

# RULES OF

## Natural Fertility New Zealand Incorporated

(As of October 2016)

### THE SOCIETY

#### 1.0 Name

- 1.1 The name of the society is Natural Fertility New Zealand Incorporated ("the Society").
- 1.2 The Society was formerly known as Natural Family Planning Incorporated and New Zealand Association of Natural Family Planning Incorporated.


#### 2.0 Registered Office

- 2.1 The Registered Office of the Society is PO Box 6181, Invercargill North, Invercargill, 9841

#### 3.0 Objects of the Society

- 3.1 The Society operates within the health sector and is established and maintained exclusively for charitable purposes to provide education and monitoring to its trainee & accredited educators & increase awareness in the general public on natural family planning methods and fertility awareness. The Society:
  - (a) Trains and certifies educators of natural family planning and fertility awareness
  - (b) Promotes effective teaching of natural family planning and fertility awareness
  - (c) Promotes and educates about fertility awareness and its use as a natural family planning method
  - (d) Ensures that those trained in teaching fertility awareness by the Society undergo continuing education and regular clinical audits

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- (e) Cooperates with other bodies, nationally and internationally, in promoting an understanding of fertility and its use as a method of natural family planning
  - (f) Takes whatever action is necessary to achieve the above aims.
- 3.2 Pecuniary gain is not a purpose of the Society. Natural Fertility New Zealand Inc is registered with the Charities Commission - Komihana Kaupapa Atawhai – registration number CC24974.

## MANAGEMENT OF THE SOCIETY

### 4.0 Council Membership





- 4.1 The Society shall have a managing Council ("the Council"), comprising the following persons:

A President and a vice president. A minimum of 3 members and a maximum of 5 members including the President and Vice President, ideally two are clinical.

### 5.0 Appointment of Council Member's

- 5.1 The Council positions are elected at the Annual General Meeting by the Member's. Proxy votes for nominated Council Member that are in the hands of the President ~~5~~ days before the commencement of the Annual General Meeting will also be accepted.
- 5.2 Members of the Council will be elected for a 12 month term needing to be renewed by election annually.
- 5.3 The past President will be able to maintain a position on the Council for another year if they wish. (This will count as one of the 5 council positions).
- 5.4 In the event that the full complement of member's of the Council is not elected at the Annual General Meeting the Council may appoint additional members (provided the membership of the Council does not exceed a total of five member's) who shall remain as Council members until the next Annual General Meeting.
- 5.6 The Council may co-opt such Members as it may from time to time deem necessary, though those Members will not have voting rights.

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## 6.0 Cessation of Council Membership

6.1 Persons cease to be a Council member when:

- (a) They resign by giving written notice to the Council
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Council member, that person must, within one calendar month of that cessation date, deliver to the administrator all books, papers and other property of the Society possessed by that person.

## 7.0 Nomination of Council Members

7.1 Nomination for Council positions will be signed or email signature by two Members of the Society and by the proposed Member, and must be in the hands of the President of the Council 28 days before the start of the Annual General Meeting. The nomination will include brief information about the background and experience of the nominee.

7.2 If the position of any Council member becomes vacant between Annual General Meetings, the Council shall appoint another Council member to fill that vacancy until the next Annual General Meeting.

7.3 If any Council member is absent from two consecutive meetings of the Council without leave of absence the President may declare that person's position to be vacant.

## 8.0 Role of the Council

8.1 Subject to statute, the rules of the Society ("The Rules") and the resolution of any general meeting, the role of the Council is to:

- Manage the Society, ensuring the objects of the Society are met
- Set the strategic direction for the Society and review the policies of the Society on a 3-yearly cycle
- Meet at least three times in a year to review the strategy and performance of the Society in meeting its objects.





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- Carry out the purposes of the Society, and Use Money or Other Assets to do that
  - Manage the Society's bank accounts
  - Employ any other person, company or organisation to administer or manage the affairs of the Society
  - Ensure that all Members follow the Rules and uphold the Code of Ethics of the Society
  - Decide how a person becomes a Member, and how a person stops being a Member
  - Appoint Trustees to the Natural Family Planning Foundation
  - Appoint members to the Society's Medical and Scientific Advisory Council
  - Decide the times and dates for Council meetings, and set the agenda for meetings
  - Decide the procedures for dealing with complaints
  - Make applications for funds from appropriate organisations for the day-to-day running of the Society or for particular projects
  - Manage any gift, endowment or bequest made to and accepted by the Society generally or for the purposes of any specific object
  - Keep the Common Seal of the Society
  - Oversee the Development of policies & procedures.
- 8.2 The Council has all of the powers of the Society, unless the Council's power is limited by these Rules, or by a majority decision of the Society.
- 8.3 Decisions of the Council bind the Society, unless the Council's power is limited by these Rules or by a majority decision of the Society.
- 8.4 The Society will indemnify all members of the Council from all liabilities and expenses incurred by them in or about the discharge of their duties performed for the Society other than resulting from their own willful default.

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## 9.0 Role of President

9.1 The President's role is to:





- (a) Convene meetings;
- (b) Chair meetings, deciding who may speak and when;
- (c) Receive all nominations for Council Membership
- (d) Enter into such contracts on behalf of the Society as may be agreed by the Council.
- (e) Be a signatory of the Society bank accounts
- (f) Give a report on the operation of the Society at each Annual General Meeting;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules
- (h) Advise the Charities Commission of any changes to the Membership of the Council or the Rules.

## 10 Functioning of the Council

10.1 The Administrator & Council will:

- (a) Implement the policies and strategic direction decided by the Council
- (b) Manage and administer the Society on a day-to-day basis
- (c) Supply a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Council or a majority of the Society decides this in a Meeting

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- d) Make applications for funds from appropriate organizations for the day-to-day running of the Society or for particular projects, as required by the Council
- (e) Ensure that all educators follow the Rules and uphold the Code of Ethics of the Society.

10.2 The Administrator shall:


- (a) Record the proceedings of Meetings and ensure that full and accurate minutes of all matters discussed and resolutions passed are kept;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Council;
- (e) Retain the common seal of the Society on behalf of the Council.
- (f) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Administrative Assistant receives them;
- (g) Keep a true and accurate record in the Society's accounting system, so that the Society's financial situation can be clearly understood at any point in time;
- (h) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies and the Charities Commission upon approval by the Members at an Annual General Meeting.

11.0 Medical and Scientific Advisors

11.1 People with appropriate medical and scientific expertise can make themselves known to the council & or be invited to stand for appointment by the council to act as a volunteer advisor to the Council for a maximum 2 year period renewable by the same process. The candidate must have a majority support from the council.

11.2 The function of the Medical and Scientific Advisors shall be to offer expert advice to the Council of the Society and to be available for consultation by the Council.

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## SOCIETY MEMBERSHIP

### 12.0 Types of Members

12.1 Professional Membership: for accredited educators only – voting rights

Student Membership: for educators in training – voting rights

Friends Membership: for all other interested parties – none voting rights unless a Council member.

### 13.0 Admission of Members

(a) Professional Members: when accreditation is current

(b) NFNZ Student Member: when commences training

13.2 Friends Membership: must -

(a) Complete an application form

And

(b) Supply any other information the Board requires.





13.3 The Board may interview the applicant when it considers Membership applications.

13.4 The Board shall have complete discretion when it decides whether or not to let the applicant become a "Friends Member". The Board shall advise the applicant of its decision, and that decision shall be final.

### 14.0 The Register of Members

14.1 The Administrative Assistant shall keep a register of Member's ("the Register"), which shall contain the names, the postal & email addresses and telephone numbers of all Members, the dates at which they became Member's and the status of their Membership fees in the current year.

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14.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Administrative assistant. .

14.3 Each Member shall provide such other details as the Council requires.

14.4 The Register shall contain also the names and addresses of all Friends Members.

14.5 The Register will contain details of the accreditation and reaccreditation of those Members who are certificated by the Society as educators of natural family planning and fertility awareness.



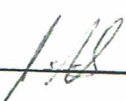

### 15.0 Cessation of Membership

15.1 Any Member may resign by giving written notice to the Council and shall, within one calendar month of resignation, deliver to the Administrative assistant all books, papers and other property of the Society possessed by that Member.

15.2 A Member may have his or her Membership terminated in the following way:

- (a) If, for any reason whatsoever, the Council is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Council may give written notice of this to the Member ("the Council's Notice"). The Council's Notice must:
  - (i) Explain how the Member is breaching the Rules 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 Council giving reasons why the Council should not terminate the Member's Membership.
  - (iii) State that if, within 14 days of the Member receiving the Council's Notice, the Council is not satisfied, the Council may in its absolute discretion immediately terminate the Member's Membership.
  - (iv) State that if the Council terminates the Member's Membership, the Member may appeal to the Society.
- (b) 14 days after the Member received the Council's Notice; the Council 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

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Meeting by giving written notice to the President ("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 President, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the President with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the President to give the Member's Explanation to every other Member within 7 days of the President 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 Society Meeting.
- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Council Members.
- (e) 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.

#### 16.0 Re-admission of former Members

- 16.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's Membership was terminated by the Council or the Society, the Applicant shall not be readmitted without the approval of the Council by majority vote.

#### 17.0 Obligations of Members:

- 17.1 All Member's (and Council Member's) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.


### MONEY AND OTHER ASSETS OF THE SOCIETY

#### 18.0 Use of Money and Other Assets

- 18.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose pursuant to the objects of the Society;

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- (b) It is not for the sole personal or individual benefit of any Member (save where the Member, being a person certificated by the Society as educators of natural family planning and fertility awareness, is being paid for services rendered on behalf of the Society or is being reimbursed for approved expenditure in pursuit of the objects the Society); and
- (c) That Use has been approved by either the Council or by majority vote of the Society.

18.2 The Administrative assistant will have delegated 'day-to-day' financial responsibility for the Society.

### 19.0 Joining Fees, Subscriptions and Levies

19.1 The Council shall decide by Majority vote:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

19.2 The Council may by majority vote impose a levy or levies on Member's in any one financial year.





19.3 If any Member does not pay a Subscription or levy for more than 3 months, 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.

### 20.0 Additional Powers

20.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;

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- (d) Borrow money and provide security for that if authorised by simple majority vote at any Meeting
- (e) Charge for its services.

## 21.0 Financial Year

21.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

## 22.0 Cheques

22.1 Any payment made by the Society above a value of twenty dollars must be by cheque or electronic deposit.

22.2 The authorised signatories for the Society shall be the President and two council members within restrictions of the society's financial policy

## 23.0 Financial Review

23.1 The Council will appoint a suitably qualified person to review the financial accounts in line with currently recommended guidelines & New Zealand law.

## CONDUCT OF MEETINGS

### 24.0 Society Meetings


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


24.2 The Annual General Meeting shall be held once every year between 1 July and 31 October. The Council shall determine when and where the Society shall meet within those dates. Notice of the Annual General Meeting will be given to all Members 42 days before the meeting.

24.3 Special General Meetings may be called by the Council. The Council must call a Special General Meeting if the President receives a written request signed by at least two-third of the Members. Notice of a Special Meeting must be given at least 30 days before the Special Meeting.

24.4 The Administrative Assistant shall give all Member's at least 14 days written notice of:

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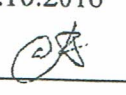
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- (a) The business to be conducted at any Society Meeting
  - (b) Items of business requiring a vote at any Society Meeting;
  - (c) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting
  - (d) A list of Nominees for the Council and information about those Nominees
  - (e) Notice of any motions and the Council's recommendations about those motions. If the Executive Assistant has sent 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.
- 24.5 All Member's may attend and vote at Society Meetings. Proxy votes for nominated Council Members and on circulated notices of motion, may be cast in writing (mail, facsimile or email) before the start of a Society Meeting by those Members unable to attend.
- 24.6 No Society Meeting may be held unless at least one third of Member's attend in person or if the council chooses in the future, attends by a video conference
- 24.7 All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Council Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 24.8 Decisions at Society Meetings shall be by consensus but, failing a consensus, decisions are, unless otherwise specified, to be by simple majority vote.
- 24.9 On any given motion at a Society Meeting, the President shall ask at the time how the Member's would like to vote: (a) Voices; (b) Show of hands; or
- (c) Secret ballot.
- However, if any Member wants a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot
- 24.10 The business of an Annual General Meeting shall be:
- (a) Any minutes of the previous Meeting(s);
  - (b) The Chairperson's report on the business of the Society;

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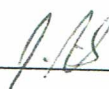
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- (c) A report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Council members
- (e) Motions to be considered; (f) General business.

## 25.0 Motions at Society Meetings

25.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the President at least ~~28 days~~ before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Council 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 two thirds of all Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Executive Assistant must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or

if the Executive Assistant fails to do this, the Member has the right to raise the motion at the following Society Meeting.

25.2 The Council may also decide to put forward motions for the Society to vote on ("Council Motions").

## 26.0 Council Meetings

26.1 The Council is to meet at least three times a year plus AGM at such times and places and in such manner (including in person, by telephone or video conference) as it may determine and otherwise where and as convened by the President or, in the Presidents absence, the Vice president.

26.2 No Council Meeting may be held unless more than half of the Council Members attend.

26.3 The President shall chair Council Meetings, or if the President is absent, the Vice President chair that meeting.

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26.4 Decisions of the Council shall be by consensus but, failing a consensus, decisions are, unless otherwise specified, to be by simple majority vote.

26.5 The President or person acting as President has a casting vote.

26.6 Only Council Members present at a Council Meeting may vote at that Council Meeting.

26.7 Subject to these Rules, the Council may regulate its own practices.

### **SIGNING OF DOCUMENTS**

#### **27.0 Signing of Documents**

27.1 The Society shall have a common seal. A document requiring a common seal shall be executed on behalf of the Society if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by any two Members of the Council.

27.2 The Common Seal may be affixed to documents only with the approval of the Council.

### **ALTERING THE RULES**


#### **28.0 Altering the Rules**

28.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

28.2 At least 14 days before the General Meeting at which any Rule change is to be considered the Executive Assistant shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Council has.

28.3 When a Rule change is approved by a Society Meeting the Council shall cause to be filed with the Registrar of Incorporated Societies and the Charities Commission advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

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**WINDING-UP****29.0 Winding-up**

29.1 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 as directed by resolution of a Society Meeting provided such surplus money is given or transferred to another organisation that is charitable under New Zealand law or for some other charitable purpose recognised under New Zealand law.

29.2 A motion to wind-up the Society may be passed by a simple majority vote at a Society Meeting. If such a resolution is passed, a second Society Meeting must be called, not earlier than 30 days from the Society Meeting that passed the resolution, in order to confirm, by simple majority vote, the resolution to wind-up that was passed at the former meeting.

**DEFINITIONS**

30.1 In these Rules:

- (a) "Council" means the Council of the Society.
- (b) "Council Meeting" means a meeting of the Council.
- (c) "Council Member" means any Member who is on the Council.
- (d) "Cheque" means a personal cheque or a bank cheque.
- (e) "Educator" means any person who is certificated by the Society as an educator of natural family planning and fertility awareness and who fulfils ongoing accreditation requirements
- (f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Council Meeting.
- (g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

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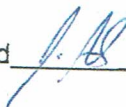
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- (h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (i) "Rules" means these rules, being the rules of the Society.
- (j) "Simple Majority" 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.
- (k) "Society" means Natural Fertility New Zealand Inc.
- (l) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Council Meeting.
- (m) "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.
- (n) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.

The foregoing Constitution was amended by Member's of the Society at the Annual General Meeting held in Auckland 13th October 2016

Signed:

Lena Williams - President

Signed:

Kelly Richards - Board Member

Signed:

Chantelle Meikle - Vice President

Signed:

Judith Soper - Board Member

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