

International Development Young Professionals NZ

Rules

AS AMENDED UNANIMOUSLY AT IDYP AGM OCTOBER 15, 2020

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Name

1. The name of the society is International Development Young Professionals Aotearoa New Zealand Incorporated ("IDYP").

Registered Office

2. The Registered Office of IDYP is 569B Mount Albert Rd, Royal Oak, Auckland 1023.

Purpose

3. The purposes of IDYP are to advance education and contribute to the strength of New Zealand's international development practice by:
 - a. providing opportunities for development, training of skills, and capabilities;
 - b. building public understanding, appreciation, and awareness of the activities and challenges faced by individuals and organisations engaged in the international development sector in New Zealand and abroad;
 - c. providing a credible space for young professionals and the public to hear from experts in the field of international development and to build/develop knowledge and share/develop ideas about the international development as a field of science and practice; and
 - d. creating opportunities for young professionals to come together to debate, discuss critical issues, and collaborate on projects in order to increase the impact of their everyday work.
4. IDYP is not seeking to gain financial profit.
5. IDYP is committed to promoting human rights and non-discrimination, and remaining non-partisan in all its operations and activities.

IDYP Board

6. IDYP shall have a Board comprising the following persons:
 - a. Chair;
 - b. Vice Chair;
 - c. Treasurer; and
 - d. other Co-Chairs as the IDYP decides.
7. The Chair is responsible for:
 - Managing the Board and Network in accordance with the Rules
 - Presiding at Board meetings
 - Assigning tasks to the Vice Chair and Co-chairs
8. The Vice Chair is responsible for:
 - Assuming the Chair's duties in the absence of the Chair
 - Managing IDYPN's upholding of its Rules, legal and governance obligations
9. The Treasurer is responsible for:
 - Financial governance and financial management
10. Responsibilities of Co-Chairs will be decided by the Board. Only Members of IDYP may be Co-Chairs.

11. The Members may decide, in accordance with the process set out in paragraph 18, at a IDYP Meeting on the number of Co-Chairs, functions of each Board Co-Chairs and shall elect the Chair, Vice Chair, Treasurer, and any other Co-Chairs for a period of one year terms. Co-Chairs may serve for a maximum of 6 one-year terms, at which point they must not serve for at least one year before seeking re-election.
12. Persons cease to be Co-Chairs when:
 - a. they resign by giving written notice to the Board;
 - b. they are removed by majority vote of the IDYP at an IDYP Members Meeting; or
 - c. their term expires.
13. If a person ceases to be a Co-Chair, that person must give the Board all IDYP documents and property within one month.
14. Nominations for Co-Chairs shall be called for at least 28 days before a Members Meeting. Each candidate must be proposed in writing and seconded by a Member and delivered to idyp.nz@gmail.com by 5pm on the fourteenth day before the Members Meeting.
15. If a Co-Chair position becomes vacant between Members Meetings the Board may appoint a Co-Chair or an IDYP Member to fill the vacancy until the next Members Meeting.
16. If any Co-Chair is absent from three consecutive meetings without a formal apology, the Board may decide that person's position to be vacant.

Role of the Board

17. The Board has all the powers of IDYP, unless the Board's power is limited by these Rules or by a majority decision of IDYP Members. Its role is to:
 - a. carry out the purposes of the IDYP including administering, managing and controlling the IDYP in accordance with its Strategic Plan;
 - b. ensure the IDYP and its Members comply with these Rules;
 - c. manage the IDYP's financial affairs, including preparing an annual financial summary;
 - d. keep a register of Members which shall contain the contact details of all Members and the dates at which they became Members and shall not be used for any purpose other than the Board contacting members on official IDYP business; and
 - e. handle any complaints that are made against the IDYP.
18. The Board will hold meetings in accordance with the following process:
 - a. decisions of the Board shall be by a majority vote, with each Board member having one vote, and are binding on the IDYP. Observers may not vote. In the event of an equal vote, the Chair shall have a casting vote;
 - b. quorum for Board meetings shall be 50% of Board Members, in person;
 - c. the IDYP Chair shall chair Board Meetings, or if the Chair is absent then the Vice-Chair shall chair. If both are absent the Board shall elect a Co-Chair to chair that meeting; and
 - d. only Co-Chairs present at a Board Meeting may vote at that meeting.

Membership

19. Membership is free of charge and open to all individuals and organisations that:
 - a. abide by the values and purposes of the IDYP as set out in the Strategic Plan and Application Form;
 - b. submit an online application form on an annual basis;
 - c. abide by these Rules; and

- d. do nothing to bring the IDYP into disrepute.
- 20. To become a Member, a person ("the Applicant") must complete an application form at any time, and must provide all information requested in the application form. The application form will be considered by a nominated Co-Chair.
- 21. If that Co-Chair assesses that the application should be denied, the application will be submitted to the Board for review at their next meeting. The Board shall have complete discretion when it decides whether or not to allow the Applicant become a Member, noting that decisions must be made on reasonable evidence-based grounds and in light of Paragraph 4 of these Rules. The Board shall document its decision and reasoning in its Meeting minutes and advise the Applicant of its decision, and that decision shall be final.

Termination of Membership

- 22. Membership may be terminated in the following ways:
 - a. any Member may leave the IDYP by giving written notice to the Board;
 - b. a Member may be expelled by a two-thirds vote of the Board for a failure to meet the obligations set out in paragraph 15 after a proper process in which the Member is informed of the proposal to suspend or expel and given an opportunity to make representations to the Board as to why removal is not warranted; and/or
 - c. if IDYP seeks periodic confirmation of membership and the Member fails to confirm their membership within the required timeframe their membership will cease.

Money and Other Assets of the IDYP

- 23. The IDYP may only Fundraise or Use Money and Other Assets in accordance with the following rules:
 - a. Money and Other Assets must be for advancing the charitable purpose of the IDYP;
 - b. Money and Other Assets may not be for the benefit of any individual Member;
 - c. no IDYP member, or anyone associated with a member, is allowed to take part in or influence any decision relating to Money or Other Assets where that member or associated person may stand to gain any income, benefit or advantage;
 - d. any payments made to an IDYP Member or anyone associated with a Member must be for goods or services that advance the IDYP's purpose and must be reasonable and relative to payments that would be made between unrelated parties; and
 - e. fundraising or Use of Money and Other Assets must be approved by either the Board at a Board Meeting or in writing (including email) by at least two other Co-Chairs.
- 24. IDYP may not enter into any debt, credit or promissory arrangements.
- 25. The Treasurer must:
 - a. receive all money paid to the IDYP and make all payments authorised by the IDYP in accordance with the Board's decisions as per Paragraph 23 e;
 - b. keep correct accounts and books showing the financial affairs of the IDYP with full details of all receipts and expenditure connected with IDYP's activities; and
 - c. prepare a financial statement for each Members Meetings and any other meetings as requested by the Board.

Complaints and/or disputes

- 26. The IDYP takes complaints and disputes very seriously and will handle all complaints and disputes in line with legal requirements and in a respectful, confidential, accountable manner, noting in particular Paragraph 5 of these Rules.

27. All complaints and/or disputes will be sent to the Chair. The Chair will discuss the complaint or dispute with a minimum of two Co-Chairs, selected as appropriate to the nature of the complaint or dispute, and determine how to respond. A decision and information relating to the rationale for the decision will be provided to the complainant or parties to the dispute by the Chair.
28. In the event that the Chair is not appropriate to handle the complaint or dispute, the complaint or dispute will be forwarded to the Vice Chair for handling in accordance with the procedure at paragraph 26.
29. If the complainant or parties to the dispute are not satisfied with the decision, they may appeal to the Board. The full Board will review the complaint or dispute, noting paragraph 22 of these Rules, and will make a decision on how the IDYP will respond. This decision is final.

Financial Year and financial statements

30. The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.
31. The Treasurer will prepare an annual financial statement for presentation to the Board, and other financial updates throughout the year as requested by the Board.

Legal agreements and contracts

32. Noting Paragraph 24 of these Rules, IDYP may decide to enter into contracts or legal agreements to advance its purposes, such as but not limited to alcohol licensing for events, agreements for venue hire or other in-kind support. Any decision to enter into such a contract or agreement must be endorsed by the majority of Co-Chairs either at a Board Meeting or in writing (including by email).

Common seal

33. The IDYP common seal may be used if the majority of Board members approve its use and this approval is documented in writing (including by email).
34. Every document to which the common seal is affixed will be signed by the Chair or Vice Chair and counter-signed by a second Board member.

IDYP Members Meetings

35. A Members Meeting is either an Annual General Meeting or another meeting wherein all Members are invited.
36. The Annual General Meeting shall be held once every year no later than four months after the IDYP's end of financial year.
37. Additional Members Meetings may be held as determined by the Board and must be held if the Board receives a written request signed by at least 10 percent of the Members.
38. The Board shall give all Members:
 - a. at least 28 days written notice of any Members Meeting and its agenda;
 - b. the annual (or most recent) financial statement;
 - c. a list of nominees for the Board at least 14 days in advance of the Members Meeting if Board elections are being held at the meeting; and
 - d. information about any agenda items.

39. All Members may attend and vote at Members Meetings, with each Member who is present at Member Meetings having one vote.
40. Members meetings will be governed by the following process:
- decisions shall be made by a majority of vote by Members present and are binding on the IDYP;
 - in the event of an equal vote, the Chair shall have a casting vote;
 - the Quorum for IDYP Meetings is 50% of Co-Chairs, in person;
 - the Chair shall chair Board Meetings, or if the Chair is absent, the Vice Chair shall chair. If both are absent then the Board shall elect a Co-Chair to chair that meeting; and
 - the Chair or his/her nominee may adjourn the meeting if necessary.

Altering the rules

41. The IDYP may alter or replace these Rules at a Members Meeting by a motion passed by a two-thirds majority of those Members present and voting.
42. When a Rule change is approved by a Members Meeting, no Rule change shall take effect until the changes have been registered with the Registrar of Incorporated Societies.

Winding up

43. If the IDYP is wound up:
- the IDYP's costs and liabilities shall be paid from IDYP Money and Other Assets;
 - any surplus Money and Other Assets of the IDYP will be disposed of by decision of the IDYP Board to a charitable purpose in alignment with IDYP's purposes, as defined in section 5(1) of the Charities Act 2005; and
 - no distribution may be made to any Member.

Definitions

44. In these Rules:
- "Majority vote" means a vote made by more than half of those who are present at a Meeting and who are entitled to vote.
 - "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - "Members Meeting" means any Annual General Meeting, or any meeting where all Members are invited, but not a Board Meeting.
 - "Fundraise Money or Other Assets" means to seek or solicit funds, donations, property, assets, or in-kind support.
 - "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.
 - "Written Notice" means communication by post, electronic means (including email, and website posting), or public advertisement, or a combination of these methods.
 - Matters not covered in these rules shall be decided upon by the Board.
 - International development: Activities undertaken in order to reduce poverty and address global justice issues in the broader context of working to achieve sustainable development. This may occur through a range of engagements that includes community projects, disaster risk reduction, responding to disasters, community education, advocacy, volunteer sending, social enterprise, provision of technical and professional services and resources, environmental protection and restoration, and promotion and protection of human rights.