

CONSTITUTION AND RULES
of
Alliance Française de Hamilton Inc

A Society incorporated under the Incorporated Societies Act 1908.

1. NAME AND DESCRIPTION

- (a) The name of the Society is Alliance Française de Hamilton Incorporated.
- (b) The Alliance Française de Hamilton is an autonomous, non-profit-making association registered under the Incorporated Societies Act 1908 and the Charities Act 2005. It is constituted in accordance with the statutes and aims of the Alliance Française founded in Paris in 1883, the work of which has been continued since January 1, 2008, by the Fondation Alliance Française.
- (c) The Alliance Française de Hamilton has no political or religious affiliation and does not allow any form of discrimination.

2. REGISTERED OFFICE

- (a) The registered office shall be at such a place as the Committee shall determine.
- (b) Notice of any change of address of the registered office shall be duly sent to the Registrar of Incorporated Societies.

3. OBJECTS AND POWERS

- (a) The charitable objects of the Society are:
 - (i) The advancement of education in respect of French language and the cultures of French-speaking communities.
 - (ii) To promote knowledge and appreciation of French language and the cultures of French-speaking communities within the Hamilton area.
 - (iii) To establish and maintain appropriate facilities and resources for the learning of the French language and the appreciation of the cultures of French-speaking communities.
 - (iv) To provide classes of instruction in French language and the cultures of French-speaking communities to people of all ages.
 - (v) To support the teaching of the French language in schools and universities in the Hamilton area.

(vi) To foster a mutual understanding between France and other French-speaking countries and territories and New Zealand by developing cultural exchanges,

(b) The Society shall have the power to do all things and carry on all activities that will achieve any one or more of the charitable objects of the Society.

(c) The profit gains and benefits accruing to the Society shall be used to advance the charitable objects of the Society.

4. PATRON

The Patron of the Society shall be, subject to his or her consent, His or Her Excellency the Ambassador of France in New Zealand, or failing his or her consent, such other person as the Society may elect at an Annual General Meeting.

5. MEMBERSHIP

(a) There will be the following categories of membership:

(i) **Life Members:** Life Membership can be conferred by the Society in recognition of long or outstanding service to the Society. The resolution to confer Life Membership shall be passed at the Annual General Meeting on the unanimous recommendation of the Committee. Life Members have the same entitlements and obligations as Ordinary Members but shall be exempt from annual subscriptions.

(ii) **Ordinary Members:** Ordinary membership will be available to persons aged sixteen years and over, subject to any conditions of eligibility that will be determined by the Annual General Meeting.

(iii) **Associate Members:** Associate membership will be available to persons who are not eligible to become Ordinary members, and institutions and corporate organisations. The Committee shall set the conditions under which Associate Members are entitled to participate in the activities of the Society. Associate Members will not be entitled to vote at general meetings of the Society.

(b) Any person, institution or corporate organisation may, subject to meeting any conditions of eligibility, become a member of the Society on completion of the appropriate application form together with payment of the annual subscription.

(c) Members (other than Life Members) shall pay an annual subscription to be determined each year by the Annual General Meeting, after considering the recommendations of the outgoing Committee. The schedule of subscriptions shall set rates for each category of membership and may include special rates for students, families, retired persons, corporates and any others approved by the Annual General Meeting.

(d) The number of members is unlimited.

(e) The Secretary shall keep a register of current members.

(f) Any member may resign from membership by written notice to the Secretary and such resignation shall take effect from the date stipulated in the notice or if there is no date

stipulated from the date on which the notice is received by the Secretary but without relieving the member from the obligation to pay all membership subscriptions and levies due at the date on which the resignation takes effect.

(g) The Committee may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member:

(i) is convicted of any indictable offence or offence for which a convicted person may be imprisoned;

(ii) is adjudged bankrupt;

(iii) makes a composition with creditors; or

(iv) (if a body corporate) is wound up or placed in receivership or liquidation.

(h) Any member may make a complaint to the Committee that the conduct of another member of the Society is unbecoming or prejudicial to the objects and interests of the Society. All such complaints shall be in writing and addressed to the Committee.

(i) If the Committee considers that there is sufficient substance to the complaint, it may decide to convene a hearing to fully consider the member's actions and decide what action to take if the complaint is upheld. It shall invite the member subject to the complaint to attend a Committee meeting and to offer a written or oral explanation of the conduct which is the subject of the complaint.

(j) The Committee shall give the member subject to the complaint at least 14 days written notice of the meeting and that notice shall:

(i) sufficiently inform the member of the nature of the complaint so that they can offer an explanation of their conduct;

(ii) inform the member that the Committee could expel the member if the complaint is upheld and the Committee is not satisfied with the explanation.

(k) If the Committee decides to expel the member from the Society that member shall immediately cease to be a member of the Society. If the Committee decides that the offence does not warrant expulsion, it may issue a formal letter of admonishment and/or warning to the member.

(l) Any member failing to pay the annual subscription within 1 calendar month of the date the subscription is due shall be considered as unfinancial and 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 arrears are paid and shall be deemed to have ceased to be a member until all arrears are paid in full.

6. OFFICERS AND COMMITTEE

(a) The Officers of the Society shall be a President, a Secretary, and a Treasurer who, with a minimum of 2 but no more than 4 other members, shall comprise the Committee.

(b) The Officers and Committee members shall be elected at the Annual General Meeting. The previous year's Officers and Committee members shall retire at each Annual General

Meeting, but shall be eligible for re-election at that and subsequent Annual General Meetings. To be eligible to stand for election or re-election to any office or position on the Committee, each person must consent to nomination and be and remain a financial ordinary member of the Society.

(c) The Committee shall have the right to co-opt an ordinary member of the Society, as a new member of the Committee, provided that the maximum number of members of the Committee is not exceeded. It shall exercise this right if nominations for Committee members at the Annual General Meeting are insufficient or to replace any member who, for whatever reason, ceases to be a member of the Committee. Co-opted members will have the same entitlements and obligations as elected members of the Committee.

(d) No member of the Committee including the officers shall serve on the Committee for any continuous period of more than 6 consecutive years.

(e) Any person appointed as Director of the Society shall be entitled to participate in the work of the Committee in an advisory capacity but shall have no voting rights.

(f) Any Committee member who fails to attend three consecutive meetings shall cease to be a member of the Committee, unless he or she justifies the absence to the satisfaction of the Committee.

(g) The President shall preside at Committee meetings. If the President is absent the members present shall elect one of their number as chairperson for the meeting.

(h) At Committee meetings matters shall be decided by a majority vote. The chairperson of the meeting shall have a deliberative vote and in the event of an equality of votes, shall have a casting vote.

(i) The quorum for any Committee meeting shall be 50% of the committee members of whom two shall be Officers.

(j) No employee of the Society can be a member of the Committee.

(k) No member of the Committee may receive any remuneration from the Society for their time or expertise or services provided to the Society nor may a Committee member be employed by the Society or contract with the Society either directly or through a company or other organisation in which the Committee member is interested except that Committee members may be reimbursed expenses in terms of paragraph 8(i) of these rules.

7. ROLE OF OFFICERS

(a) **President:** The role of the President is to:

- represent the Society;
- preside at Committee meetings and general meetings of the Society;
- ensure compliance with these Rules;
- provide guidance to the Society.

(b) **Secretary:** The role of the Secretary is to:

- keep a register of members;
- keep accurate minutes recording the business transacted at Committee meetings and general meetings of the Society;
- file statutory returns for the Society (other than tax returns) and notify changes to the Committee to the appropriate authorities including Charities Services;
- issue notices calling general meetings and Committee meetings.

(c) **Treasurer:** The role of the Treasurer is to:

- to keep correct books of account;
- to provide regular reports to the Committee on the financial position of the Society;
- to report on the financial position of the Society to the Annual General Meeting.

8. GOVERNANCE AND RULES

(a) The control and governance of the Society and of the property and funds thereof shall be vested in the Committee.

(b) The Committee is the sole authority for questions of interpretation of the rules.

(c) The funds of the Society shall be deposited at one or more registered trading banks in the name of the Society unless they are invested in accordance with the following rule.

(d) The funds of the Society may be invested by the Committee according to the requirements of the Trustee Act provided that if funds are invested other than in an interest-bearing deposit account at a registered trading bank the provisions of rule 8(h) shall apply.

(e) The bank accounts and investment accounts of the Society shall be operated by signatories designated by the Committee, one of whom shall be the President, one the Treasurer, and one any other member of the Committee, any two of whom shall be entitled to operate the account.

(f) The funds of the Society shall be disbursed for the purposes of the Society only.

(g) The Society shall not have power to borrow funds whether secured or unsecured.

(h) Any financial commitment with a value of \$10,000 or more shall require the approval of the Society in general meeting by a simple majority of those present and voting. For the purpose of this rule “financial commitment” includes investments (except the deposit of funds in an interest bearing account at a registered trading bank), expenditure however incurred, borrowing and giving of security for borrowing, land and property transactions including sales, purchases, exchange, leases, mortgages and debentures.

(i) No member of the Society shall receive or obtain any pecuniary gain from the property or operations of the Society, except:

- (i) a member who has incurred expenses on behalf of the Society which are authorised by the Committee as being for the advancement of the charitable objects of the Society shall be reimbursed; and

(ii) the Committee may purchase professional or trade services from a member of the Society or a person or entity associated with a member provided that such services are for the advancement of the charitable objects of the Society and the cost is no more than would be incurred had the services been obtained through an arms-length transaction with a third party supplier.

(j) No member of the Society or any person or entity associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person.

(k) Any contract in the name of the Society for a value of more than \$3000 must be in writing. The terms and contents of such contract must have been approved by the Committee before being signed.

(l) The Secretary must ensure that written minutes are made, recording the business transacted at each meeting of the Committee, and at each general and extraordinary meeting of the Society. In his or her absence at any meeting, a replacement for the Secretary shall be the first item of the agenda.

(m) The Chairperson of a subsequent meeting at which they are confirmed will sign the minutes. The Committee has the power to confirm the minutes of the General Meetings.

(n) The confirmed minutes and copies of reports or documentations they refer to will be filed by the Secretary and kept in the document store of the Society. Minutes shall be available to members of the Society for inspection at any reasonable time.

(o) The financial year shall end on October 31.

9. GENERAL MEETINGS

(a) An Annual General Meeting shall be held on or before December 31 in every year. The agenda of the Annual General Meeting shall be:

- Apologies and quorum.
- President's Report.
- Financial report and presentation of yearly accounts.
- Fixing the annual subscriptions for the ensuing year.
- Election of Officers and members of the new Committee. Eligibility for nomination shall be restricted to Full Members. All candidates must have their nomination proposed by 2 current Society members, and give their consent. Nominations of candidates shall close one week before the date of the meeting.
- General business.

(b) The Committee may at any time, for any special purpose, call an Extraordinary General Meeting.

(c) An Extraordinary General Meeting can also be called upon the giving to the Committee of a written requisition, signed by any 10 ordinary members, stating the purpose for which such a meeting is being called.

- (d) The Secretary shall arrange for such an Extraordinary General Meeting to be held within 6 weeks of receipt of a duly made requisition.
- (e) The quorum of members required to be present in person at any General Meeting shall be 20 members eligible to vote.
- (f) The President shall preside at all meetings of the Society. If the President is absent, the members present shall elect one of their number as chairperson for the meeting.
- (g) The chairperson of any General Meeting of the Society shall have a deliberative vote and, in the event of equality of votes, shall have a casting vote.
- (h) Notice of a General Meeting shall be given at least 14 days before the date of the meeting. Such notice will specify the place, time and date of the meeting and the business to be transacted at the meeting. Notices may be sent to a member's last known postal or email address and included in the Society's newsletter and posted on the Society's website. Such notice will be deemed sufficient and no meeting will be invalid because of a failure to notify any member.
- (i) Only life members and ordinary members who were financial as at the date of the notice calling the meeting shall be eligible to vote at any General Meeting of the Society.
- (j) Voting at general meetings on all matters other than the election of officers will be, in the first instance, on voices, but on the show of hands on the demand of any member present. Voting for the election of officers, or any other matter if so determined by the Chairperson, will be by secret ballot. In a secret ballot each member will have one vote. There will no voting by proxy.
- (k) The Chairperson of any General Meeting may, with the consent of those present, adjourn the meeting. No business other than that left unfinished at the meeting from which the adjournment took place shall be transacted at the next General Meeting following an adjourned meeting.
- (l) If the quorum is not reached, the general meeting shall reconvene at a later date, after a period of not less than 15 days, at which time any resolutions passed and decisions taken will be valid, regardless of the level of attendance.

10. AMENDMENTS TO THE RULES

- (a) The constitution and rules of the Society shall not be repealed or altered in any way nor shall any new rules be made without the consent of two-thirds of the members present at any General Meeting.
- (b) The Secretary shall notify members of any proposed amendment together with a brief outline of the reasons for the proposed change and the date and place of the meeting at which they will be considered in accordance with rule 9(h).
- (c) Any changes to the constitution and rules approved at a General Meeting convened after the giving of due notice of the proposed change or changes cannot be finalised without the approval of the Fondation Alliance Française, to ensure that any amendments to the Society's rules conform to the objectives and principles of the Alliance Française.

(d) No addition to or alteration of the objectives, personal benefit clauses, acquisitions, shall be approved without the consent of the Inland Revenue Department, and notification to the Charities Services. The provisions and effect of this rule shall not be removed from these aforementioned rules and shall be included and implied in any rules replacing these.

11. LIQUIDATION

(a) The members may resolve to put the Society into liquidation pursuant to the provisions of the Incorporated Societies Act 1908 or any replacement thereof.

(b) If the Society is wound up, whether following dissolution by the Registrar or being placed into liquidation by the High Court or the members, the surplus assets after payment of all debts, costs and liabilities shall be held by two trustees, one of whom shall be the Délégué Général of the Fondation Alliance Française in New Zealand and if there is no Délégué Général of the Fondation Alliance Française in New Zealand then such person as may be appointed by the French Ambassador to New Zealand. The other trustee shall be the person appointed by any resolution for liquidation of the Society or if there is no such resolution or no trustee appointed by such resolution then the second trustee shall be such person as may be appointed by the person who was President of the Society immediately prior to its liquidation.

(c) The trustees shall hold the surplus assets for distribution to a new charitable organisation to be formed based in the Hamilton area having the same or similar objects as those of the Society and affiliated to the Fondation Alliance Française provided that such new organisation is formed within six months of the liquidation of the Society.

(d) If no such new organisation is formed within six months the trustee shall hold any surplus assets in trust to distribute to any one or more incorporated societies within New Zealand being registered charitable organisations and affiliated to the Fondation Alliance Française.

12. INTERPRETATION AND DEFINITIONS

(a) In the event of these rules being translated into French and there being any difference of opinion or dispute regarding the interpretation, the English text shall take priority.

(b) Headings are a matter of reference and not part of the rules.

(c) Where not inconsistent with the context:

(i) The masculine includes the feminine.

(ii) The singular includes the plural.

(d) In these rules:

(i) “financial” means all membership subscriptions, fees and levies have been paid up to date;

(ii) “members eligible to vote” means life members and ordinary members who are financial; and

(iii) “Society” and “the Society” means the Alliance Française de Hamilton Incorporated.

September 20, 2015.