in his or her absence or inability any other member of the National Executive may at any time for any special purpose call a Special General Meeting and shall do so promptly upon the requisition in writing of at least 25% in number of Ordinary Members stating the purpose for which the Meeting is required.
- 7.4 Notice of Meetings: Notice of every Meeting and the business to be transacted at the Meeting shall be sent to every Member at least ten clear days before a Special General Meeting and fourteen clear days before the Annual General Meeting, and no business other than that of which notice has been so given shall be brought forward at such Meeting.
- 7.5 **Service of Notice:** Every notice required to be given to the Members or any of them shall be deemed received:
  - (a) if delivered by hand, upon handing of the notice, invoice or other communication to the Member or an employee of the Member at the address specified;
  - (b) if sent by ordinary mail, three days after the date of posting;
  - (c) if by facsimile sent between 9am and 4pm, upon completion of transmission, and in the case of a facsimile sent after 4pm, or on a non business day, as at 9am of the next business day;
  - (d) if sent by email in accordance with the Electronic Transactions Act 2002.
- 7.6 **Chair:** At all Meetings the Chairperson and in his or her absence any other duly elected chairperson shall take the chair.
- 7.7 **Voting:** Every Ordinary Member present at the Meeting in person, or by proxy, shall be entitled to one vote on every

motion. Associate members shall have no right to vote on any subject matter. Persons designated as "Life Members" shall have no right to vote on any subject matter, unless the Life Member retains (including payment of any required subscription) any Ordinary Membership held by that Life Member. In the case of an equality of votes the chairperson of the meeting shall have a casting as well as a deliberate vote. A secret ballot shall be held if called for by ten Members present in person or by proxy at the meeting. All voting shall be decided by show of hands and the counting of proxies (if any), except in the case of a secret ballot, which shall be decided by the counting of written votes (including proxies, if any).

- 7.8 Quorum: At all general meetings of the Society, thirty (30) Ordinary Members or one-third of all Ordinary Members (whichever is least) present in person or by proxy, shall constitute a quorum.
- 7.9 **Adjourned Meeting:** If a quorum is not present within 30 minutes after the time appointed for the meeting:
  - (a) In the case of a meeting called at the request of Ordinary Members under rule 7.3, the meeting is dissolved;
  - (b) In the case of any other meeting, it is adjourned to the same day in the following week at the same time and place or to such other date, time and place or places as the Chairperson may appoint. If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the Ordinary Members present in person, or by proxy are a quorum.
- 7.10 **Proxies:** Any instrument appointing a proxy must be deposited with the Society at its registered office at least 24 hours prior to the meeting to which the proxy relates. The form of proxy shall be in similar form to that attached as Schedule 2.

7.11 Failure to give notice: The unintentional failure to give notice of a Meeting, or the non-receipt of notice of a Meeting, by any Member shall not invalidate any proceedings or resolutions made at any Meeting.

#### 8. THE NATIONAL EXECUTIVE

#### 8.1 Formation of National Executive

- (a) Members of National Executive: The National Executive shall comprise up to 12 Ordinary Members, who (subject to this Rule 8.1 and Rule 8.2) shall hold office until retirement or removal from office in accordance with these rules. In each financial year four members of the National Executive shall retire. The longest serving members of the National Executive shall retire first and in the event that National Executive members have served the same term, the retiring members shall be determined by agreement or, in default of agreement, by lot. Retiring members of the National Executive shall be eligible for re-election.
- (b) Election of National Executive: Committee Members shall be elected by the Ordinary Members in elections to be conducted in accordance with this rule 8 and Schedule 3 to these Rules.
- (c) Nominations: Subject to Rule 8.1(h) the National Executive shall call for nominations for election to the National Executive from Ordinary Members at least one month prior to the Annual General Meeting in each year by notice in accordance with Rule 7.5 to all Ordinary Members eligible to vote at Annual General Meetings. All nominations shall be returned to the National Executive within 14 days of the date of such notice.
- (d) Nominations Do Not Exceed Number of Positions: If the nominations received by the National Executive do not exceed the number of

Committee Members to be elected, the National Executive shall then declare that those so nominated be elected and those nominated shall take office at the conclusion or adjournment of the subsequent Annual General Meeting.

- (e) Nominations Exceed Number of Positions: If the nominations received by the National Executive exceed the number of Committee Members to be elected, the National Executive shall, at its discretion, either conduct an email or web ballot or conduct elections in accordance with Schedule 3.
- (f) Notice of Result: Upon the conclusion of all the elections the National Executive shall give notice of the results to all Members and such notice to be posted onto the Society website.
- (g) Officers: The National Executive shall on an annual basis elect a Chairperson, Treasurer and Secretary. The elected Chairperson shall be the Chairperson of the National Executive and the Society. If the Chairperson, Treasurer or Secretary resigns or steps down from this role, the existing National Executive shall elect a new Chairperson, Treasurer or Secretary (as the case may be).
- (h) Initial Members of National Executive: The first members of the National Executive shall be the persons specified in Schedule 4. The first members of the National Executive shall take office from the incorporation of the Society and shall hold office until required to retire under rule 8.1.
- (i) Voting: At all meetings of the National Executive each member shall have one vote except that the Chairperson shall have a casting vote as well as a deliberative vote in the case of equality of votes.

#### 8.2 Powers of National Executive

- (a) Power to Fill Casual Vacancy: The National Executive shall have power to appoint a Member (or if applicable a representative of any Corporate Member) to fill any casual vacancy on the National Executive until the next Annual General Meeting and any person so appointed shall retire at the conclusion or adjournment of the next Annual General Meeting but shall be eligible for re-election. Any person so appointed shall be entitled to vote at any Executive Meeting and shall be counted in any quorum required for an Executive Meeting.
- (b) Power to Second: The National Executive shall have the power to second any person or persons, whether a Member or not, to act as an Associate National Executive Member but such Associate National Executive Member shall act in an advisory capacity only, shall have no voting rights at any Executive Meeting, and shall not be counted in any quorum required for an Executive Meeting.
- 8.3 **Duty to Keep Accounts:** It shall be the duty of the National Executive to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and other records of the business of the Society, to notify Members of intended Meetings and the business to be transacted at those Meetings and to prepare and submit to the Annual General Meeting a report, audited balance-sheet and statement of accounts for the preceding year.
- 8.4 Meetings of National Executive: Meetings of the National Executive may be convened at such times and places as the Chairperson or in case of his or her absence, inability or refusal to act, the National Executive shall appoint:
  - (a) Quorum: At all meetings of the National Executive eight (8) members or two-thirds of the currently appointed members of the National Executive (whichever is least), shall constitute a quorum.

- Notice of Meeting: Every member of the National (b) Executive in New Zealand shall be given notice of a meeting of the National Executive either by letter, facsimile transmission, email or by telephone. There shall be no time within which such notice shall be given and the inadvertent failure to give such a notice to any National Executive member shall not invalidate any meeting of the National Executive. A meeting of the National Executive at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the rules of the Society for the time being vested in or exercisable by the National Executive generally. All meetings may be held in person or by telephone, video conference or similar technology.
- (c) Written Resolutions: The National Executive may act by resolution approved by a majority of the members of the National Executive. A resolution in writing that is approved via email (in each case when sent from a Committee Member's email address) or signature by a majority of the members of the National Executive entitled to receive notice of a meeting of the National Executive shall be valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Executive. A facsimile transmission purporting to be signed by any one or more of the members of the National Executive shall be deemed for the purposes of this rule to be a document signed by the National Executive member or members purporting to have sent it.
- (d) Adjourned Meetings: If a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place or to such other date, time, and place as the Chairperson

may appoint. If, at the adjourned meeting, a quorum is not present within 20 minutes after the time appointed for the meeting, the Committee Members present are a quorum.

#### 8.5 **Conflicts of Interest:**

- (a) Interested in transaction: For the purposes of this rule, a Committee Member is interested in a transaction to which the Society is a party if, and only if, that member:
  - (i) is a party to, or will or may derive a material financial benefit from, the transaction; or
  - (ii) has a material financial interest in another party to the transaction or in any company that will or may derive a material financial benefit from, the transaction; or
  - (iii) is a director, officer, employee or trustee of or for another party to the transaction or of or for a person or company that will or may derive a material financial benefit from, the transaction; or
  - (iv) is the parent, child, spouse or de facto spouse of another party to, or person who will or may derive a material financial benefit from, the transaction; or
  - (v) is otherwise directly or indirectly materially interested in the transaction.
- (b) Interests Register: The National Executive must ensure that a register of National Executive members' interests (in these rules called the "Interests Register") is established and maintained for the purposes of these rules.
- (c) **Entry into interested transactions:** Subject to the Act, the Society shall not be prevented or restricted from entering into a transaction in which a Committee

- Member is interested (as defined above) and the Committee Member is not thereby disqualified from office.
- (d) Entry into Interests Register: A Committee Member must, forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction to which the Society is a party, cause to be entered in the Interests Register and disclose to the National Executive the existence. nature and extent of that interest. A disclosure of interest made at a meeting of the National Executive must be entered in the minutes of the meeting. A general notice entered in the Interests Register to the effect that a Committee Member is a shareholder, director, officer, employee, partner or trustee of or for another named company, firm or person and is to be regarded as interested in any transaction subsequently entered into with that company, firm or person, is a sufficient disclosure of interest in relation to such a transaction.
- (e) No Vote: A Committee Member who is interested in a transaction entered into, or to be entered into, by the Society must not vote on any matter relating to the transaction, at any meeting.
- 8.6 **Committee Member Expenses:** Committee Members shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the National Executive.
- 8.7 **Administration:** The National Executive may employ any person or company to administer or manage the affairs of the Society.
- 8.8 **Indemnity:** The National Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

#### 9. RECORDS

- 9.1 **Records:** The National Executive shall ensure that:
  - (a) Records of Proceedings: A record is kept of all proceedings of the Society and the National Executive;
  - (b) Records of Members: A record is kept of all Members, email and postal addresses, class of membership, Qualification for Membership, occupations and the date on which they became members of the Society;
  - (c) Records of Correspondence: All correspondence, records and reports connected with the Society must be kept for a seven year period; and
  - (d) Records of Receipts and Payments: A record of monies due to the Society, or payments made by the Society is kept in a correct record of such receipts and payments.

#### 10. BALANCE DATE

10.1 The balance date for the Society shall be 31 March in each year.

#### 11. AUDITOR

- 11.1 Identity of Auditor: The auditor of the Society shall be a person who is not a Member, but who is a current member of the Institute of Chartered Accountants of New Zealand. Until the First Annual General Meeting of the Society the Auditor shall be appointed by the National Executive.
- 11.2 **Duties of Auditor:** It shall be the duty of the auditor to examine and check the books of the Society and see they are properly kept and balanced and also to audit the annual balance-sheet of the Society.

#### 12. COMMON SEAL

- 12.1 **Control of Seal:** The common seal of the Society shall be affixed by the National Executive who shall be responsible for the safe custody and control of the seal.
- 12.2 **Requirements for Affixing Seal:** Whenever the common seal of the Society is required to be affixed to any document the seal shall be affixed, pursuant to a resolution of the National Executive or of the Society, by two members of the National Executive and the persons affixing the seal shall at the same time sign the document to which the seal is affixed.

#### 13. SOCIETY FUNDS

- 13.1 Bank Account: All moneys received by or on behalf of the Society shall promptly be paid to the credit of the Society in a bank account nominated by the National Executive and all cheques or withdrawal slips drawn on the account shall be signed:
  - (a) by any two persons appointed for that purpose by the National Executive; and
  - (b) in accordance with any conditions agreed by the National Executive from time to time.
- 13.2 **Investment of Funds:** The Society may from time to time invest and reinvest the whole or any part of its funds not required for the immediate business of the Society. The National Executive in exercising their powers under this rule shall exercise the care, diligence, and skill that a prudent person of business would exercise in managing the affairs of others.
- 13.3 **Bank signatory restriction:** bank signatories for the Society referred to in Rule 13.1(b) can not include any Committee Member who has been appointed by the National Executive to be responsible for the Society's financial reporting in that same financial year.

13.4 **Open accounts:** the statements of the Society's bank account(s) must be accessible to all Ordinary Members of the National Executive.

#### 14. BORROWING AND PROPERTY

- 14.1 **Powers:** The Society may in furthering the objects of the Society, in addition to the other powers vested in it:
  - (a) Borrowing: borrow or raise money from time to time by any lawful means, including by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any security and upon such terms as to priority and otherwise as the Society thinks fit; and
  - (b) Property: acquire, lease or dispose of any real or personal property.

#### 15. INCORPORATION OF BRANCHES

15.1 **Power to Incorporate Branches:** The Society may, in addition to its other powers, apply to the Registrar in accordance with the Act for the incorporation of any local branch, or for the incorporation of a group or of groups of such branches of the Society.

#### 16. RULES AND REGULATIONS

- 16.1 Alteration of Rules: These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a 75% majority of Ordinary Members present in person or by proxy at a Meeting of which fourteen days' notice has been given. No alteration shall be made to the rules which would enable the income or other funds of the Society to be used for or be available for the pecuniary gain of Members in breach of the Act.
- 16.2 **Notice of Alteration:** Every notice given in terms of rule 16.1 shall set out the wording and purpose of the proposed

- alteration, addition, rescission or other amendment to these rules.
- 16.3 **Copies of Alteration:** Duplicate copies of every alteration, addition, rescission or amendment to these rules shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.
- 16.4 Creation and Alteration of Regulations and By-laws:
  The Society may from time to time make, amend or rescind regulations or by-laws not inconsistent with these rules governing the affairs of the Society and the procedures at its meetings.
- 16.5 Interpretation of Rules: The decision of the National Executive on the interpretation of these rules or any matter or thing not contained in these rules and which pertains to the Society shall be conclusive and binding on all Members unless revoked at an Annual General or Special General Meeting.
- 16.6 Alteration of Rules During First Year: During the first year of incorporation, the National Executive reserves the right to alter any of these rules governing the Society, subject to and in compliance with the Act. Any changes require a majority vote of the members of the National Executive.

#### 17. WINDING UP

- 17.1 **Resolution for Winding Up:** The Society may be wound up voluntarily if the Society, at a Meeting of its Members, passes a simple majority resolution requiring the Society to be wound up, and that resolution is confirmed by a simple majority resolution at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days after the date on which the original resolution to be confirmed was passed.
- 17.2 **Surplus Assets:** If the Society is wound up, any surplus assets after payment of the Society's liabilities and the expenses of the winding-up shall, subject to any trust

affecting such surplus assets, be allocated to any organisation or organisations with objects or activities that are similar to some or all of the Society's objects, subject to the agreement in writing of 50% or more of the Members.

#### **SCHEDULE 1**

#### QUALIFICATIONS FOR MEMBERSHIP

#### 1. Ordinary Members

Any person who:

- (a) is interested in the information and communication technology sector; and
- (b) is not an Associate Member.

All members must provide at time of application a valid email address for ongoing communication and update this address as appropriate.

#### 2. Associate Members

Any organisation, person or corporate body who is interested in the Society and undertakes to provide services and/or cash to the Society and wishes to join as an Associate Member of the Society, subject to the current fees, charges and requirements specifically set for Associate Members by the National Executive.

#### **SCHEDULE 2**

#### **FORM OF PROXY**

## UNLIMITED POTENTIAL ICT PROFESSIONALS' NETWORK INSTRUMENT APPOINTING A PROXY

Full nar	ne:
Full add	dress:
SECTI	ON 2: APPOINTMENT OF PROXY
I/We a <sub>l</sub>	opoint
Full nar	me(s):
Full add	dress(es):
as my/o	our proxy to exercise my/our vote at the
[annua	al/special] meeting of members of the Society
	[place] on [date] at [time: am/pm], and at a
-	ment of that meeting. If the person I/we have red is unable to be my proxy then I/we appoint
Full nar	
Full add	dress:
SECTI	ON 3: VOTING INSTRUCTIONS
<b>.</b>	o A
Option	
	rect my/our proxy to vote in the following mann

•		
	ı	

2.

3.

#### Option B

Unless otherwise instructed the proxy will vote as he or she thinks fit.

[Delete whichever option is not desired]

Signed by the Member named in Section 1

Date:

#### **NOTES**

- 1. As a Member you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote. A proxy need not be a Member of the Society.
- 2. For this proxy form to be valid, you must complete it and send it to [addressee] at [full postal address] so as to ensure that it is received by [time] am on [date] being 48 hours before the start of the meeting. If it has been signed under a power of attorney please send a copy of the power of attorney and a signed certificate of nonrevocation of the power of attorney with this proxy form.
- 3. If you return this from without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

#### **SCHEDULE 3**

#### MODE OF ELECTION OF NATIONAL EXECUTIVE MEMBERS

- The election of members to the National Executive that under rule 8 is to be effected by a meeting of Members of the Society or by email ballot of Members of the Society shall be conducted as follows:
  - (a) If the election is to be by meeting, then such a meeting shall be called by the National Executive, and shall be governed in the same manner as a special general meeting of the Society. The notice of meeting shall set out in alphabetical order the nominations received from Members. The candidate(s) receiving the highest numbers of votes respectively shall be declared elected by the National Executive. The National Executive shall then give notice of the results of the election to every Member in accordance with rule 8.1(f).
  - (b) If the election is to be effected by an email or web ballot the following rules shall apply:
    - (i) The National Executive shall cause ballot papers to be prepared showing in alphabetical order those persons who have been nominated for the National Executive;
    - (ii) The ballot paper shall be in such form as the National Executive shall approve. Ballot form should be emailed to all members entitled to vote at Annual General Meetings of the Society. All email ballot forms shall be returned to the email address or completed at the website address specified in the ballot form by the date specified therein.
    - (iii) An independent person shall count the votes.The candidate(s) receiving the highest numbers of votes respectively shall be declared elected

by the National Executive. The National Executive shall then give notice of the results of the election to every Member in the Wellington Region in accordance with rule 8.1(f).

(c) The successful candidates shall take office at the conclusion or adjournment of the Annual General Meeting of the Society then following.

#### **SCHEDULE 4**

#### **INITIAL MEMBERS OF NATIONAL EXECUTIVE**

- 1. Michael Gregg
- 2. Graham Scown
- 3. Sarah Wilson
- 4. Stuart van Rij
- 5. Shaun Anderson
- 6. Stevo O'Rourke
- 7. Sigurd Magnusson
- 8. Lindsay Gordon
- 9. Chris Aspros

#### **SCHEDULE 5**

## INITIAL ORDINARY MEMBERS OF YOUNG IT PROFESSIONALS NETWORK INCORPORATED.

- 1. Trent Mankelow
- 2. Sam Ng
- 3. Sarah Wilson
- 4. Anna Wilson
- 5. Shaun Anderson
- 6. Stephen O'Rourke
- 7. Michael Gregg
- 8. Sigurd Magnusson
- 9. Graham Scown
- 10. Stuart van Rij
- 11. Lindsay Gordon
- 12. Timothy Copeland
- 13. Sam Minee
- 14. Andrew Butel
- 15. Chris Aspros
- 16. Stephen Cheng