
THE SOCIETY

1. NAME

- 1.1. The name of the society is Chiasma Incorporated ("the Society").**
- 1.2. Regional branches of the society shall be known as Chiasma followed by the city name.**
 - 1.2.1. E.g. Chiasma Auckland, Chiasma Wellington
- 1.3. The Society is constituted by resolution dated 1st December 2014.**

2. REGISTERED OFFICE

- 2.1. The Registered Office of the Society is Room 4002, Institute for Innovation in Biotechnology, 3A Symonds Street, Auckland, New Zealand 1010.**

3. PURPOSES OF SOCIETY

- 3.1. The purposes of the Society are to:**
 - 3.1.1. Develop connections between science at tertiary institutions and business to advance education for students;
 - 3.1.2. Foster a culture of commercial awareness, innovation and entrepreneurship in science at tertiary institutions;
 - 3.1.3. Create links between tertiary institution science communities and the wider New Zealand science and technology industries;
 - 3.1.4. Provide education and engage in student development by increasing professional development, promoting commercial and career awareness, encouraging innovation and entrepreneurship, and providing networking opportunities with the industry;
 - 3.1.5. Ancillary to carrying out the above purposes, strengthening New Zealand's prosperity by contributing to the growth of a knowledge-based economy;
- 3.2. Pecuniary gain is not a purpose of the Society.**

MANAGEMENT OF THE SOCIETY

4. EXECUTIVE AND ADVISORY COMMITTEES

- 4.1. The Society shall have a National Executive Committee ("the NEC"), comprising the following persons:**
 - 4.1.1. The National Chairperson ("Chairperson");
 - 4.1.2. The Chief Financial Officer ("CFO");
 - 4.1.3. The Chief Executive Officers from each regional branch;
 - 4.1.4. Such Other Members as the Society shall decide.

- 4.2. The Society shall have a Regional Executive Committee (“the REC”) in each main centre of its operation, comprising the following persons:**
- 4.2.1. The Chief Executive Officer of the branch (“CEO”);
 - 4.2.2. The Chief Operations Officer of the branch (“COO”);
 - 4.2.3. The Treasurer and Secretary of the branch;
 - 4.2.4. Other Members as the Society shall decide.
- 4.3. The NEC shall have an advisory board (“the Alumni Board”), nominated / selected the following persons:**
- 4.3.1. The current Chairperson;
 - 4.3.2. Previous years’ CEOs and Chairpersons;
 - 4.3.3. Chiasma Alumni who are past executive team members or are recognised for their past contributions;
- 4.4. Each REC shall have an regional advisory Steering Committee (“Steering Committee”), comprising representatives from:**
- 4.4.1. Regional Foundation Sponsors;
 - 4.4.2. Corporate Partners;
 - 4.4.3. Any other persons the Society shall decide.
- 4.5. Only Members of the Society Members may be NEC and REC members.**

5. APPOINTMENT OF EXECUTIVE AND ADVISORY COMMITTEE MEMBERS

- 5.1. At an NEC Meeting, the NEC members may decide by majority vote:**
- 5.1.1. Who shall be the Chairperson and CFO;
 - 5.1.2. Whether any NEC Member may hold more than one position as an officer;
 - 5.1.3. How long each person will be a NEC member,
 - 5.1.4. Who shall be on the Alumni Board.
- 5.2. At an REC Meeting, the REC members may decide by majority vote:**
- 5.2.1. Who shall be the Regional CEO, COO, Treasurer and Secretary;
 - 5.2.2. How long each person will be a NEC member;
 - 5.2.3. Who shall be on the regional Steering Committee.
- 5.3. At an Alumni Board Meeting, the Alumni Board members may decide by majority vote:**
- 5.3.1. Who shall be on the Alumni Board;
 - 5.3.2. How long each person will be on the Alumni Board.
- 5.4. At the annual Steering Committee meeting, the REC and Steering Committee members may decide by majority vote:**
- 5.4.1. Who shall be on the Steering Committee;
 - 5.4.2. How long each person will be a Steering Committee Member.

6. CESSATION OF EXECUTIVE AND ADVISORY COMMITTEE MEMBERSHIP

- 6.1. Persons cease to be NEC, REC, Alumni Board and Steering Committee Members when:**
- 6.1.1. They resign by giving written notice to the NEC, REC, Alumni Board and/or the Steering Committee;
 - 6.1.2. They are removed by majority vote of the society at a society meeting;
 - 6.1.3. They are not reappointed at the start of each year;

- 6.2. If a person ceases to be a NEC, REC, Alumni Board and Steering Committee Member, that person must within one month give to the NEC, REC, Alumni Board and Steering Committee all Society documents and property.**

7. APPLICATION FOR EXECUTIVE AND ADVISORY COMMITTEE MEMBERSHIP

- 7.1. Applications for members of the NEC and REC must be made during the annual end of year recruitment period.**
- 7.2. If the position of any Officer becomes vacant in between the annual end of year recruitment period, the NEC and REC may appoint another society member to fill that vacancy until the next recruitment event.**
- 7.3. If any NEC, REC, Alumni Board and Steering Committee member is absent from three consecutive meetings without leave of absence the Chairperson and/or regional CEO may declare that person's position to be vacant.**

8. ROLE OF THE EXECUTIVE AND ADVISORY COMMITTEES

- 8.1. Subject to the rules of the Society ("The Rules"), the role of NEC is to:**
- 8.1.1. Administer, manage, and control the Society;
 - 8.1.2. Establish partners and sponsorships for funds or facilities that promote the objectives of the Society;
 - 8.1.3. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - 8.1.4. Manage the Society's bank accounts;
 - 8.1.5. Set accounting policies in line with generally accepted accounting practice
 - 8.1.6. Ensure that all Members follow the Rules;
 - 8.1.7. Decide how a person becomes a Member, and how a person stops being a Member;
 - 8.1.8. Decide the times and dates for Executive Team Meetings, and set the agenda for Meetings;
 - 8.1.9. Decide the procedures for dealing with complaints;
 - 8.1.10. Set Membership fees, including subscriptions and levies;
 - 8.1.11. Make regulations.
- 8.2. Subject to the rules of the Society, the role of REC is to:**
- 8.2.1. Administer, manage, and control the Society at the regional level;
 - 8.2.2. Establishing partners and sponsorships for funds or facilities that promote the objectives of the Society;
 - 8.2.3. Delegate responsibility and co-opt members where necessary;
 - 8.2.4. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - 8.2.5. Manage the Society's regional bank accounts;
 - 8.2.6. Ensure that all Members follow the Rules.
- 8.3. Subject to the rules of the Society, the role of the Alumni Board is to:**
- 8.3.1. Administer, manage, and advise the NEC and REC;
 - 8.3.2. Provide support towards establishing partners and sponsorship for funds or facilities that promote the objectives of the society;
 - 8.3.3. Advise that all NEC and REC Members follow the Rules of the Society and performing their roles;

8.3.4. When necessary the Alumni Board may initiate a vote to remove a Society officer from their position.

8.4. Subject to the rules of the Society, the role of the Regional Steering Committee is to:

- 8.4.1. Advise the REC on matters relating to the objective of the Society;
- 8.4.2. Provide support towards establishing partners and sponsorship for funds or facilities that promote the objectives of the society;
- 8.4.3. Ensure that the REC Members follow the Rules of the Society and performing their roles.

9. ROLES OF MANAGING AND ADVISORY COMMITTEE MEMBERS

9.1. The Chairperson is responsible for:

- 9.1.1. Ensuring that the Rules are followed;
- 9.1.2. Convening NEC Meetings and establishing whether or not a quorum (half of the attendees) is present;
- 9.1.3. Chairing NEC and Alumni Board Meetings, deciding who may speak and when;
- 9.1.4. Receiving and replying to correspondence as required by the Alumni Board;
- 9.1.5. Overseeing the operation of the Society at a national level;
- 9.1.6. Manage the national expansion of the Society;
- 9.1.7. Maintain relationships with various national stakeholders;
- 9.1.8. Participating and managing the long-term strategic planning of the incorporated society;
- 9.1.9. Providing a report on the operations of the National Society at each Annual General Meeting;
- 9.1.10. Managing the Register of Members

9.2. The CFO is responsible for:

- 9.2.1. Recording the minutes of NEC Meetings;
- 9.2.2. Keeping the Register of Members;
- 9.2.3. Holding the Regional Society's records, documents, and books except those required for the NEC's function;
- 9.2.4. Keeping proper accounting records of the National Society's financial transactions to allow the Society's financial position to be readily ascertained
- 9.2.5. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.5.)
- 9.2.6. Providing a National financial report at each Annual General Meeting;
- 9.2.7. Providing financial information to the NEC as the NEC determines;
- 9.2.8. Receiving and replying to correspondence as required by the NEC;
- 9.2.9. 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.
- 9.2.10. Advising the Registrar of Incorporated Societies of any rule changes;

9.3. The Regional CEO is responsible for:

- 9.3.1. Ensuring that the Rules are followed;
- 9.3.2. Managing working relationships with key regional stakeholders;
- 9.3.3. Receiving and replying to correspondence as required by the Steering Committee;
- 9.3.4. Overseeing all events and programmes hosted by the REC throughout the year;
- 9.3.5. Participating in the strategic planning of the incorporated society by the NEC;
- 9.3.6. Providing a report on the operations of the Regional Society at each Annual General Meeting.
- 9.3.7. Seeking out new partnership and sponsorship opportunities.

9.4. The Regional COO is responsible for:

- 9.4.1. Convening REC Meetings and establishing whether or not a quorum (half of the Committee) is present;
- 9.4.2. Chairing REC Meetings, deciding who may speak and when;
- 9.4.3. Overseeing the operation of the Regional Society.

9.5. The Treasurer and Secretary is responsible for:

- 9.5.1. Keeping proper accounting records of the Society's regional financial transactions to allow the Society's financial position to be readily ascertained;
- 9.5.2. Preparing annual regional financial statements for presentation at each Steering Committee meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.5.).
- 9.5.3. Receiving and replying to correspondence as required by the REC;
- 9.5.4. Providing a financial report to the CFO at each Annual General Meeting;
- 9.5.5. Recording the minutes of REC Meetings;
- 9.5.6. Providing the most recent regional financial information available to the NEC.

10. EXECUTIVE AND ADVISORY COMMITTEE MEETINGS

- 10.1. NEC, REC, Alumni Board and Steering Committee meetings may be held via video or telephone conference, or other formats as the attendees may decide;**
- 10.2. No NEC, REC, Alumni Board and Steering Committee meeting may be held unless more than half of the invited attendees attend;**
- 10.3. The Chairperson/Regional CEO shall chair NEC, REC, Alumni Board and Steering Committee meetings, or if the Chairperson/Regional CEO is absent, the attendees shall elect a Committee Member to chair that meeting;**
- 10.4. Decisions of the NEC, REC and Alumni Board shall be by majority vote;**
- 10.5. The Chairperson/Regional CEO or person acting as Chairperson/Regional CEO has a casting vote, that is, a second vote;**
- 10.6. Only NEC, REC, Alumni Board and Steering Committee members may vote and/or via proxy at an Executive Committee meeting;**
- 10.7. Subject to these Rules, the NEC, REC, Alumni Board and Steering Committee may regulate its own practices;**
- 10.8. The Chairperson/Region CEO or his nominee shall adjourn the meeting if necessary.**
- 10.9. 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; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson/Regional CEO of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson/Regional CEO 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.**

SOCIETY MEMBERSHIP

11. TYPES OF MEMBERSHIP

- 11.1. Membership may comprise different classes of membership as decided by the Society including:**
- 11.1.1. Team Member
A full Society member who is involved in the day-to-day organisational activities of the Society. Only students are eligible.
 - 11.1.2. Regular Member
A regular Society member with limited voting rights. Students, University Staff and Industry Representatives are eligible.
 - 11.1.3. Follower (student/staff/industry)
A basic Society member with no voting rights. Students, University Staff and Industry Representatives are eligible.
- 11.2. Team Members, Members and Followers (“Members”) have the rights and responsibilities set out in these Rules.**

12. ADMISSION OF A MEMBER

- 12.1. To become a Team Member, a person (“the Applicant”) must:**
- 12.1.1. Complete an application form; and
 - 12.1.2. Supply any other information the NEC and REC may require.
- 12.2. The Executive Committee may interview the Applicant when it considers Team Membership applications.**
- 12.3. The NEC and REC shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The REC shall advise the Applicant of its decision, and that decision shall be final.**

13. ADMISSION OF A REGULAR MEMBER

- 13.1. To become a Regular Member, a person must;**
- 13.1.1. Already be a Follower; and
 - 13.1.2. Complete an application form, if the Rules, Bylaws, NEC or REC requires this; and
 - 13.1.3. Supply any other information the NEC and REC may require

14. ADMISSION OF A FOLLOWER

- 14.1. To become a Follower, a person must;**
- 14.1.1. Complete an online form and join the Chiasma mailing list with their basic information including but not limited to name, email and occupation; or
 - 14.1.2. Follow Chiasma on social media; or

15. THE REGISTER OF MEMBERS

- 15.1. The Chairperson and CFO shall maintain and keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.**
- 15.2. If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.**
- 15.3. Each Member shall provide such other details as the NEC and REC requires.**
- 15.4. Members shall have reasonable access to the Register of Members.**
- 15.5. All current Organising Committee Members of the unincorporated society Chiasma in Auckland and Wellington shall become Team Members of the Society at the date of this constitution.**

16. CESSATION OF MEMBERSHIP

- 16.1. Team Members may resign by giving written notice to the COO, if a Team Member is part of the NEC or REC, notice must also be given to the Chairperson.**
- 16.2. Regular Members and Followers may resign by unsubscribing from the official Chiasma mailing list, this may be performed online. Alternatively, if the Follower does not provide a current valid email address (3 consecutive bounces) or other means of communication, membership will cease after a period of 3 months.**
- 16.3. Membership may also be terminated in the following way:**
 - 16.3.1. If, for any reason whatsoever, the NEC is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the NEC under advice from the REC may give written notice of this to the Member (“the Committee’s Notice”).

The Committee’s Notice must:

 - 16.3.1.1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - 16.3.1.2. State what the Member must do in order to remedy the situation; or state that the Member must write to the NEC and REC giving reasons why the NEC and REC should not terminate the Member’s Membership.
 - 16.3.1.3. State that if, within 14 days of the Member receiving the NEC’s notice, the NEC is not satisfied, the NEC and REC may in its absolute discretion immediately terminate the Member’s Membership.
 - 16.3.1.4. State that if the NEC or REC terminates the Member’s Membership, the Member may appeal to the Society.
 - 16.3.2. 14 days after the Member received the NEC’s or REC’s Notice, the NEC 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 Chairperson (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
 - 16.3.3. If the Member gives the Member’s Notice to the Chairperson, the Member will have the right to be fairly heard at a NEC or REC Meeting held within the following 28 days. If the Member

- chooses, the Member may provide the Chairperson with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Chairperson receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following NEC or REC Meeting.
- 16.3.4. When the Member is heard at a NEC or REC Meeting, the Society may question the Member and the NEC or REC Members.
- 16.3.5. 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.

17. OBLIGATIONS OF MEMBERS

- 17.1. All Team Members and Regular Members and Followers shall do nothing to bring the Society into disrepute.**

MONEY AND OTHER ASSETS OF THE SOCIETY

18. USE OF MONEY AND OTHER ASSETS

- 18.1. The Society may only Use Money and Other Assets if:**
- 18.1.1. It is for a purpose of the Society;
 - 18.1.2. It is not for the sole personal or individual benefit of any Member; and
 - 18.1.3. That use has been approved by either the NEC or by majority vote of the Society.

19. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 19.1. The Society shall decide by majority vote at a Society Meeting:**
- 19.1.1. If a Member must pay to join the Society (“Joining Fee”); and
 - 19.1.2. If a Member must pay in order to stay a Member (“Subscription”) and how often this must be paid.
- 19.2. The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.**
- 19.3. If any Member does not pay a Subscription or levy by the date set by the NEC or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full.**

20. ADDITIONAL POWERS

20.1. The Society may:

- 20.1.1. Employ people for the purposes of the Society;
- 20.1.2. Exercise any power a trustee might exercise;
- 20.1.3. Invest in any investment that a trustee might invest in;
- 20.1.4. Not borrow money or provide security.

21. FINANCIAL YEAR

- 21.1. The financial year of the Society begins on 1st December of every year and ends on 30th November of the next year.**

22. CHEQUES

- 22.1. Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.**
- 22.2. All Cheques must be signed by the regional CEO or Chairperson, and countersigned by the Treasurer & Secretary or the CFO.**

23. ASSURANCE ON THE FINANCIAL STATEMENTS

Explanation: The organisation needs to consider what assurance over the financial statements it wants or needs. If a reviewer is required, use paragraph 23.1, if an auditor, use paragraphs 23.2, or use 23.3.

- 23.1. 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 NEC, REC, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the NEC shall appoint another Reviewer as a replacement. The NEC is responsible to provide the Reviewer with:**
- 23.1.1. Access to all information of which the NEC is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - 23.1.2. Additional information that the reviewer may request from the NEC for the purpose of the review; and
 - 23.1.3. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.
- 23.2. At an Annual General Meeting, the Society may by majority vote appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that**

they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society. If the Society appoints an Auditor who is unable to act for some reason, the NEC shall appoint another Auditor as a replacement.

- 23.2.1. Access to all information of which the NEC is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - 23.2.2. Additional information that the auditor may request from the NEC for the purpose of the audit; and
 - 23.2.3. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.
- 23.3. No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Team Members at any properly convened Society Meeting.**

CONDUCT OF MEETINGS

24. SOCIETY MEETINGS

- 24.1. A Society Meeting can be any of the following:**
- 24.1.1. An Annual General Meeting (AGM);
 - 24.1.2. A NEC meeting;
 - 24.1.3. A REC meeting;
 - 24.1.4. A Steering Committee meeting; or
 - 24.1.5. An Alumni Board Meeting
- 24.2. The Annual General Meeting shall be held once every year in December. The NEC shall determine when and where the Society shall meet during December. Open to all members.**
- 24.3. The NEC meeting shall be held at least four times every year. The NEC shall determine when and where the NEC shall meet. Attendees are by invitation only, NEC members required.**
- 24.4. The REC meeting shall be held at least once every month. The REC shall determine when and where the REC shall meet.**
- 24.5. The Alumni Board Meeting must be held twice every year, can be held in conjunction with the NEC meeting. Convened by the Chairperson, the NEC and Alumni Board members shall determine when and where these meetings will be held.**
- 24.6. The Steering Committee meeting shall be called by the REC once every year. Each REC must call a Steering Committee meeting prior to the AGM in December. The Steering Committee meeting must be attended by at least a quarter of its members.**
- 24.7. The Chairperson, CFO or the Treasurer & Secretary shall give all Members at least 14 days written notice of:**
- 24.7.1. The business to be conducted at any Society Meeting;
 - 24.7.2. A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
 - 24.7.3. A list of Officers for the Society, and information about those Officers if it has been provided. (The Chairperson must not provide Team Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - 24.7.4. Notice of any motions and the NEC, REC, Alumni Board or Steering Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more attendees do not receive the notice.

- 24.8. All NEC, REC, Alumni Board, Steering Committee, Team Members, Members and Followers may attend the meeting. However, only Team Members may vote at Society Meetings. Other attendees at the AGM may question and initiate discussions on any issue related to the objectives of the Society.**
- 24.9. No Society Meeting may be held unless at least 40% of Team Members attend.**
- 24.10. All Society Meetings shall be chaired by the Chairperson or CEO. If the Chairperson or CEO is absent, the CFO or COO shall chair the Society Meeting. If the CFO or COO is also absent, the Society shall elect another Team Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.**
- 24.11. On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:**
- 24.11.1. Voices;
 - 24.11.2. Show of hands; or
 - 24.11.3. Secret ballot.
- However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.
- 24.12. The business of an AGM shall be:**
- 24.12.1. Any minutes of the previous Meeting(s);
 - 24.12.2. The Chairperson’s report on the business of the Society;
 - 24.12.3. The Regional CEO’s report on the finances of the regional Society, and the Statement of Accounts;
 - 24.12.4. Appointment of Team Members;
 - 24.12.5. Motions to be considered; and
 - 24.12.6. General business nationally.
- 24.13. The Business of a NEC and Alumni Board Meeting shall be:**
- 24.13.1. Any minutes of the previous Meetings(s);
 - 24.13.2. The Chairperson’s report on the business of the Society;
 - 24.13.3. The CFO report on the finances of the regional Society, and the Statement of Accounts;
 - 24.13.4. The CEO’s report on the business of each region;
 - 24.13.5. Appointment of Team Members;
 - 24.13.6. Motions to be considered;
 - 24.13.7. General business; and
 - 24.13.8. Discussion and approval of plans for the balance of the current and next calendar year.
- 24.14. The Business of a REC Meeting shall be:**
- 24.14.1. Any minutes of the previous Meeting(s);
 - 24.14.2. To discuss and settle issues relating to the day-to-day operations of the Society in the region;
 - 24.14.3. Appointment of Team Members;
 - 24.14.4. Motions to be considered; and
 - 24.14.5. General business.
- 24.15. The Business of a Steering Committee meeting shall be:**
- 24.15.1. The CEO’s report on the business of the regional Society;
 - 24.15.2. Report on the finances of the regional Society, and the Statement of Accounts for the financial year;
 - 24.15.3. Provide transparency and accountability to the funds given to the Society by its Partners and Sponsors;
 - 24.15.4. Seek advice on the future direction of the Society

25. MOTIONS AT SOCIETY MEETINGS

- 25.1. Any Team Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the CEO or Chairperson at least 7 days before that meeting. The Team Member may also provide information in support of the motion (“Member’s Information”). The NEC or REC 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 a quarter of all Team Members:**
- 25.1.1. It must be voted on at the Society Meeting chosen by the Team Member; and
 - 25.1.2. The NEC must give the Member’s Information to all Members at least 7 days before the Society Meeting chosen by the Member; or
 - 25.1.3. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 25.2. The NEC or REC may also decide to put forward motions for the Society to vote on (“Committee Motions”).**

COMMON SEAL

26. COMMON SEAL

- 26.1. The Society shall have a common seal. A document shall be executed on behalf of the Society if:**
- 26.1.1. The common seal is attached to the document; and
 - 26.1.2. The document is witnessed by any one of the Chairperson, CEO or COO and countersigned by the CFO or Treasurer & Secretary.

ALTERING THE RULES

27. ALTERING THE RULES

- 27.1. The Society may alter or replace these Rules at a joint NEC and Alumni Board Meeting by a resolution passed by a two-thirds majority of those Team Members present and voting.**
- 27.2. Any proposed motion to amend or replace these Rules shall be signed by at least 50% of Team Members and given in writing to the Chairperson at least 14 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.**
- 27.3. At least 14 days before the joint NEC and Alumni Board Meeting at which any Rule change is to be considered the Chairperson shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the NEC and Alumni Board has.**
- 27.4. When a Rule change is approved by a joint NEC and Alumni Board Meeting no Rule change shall take effect until the Chairperson has filed the changes with the Registrar of Incorporated Societies in the required form.**

BYLAWS

28. BYLAWS TO GOVERN THE SOCIETY

- 28.1. The NEC and REC may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any Team Member on request to the Chairperson.**

WINDING UP

29. WINDING UP

29.1. If the Society is wound up:

- 29.1.1. The Society's debts, costs and liabilities shall be paid;
- 29.1.2. Surplus Money and Other Assets of the Society may be disposed of:
 - 29.1.2.1. By resolution; or
 - 29.1.2.2. According to the provisions in the Incorporated Societies Act 1908.
- 29.1.3. No distribution may be made to any Member;
- 29.1.4. The surplus Money and Other Assets shall be distributed to:
 - 29.1.4.1. Starship Children's Health or any other New Zealand based charitable organisation to be agreed upon by the team members

DEFINITIONS

30. DEFINITIONS AND MISCELLANEOUS MATTERS

30.1. In these Rules:

- 30.1.1. "Cheque" means a personal cheque or a bank cheque.
- 30.1.2. "Committee Member" means any Member who is on the NEC and REC.
- 30.1.3. "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.
- 30.1.4. "Meeting" mean NEC, REC, Alumni Board, Steering Committee meetings, unless stipulated otherwise.
- 30.1.5. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- 30.1.6. "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- 30.1.7. "Rules" means these rules, being the rules of the Society.

- 30.1.8. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not an Executive and Advisory Committee meeting.
- 30.1.9. “Team Member” mean the Members of the Society who are involved in the organisation of events administrative.
- 30.1.10. “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.
- 30.1.11. “Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.