

RULES OF

New Zealand Association of Positive Psychology Incorporated

1.0 Name

- 1.1 The name of the society is New Zealand Association of Positive Psychology Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 1 June 2008.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 3 Cleary Street, Lower Hutt, 5011, New Zealand.

3.0 Purposes of the Society

- 3.1 The purposes of the Society are to:
- (a) promote the science and practice of positive psychology and its research-based applications, and to foster communication and collaboration among researchers, practitioners, teachers, and students, and across disciplines, who are interested in positive psychology.
 - (b) do anything helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Executive Committee

- 4.1 The Society shall have an executive committee ("the Committee"), comprising the following persons:
- (a) The President, who shall also carry the role of Chairman of the Society;
 - (b) The Vice-President;
 - (c) The Treasurer;
 - (d) The Secretary; and
 - (e) Other Members as the Society shall decide.
- 4.2 Only Members of the Society may be Committee Members.
- 4.3 There shall be a minimum of four Committee Members.

5.0 Appointment of Committee Members

- 5.1 Subject to the rules of the Society ("The Rules"), the term of first appointment of President, Vice-President, Secretary, and Treasurer shall be for 2 years from first formation of the Society, and thereafter as decided by Majority Vote of the Members, for no more than 2 years.
- 5.2 At a Society Meeting, the Members may decide by majority vote:
- (a) How large the Committee will be, between 4 and 12 Committee Members;
 - (b) Who shall have the titles of President, Vice-President, Secretary, and Treasurer;
 - (c) How long each person will be a Committee Member or hold a title ('the Term').

6.0 Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
- (a) They resign by giving written notice to the Committee.
 - (b) They are removed by majority vote of the Society at a Society Meeting.
 - (c) Their Term expires.
- 6.2 If a person ceases to be a Committee Member, that person must within fourteen days give to the Committee all Society documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least fourteen days before a General Meeting. Each candidate shall be proposed in writing by a Member and the completed nomination delivered to the Secretary. Nominations shall close thirty minutes prior to commencement of the Annual General Meeting. The Secretary shall provide a list of all nominations to the Meeting. All retiring members of the Committee shall be eligible for nomination and re-election.
- 7.2 If the position of any Committee Member becomes vacant between Society Meetings, the Committee shall appoint another Committee Member by Majority Vote to fill that vacancy until the next Society Meeting.
- 7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to The Rules, the role of the Committee is to:

- Administer, manage, and control the Society;
- Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- Manage the Society's bank accounts;
- Require that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints;
- Set Membership fees, if any, including subscriptions and levies;
- Make regulations.

8.2 The Committee has all of the powers of the Society, and decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

9.0 Roles of Committee Members

9.1 The President, also carrying the role of Chairman of the Society, whose role is to:

- (a) Oversee the operation of the Society;
- (b) Require that the Rules are followed by Members;
- (c) Convene Meetings;
- (d) Chair Meetings, deciding who may speak and when;
- (e) Give a verbal or written report on the operation of the Society at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Vice-President's role is to:

- (a) Support the President in overseeing the operation of the Society, and requiring that the Rules are followed by Members;
- (b) Chair meetings in the absence of the President;

9.3 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (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 Committee;

9.4 The Treasurer's role is to:

- (a) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (b) Account for any payments made into, or out of, the Society's bank account.
- (c) Where payments are made to the Society and not deposited directly into the Society's bank account, collect payments and bank these within seven days after receiving them.
- (d) Give 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 Committee or a majority of the Society decides this in a Meeting.
- (e) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

SOCIETY MEMBERSHIP

10.0 Types of Members

10.1 A Member is an Ordinary Member with the rights and responsibilities set out in these Rules.

11.0 Admission of Members

11.1 To become an Ordinary Member, a person ("the Applicant") must:

- (a) Complete a Registration form, which may be found on the Society's website; and
- (b) Supply any other information the Committee requires.

11.2 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision with reasons to support the decision, and that decision shall be final.

12.0 The Register of Members

12.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names and email address of all Members, and the dates at which they became Members.

12.2 If a Member's contact information changes, that Member shall give the new information to the Secretary.

12.3 Each Member shall provide such other details as the Committee requires.

13.0 Cessation of Membership

13.1 Any Member may resign by giving Written Notice to the Secretary.

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

- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, or is believed to have joined the Society with fallacious identity, not using his or her own legal name, or entering into Membership more than once, or is not contactable using the details provided and maintained by the Member, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, or explain whatever other reason has brought the Member's Membership into question;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (iii) State that if, within fourteen days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - (iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

- (b) Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving Written Notice to the Secretary ("Member's Notice") within fourteen days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within fourteen days of the Secretary 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 Committee 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.

14.0 Re-admission of former Members

14.1 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 Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by Majority Vote.

15.0 Obligations of Members:

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society, or Members of the Society, into disrepute.

MONEY AND OTHER ASSETS OF THE SOCIETY

16.0 Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by Majority Vote of the Society.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Society shall decide by majority vote at a Society Meeting:

- (a) Whether there shall be any joining or subscription fee;
- (b) What that joining or subscription fee may be;
- (c) How often any joining or subscription fee must be paid.

17.2 If any Member owes money to the Society that is not paid by the due date, that Member shall have a further period of seven days to make payment. 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.

18.0 Additional Powers

18.1 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;

- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

20.0 Cheques

20.1 All Cheques must be signed by the President, and countersigned by one other Committee Member.

21.0 Appointing an Auditor

21.1 The financial statements of the Association shall be reviewed each year by a qualified Chartered Accountant appointed by the Annual General Meeting.

CONDUCT OF MEETINGS

22.0 Society Meetings

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

22.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Society shall meet within those dates. The Meeting may be held through electronic conferencing.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request endorsed by at least five Members.

22.4 The Secretary shall give all Members at least fourteen days Written Notice of:

- (a) The business to be conducted at any Society Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
- (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided.
- (d) Notice of any motions and the 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 Members do not receive the notice.

22.5 All Members may attend and vote at Society Meetings.

22.6 No Society Meeting may be held unless at least six Members attend.

22.7 All Society Meetings shall be chaired by the President, or, if the President is absent, the Vice-President shall chair the Society Meeting. If the Vice-President is also absent, the President shall appoint another Committee Member to chair that meeting. If the President is not available to appoint a chair, those Members present at the meeting shall vote for a Member to chair the meeting.

22.8 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands;
- (c) Electronic notification to the Secretary; or
- (d) Secret ballot.

However, if any Member demands a secret ballot before a vote by any means has begun, voting must be by secret ballot.

22.9 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s);
- (b) The President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

23.0 Motions at Society Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving Written Notice to the Secretary at least fourteen days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is endorsed by at least five Members:

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

If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

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

24.0 Committee Meetings

24.1 Committee Meetings may be held through electronic conferencing.

24.2 No Committee Meeting may be held unless a minimum of half of the Committee Members attend.

24.3 The President shall chair Committee Meetings, or if the President is absent, the Vice-President shall chair the Committee Meeting. If the Vice-President is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.4 Decisions of the Committee shall be by Majority Vote.

24.5 Committee Members present at a Committee Meeting may vote at that Committee Meeting, or may give proxy and voting instructions to another member of the Committee present at that Committee Meeting.

24.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

25.0 Signing of Documents

25.1 The Society shall have a common seal. A document 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 one of the President, Vice-President, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

26.0 Altering the Rules

26.1 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.

- 26.2 Any proposed motion to amend or replace these Rules shall be signed by at least five Members and given in writing to the Secretary at least twenty-one days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 At least fourteen days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 26.4 When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

27.0 Winding up

27.1 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:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to an organization that furthers the aims of positive psychology, and the selection of which organization is passed by a Majority Vote of the Members.

28.0 Definitions

28.1 In these Rules:

- (a) "Committee" means the Committee of the Society.
- (b) "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.
- (c) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (d) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (e) "Rules" means these rules, being the rules of the Society.
- (f) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (g) "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.
- (h) "Written Notice" means hand-written, printed or email communication of words or a combination of these methods.