

g government

s superannuitants

a association

Constitution

of the

**Government
Superannuitants
Association**

of New Zealand
Incorporated

April 2015

Government Superannuitants Association
gensec@gsa.org.nz
www.gsa.org.nz

1. Name

1.1 The name of the Association is the “Government Superannuitants Association of New Zealand Incorporated”.

1.2 The registered office of the Association shall be in Wellington.

2. Interpretation

2.1 Throughout this Constitution, unless the context otherwise requires:

- (a) Association means the Government Superannuitants Association of New Zealand Incorporated as hereby constituted.
- (b) Members are persons eligible under Rule 4 whose subscriptions are paid up to date or are not more than three months in arrears, except that Life Members are not required to pay a subscription.
- (c) Spouse means husband, wife or partner.
- (d) Principal officer is the person appointed pursuant to clause 8.1(b).

3. Objects of the Association

3.1 To take such action as may be appropriate from time to time to safeguard the current provisions of the Government Superannuation Fund schemes and the National Provident Fund Defined Benefit Plan, and to secure the removal of any deficiencies and anomalies therein.

3.2 To undertake activities that are seen to be in the interests of members’ welfare, development or retention, such as social gatherings, the publication of any handbooks, newsletters, papers and correspondence or other communication authorised nationally or by any branch.

3.3 To pursue such other objects as may be approved by the Council.

3.4 To take such action in any emergency as may be necessary in members’ interests.

3.5 To co-operate with any other organisation representing the superannuation interests of members of the Government Superannuation Fund or the National Provident Fund.

4. Membership

4.1 Membership of the Association is open to:

- (a) persons receiving an annuity from the Government Superannuation Fund or the National Provident Fund and their spouses, current contributors to these schemes and their spouses, and those who have elected to receive their annuity at a future date and their spouses;
- (b) such other persons or groups of persons and their spouses as may be declared by the Council to be eligible for membership.

4.2 Membership shall commence from the date the subscription is received.

Subscriptions are levied per annuity; thus a couple (i.e. member and spouse) pay a joint subscription equal to the single subscription. In all other respects spouse members are recognised as full members.

4.3 Any member may resign membership of the Association by notice in writing to the Secretary of the relevant Branch, or to the principal officer.

Life membership

4.4 A member who has made an exceptionally meritorious contribution to the Association may, on recommendation of the Board or of any Branch with the prior concurrence of the Board, be elected by the Council as a Life Member of the Association.

5. Governance

5.1 The Council shall be the supreme governing body of the Association.

5.2 Except when the Council is in session the Association shall be governed by the Board which is responsible to the Council.

5.3 Except when it is determined by the Board that special circumstances exist and require it to act otherwise, the Council's decisions shall bind the Board and Branches and shall not be revoked, varied or departed from except at a subsequent meeting of the Council. The Board shall report to the Council any actions it takes arising from special circumstances.

5.4 The Board, except when the Council is in session, is the official channel of communication with the Government, the news media, other organisations and members.

6. Branches

6.1 There shall be Branches of the Association throughout New Zealand. Each member of the Association shall be assigned to a Branch.

6.2 A Branch, the fundamental unit of the GSA, comprises members living in a defined geographic area and the Branch committee is members' primary point of contact.

6.3 The boundaries of Branches shall be determined by the Board, after consultation with affected Branches.

6.4 Branches may establish sub-Branches, which will normally be defined geographically. Sub-Branches shall be responsible to the Branch for all activity conducted on behalf of the Association and its members.

6.5 If in the opinion of the Council any Branch ceases to be fully functional as a separate Branch for any reason, (such as falling membership, inability to attract office holders or form a committee, funding difficulties, or any similar reason), and after

consultation with affected Branches, Council may require that Branch to become a sub-branch of a contiguous Branch or be merged with a contiguous Branch, and its assets transferred to the Branch with which it is amalgamated.

6.6 Each Branch shall hold an annual general meeting as soon as possible after 31 March and shall:

- (a) consider the Branch annual report as prepared by the Branch committee;
- (b) elect a Branch committee charged with the governance of the Branch between general meetings comprising a Chairperson, a Deputy Chairperson and at least three other members; and
- (c) appoint an independent person to review the financial information presented in the annual report.

6.7 Notice of each annual or special general meeting of the Branch shall be given by notice sent, by any means, to each member of the Branch not less than two weeks before the date of such meeting.

6.8 At a Branch annual or special general meeting 20 members or 10% of Branch members, whichever is the smaller, shall constitute a quorum.

6.9 Following a resolution of the Branch committee or on the written request of at least 10 members of the Branch or on the direction of the Council or of the Board a special meeting of the Branch shall be called by the Chairperson.

6.10 No Branch shall communicate with any Minister of the Crown or issue any statement to the news media on matters affecting the policy of the Association without the prior approval of the Council or of the Board.

Branch committee

6.11 The functions of the Branch committee shall include:

- (a) giving effect to the Association goals and strategies in the Branch;
- (b) setting and implementing a budgeted Branch activity plan with a social programme that includes the annual meeting and may include events at other times;
- (c) maintaining effective communication with sub-branches;
- (d) appointing a Secretary to perform secretarial functions; the Secretary shall report to the Branch Chairperson and shall attend meetings of the Branch and be heard;
- (e) reporting to members and the Board annually on the achievement of branch goals, the level of membership, communications with members and other services, and the financial performance and position of the Branch; and
- (f) appointing two Branch delegates to the Council who shall be members of the committee.

6.12 The Branch committee shall meet on at least four occasions annually, and may determine its own rules of procedure subject to this Constitution and to decisions of the Council and of the Board. The quorum of a Branch committee meeting shall be four members or 50% of its membership, whichever is the greater.

6.13 If a committee vacancy arises in the period between annual meetings, that vacancy may be filled for the remainder of the year until the next annual meeting by the Branch committee.

7. The Council

7.1 The responsibilities of the Council shall be, inter alia, to:

- (a) determine and implement the goals, strategies and policies of the Association;
- (b) specifically determine a three year plan setting out the Association's goals and strategies, making provision for contingencies and setting subscription rates;
- (c) review this Constitution from time to time and where necessary amend;
- (d) consider matters referred to it by a Branch or the Board, provided that a Branch will have unsuccessfully sought Board adoption of a proposal before submitting the proposal for Council consideration.

7.2 Membership of the Council comprises the President and two delegates from each Branch. The Vice President and Members of the Board shall be ex-officio members of Council and shall not vote.

7.3 The principal officer shall normally attend meetings of the Council and be heard.

7.4 The following persons who are not Council members may attend meetings and be heard:

- (a) any Life Member of the Association; and
- (b) the Chairperson of any Branch or any other member of a Branch nominated by the Branch committee.

7.5 The annual meeting of the Council shall be held not later than 30 September and shall:

- (a) consider the annual report as prepared by the Board;
- (b) elect a President and a Vice President and five other Board members;
- (c) appoint an independent person to review the Board's annual financial statements;
- (d) consider such other matters as the Board decides to place before the Council; and
- (e) consider any motions of which at least six weeks notice has been given, subject to clause 7.1(d).

7.6 Each annual meeting is convened by written notice from the principal officer

to Branches and the Board not less than eight weeks before the date fixed for such meeting.

7.7 Nominations for membership of the Board shall be received by the principal officer not later than six weeks before the date set for the annual meeting.

7.8 A special meeting of the Council may be called by the Board on giving two weeks written notice to Branches of the meeting and the business to be addressed, or be so convened on the request of Branches holding a majority of the Council votes, such request to be signified by resolutions carried at Branch or Branch committee meetings, provided that if the funds allocated to the Board in its opinion are insufficient or otherwise committed, it may levy Branches for the cost of their delegates' attendance and a share of any expenses involved.

7.9 Twenty Council members personally present constitute a quorum.

7.10 No business other than that contained in the agenda is dealt with at the Council meeting except by resolution of the Council, provided that no such resolution may affect any matter which purports to alter this Constitution or requires prior notice to be given or affects the subscription.

7.11 Decisions where possible are made by consensus. Where required, a vote is taken:

- (a) by a show of hands, if so requested by any member, or if so decided by the President or other member presiding over the meeting; or
- (b) by a ballot, on the request of any member or on the decision of the President or other member presiding over the meeting.

7.12 Where a ballot is called for, the delegation from each Branch is entitled to one vote for each 500 or part of 500 members in the Branch which the delegation represents at the preceding 31st day of March. The President or other member of the Association presiding over such meeting shall, be entitled to a deliberative vote. In the event of an equality of votes, the President or other member of the Association presiding over such meeting shall be entitled to a casting as well as a deliberative vote.

7.13 Pursuant to and except as provided otherwise in clause 7.8, the reasonable expenses of delegates to the Council are paid out of the funds allocated to the Board.

8. The Board

8.1 The Board shall:

- (a) give effect to the Association goals and strategies in a budgeted plan for Association-wide activities;
- (b) appoint a principal officer to perform functions specified in this Constitution and as determined by the Board from time to time, and to direct and oversee the work of that officer; and
- (c) maintain effective communication with Branches.

8.2 The Board comprises the President, the Vice President, five members elected by the Council and up to two members appointed by the Board, all being members of the Association.

8.3 Where the Council does not elect all five elected Board members or where vacancies arise between meetings of the Council, the Board shall make appointments to fill such vacancies.

8.4 Board members other than the President and the Vice President are each allocated responsibility for communication between the Board and particular Branches.

8.5 The Board shall meet not fewer than four times annually. A majority of current Board members present but not fewer than four shall constitute a quorum.

8.6 Board meetings are called by written notice issued by the principal officer not less than seven days before the date appointed for the meeting.

8.7 Board decisions where possible are made by consensus. Where voting is necessary each member of the Board shall have one vote and the President or other member presiding shall, in the event of an equality of votes, be entitled to a casting as well as a deliberative vote.

8.8 The Board may from time to time appoint such sub-committees as it deems necessary to investigate particular matters or to carry out specific functions for the Board within any terms of reference that may be set by the Board and to report to the Board.

8.9 The principal officer shall normally attend meetings of the Board and be heard.

9. Funds

9.1 All funds and other assets of the Association (for the time being in the custody of Branches or the Board) are vested in the Council in trust for the Association and are applied only in the furtherance of the objects of the Association. The Council or, when the Council is not in session, the Board shall determine what is and what is not proper expenditure for the purposes of this clause.

9.2 The Council shall allocate subscription income as required to give effect to the Association's plans and policies and shall maintain a level of accumulated funds that may be required for contingencies.

9.3 The accumulated funds of the Association shall be invested in such manner as the Council from time to time directs, provided that in the absence of any such direction the Branch committee shall obtain the advice of the Board before deciding on the mode of investment of any funds for the time being in custody of the Branch.

9.4 The Association shall not have the power to borrow monies.

10. Procedure on lack of quorum

If at any meeting of the Council, the Board, a Branch or a Branch committee there are not sufficient members present to form a quorum as defined by this Constitution the only business which may be conducted at such meeting is to adjourn to another date. Written notice of such adjournment is given to all members entitled to be present at such meeting. At the adjourned meeting the members personally present shall constitute a quorum whether or not there would otherwise be sufficient members present to form a quorum under this Constitution.

11. Common Seal

11.1 The seal of the Association shall comprise the words "*Government Superannuitants Association of New Zealand Incorporated*" enclosed in a circle and surrounding the words: "*The Common Seal of*"

11.2 The seal shall remain in the custody of the principal officer and is affixed to documents requiring the seal in the presence of two members of the Board and pursuant to a resolution of the Council or of the Board.

12. Alteration of Constitution

This Constitution shall not be altered except by resolution passed at a meeting of the Council pursuant to a motion of which at least six weeks notice has been given.

13. Winding up

If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among members of the Association but shall be given or transferred to some other organisation or body having objects similar to the objects of the Association, or to a charitable organisation or purpose, within New Zealand.

14. Date of commencement

This Constitution shall come into force when adopted by the Council and registered with the Registrar of Incorporated Societies. All Rules formerly adopted by the Association are revoked, but without prejudice to anything done earlier pursuant to those Rules.