

**RULES OF**  
**SOCIAL EQUITY AND WELLBEING NETWORK INCORPORATED**

1) **TITLE**

The name of the Society shall be Social Equity and Wellbeing Network Incorporated, hereinafter referred to as SEWN.

2) **PRINCIPLES**

- Wellbeing requires communities to be built on the principles of social justice, equity, inclusion and mutual respect.
- Social, economic, cultural, and environmental wellbeing are all interconnected. No one aspect can be addressed without taking account of the others.
- Wellbeing requires people to be able to act together to meet their own needs and to influence the social, economic, cultural and environmental issues that affect them.

3) **TREATY COMMITMENT**

SEWN is committed to giving effect to Te Tiriti o Waitangi/The Treaty of Waitangi.

4) **OBJECTS**

The primary aim of SEWN shall be to reduce marginalisation and foster wellbeing by carrying out the following:

1. Educate and inform the community about the factors that contribute to social equity, justice and inclusiveness.
2. Educate and inform the community about issues of poverty, discrimination and marginalisation.
3. Promote the role of the non-profit sector in reducing poverty and discrimination and enhancing the social inclusion and wellbeing of marginalised groups.
4. Support the work of the non-profit sector in reducing poverty and discrimination and enhancing the social inclusion and wellbeing of marginalised groups.
5. Participate in such other charitable areas as are relevant to the objects as SEWN in its discretion deems appropriate.

5) **MEMBERSHIP**

- a) Subject to these Rules the membership of SEWN shall be open to any organisation that is not formed by government (whether local, regional or central) and which have rules and objects which may reasonably be seen as reducing marginalisation or fostering wellbeing.
- b) The Board (as defined in 6(d) hereof) of SEWN may receive applications for membership which it shall deal with by way of accepting or declining the application within three months of the date of receipt of the application.
- c) The Board in considering the application shall satisfy itself that the organisation's rules and objects are consistent with those of the Council.
- d) Before any membership application is declined by the Board, the applicant shall be given at least one month's notice in writing of the time and place where the applicant will be given an opportunity to appear before the Board and make submissions in support of its application. Should the Board after reconsidering the application and the submissions made by the applicant still wish to decline the application the applicant shall be given notice in writing of the grounds for the Board's decision.
- e) An organisation shall cease to be a member of SEWN if:

- i. upon the recommendation of the Board of SEWN, a two thirds majority of the voting members present at a general meeting of the Council decides that a member's membership should cease.
  - ii. any member has acted in a way that is harmful to SEWN. That member may be expelled if a two thirds majority of the voting Board members of SEWN at a general meeting of SEWN agree. The member concerned must be given: (a) written notice of the proposed expulsion and the reasons; and (b.) an opportunity to be heard at the meeting considering the expulsion.
  - iii. a member shall be wound up or go into recess.
  - iv. a member tenders its resignation in writing.
- f) Organisations that do not meet the criteria for full membership of SEWN and individuals may become associate members of SEWN. Associate members will have the same obligations and receive the same benefits as full members, but are not eligible to vote at SEWN's General Meetings.
- g) At any General Meeting of SEWN any person who has made an outstanding contribution to the work of SEWN or the social wellbeing of Christchurch may, subject to the succeeding provisions of this rule, be elected to honorary life membership of SEWN. Honorary life members will have the same obligations and receive the same benefits as full members, but are not eligible to vote at General Meetings. Honorary life members will not be required to pay membership fees.
- i. A current financial member may nominate a person for honorary membership. Such nomination must be in writing to the Secretary of SEWN no less than 42 days prior to the General Meeting and must include a description of the contribution the nominated person has made.
  - ii. SEWN shall consider each nominee and not later than 21 days before the date of the next General Meeting, notify each member of those nominees it approves for consideration at the General Meeting.
  - iii. SEWN itself may nominate any such person as aforesaid for honorary life membership and in such case shall notify each member of such nomination in accordance with (ii) above.
  - iv. No person shall be deemed to be elected to honorary life membership unless the resolution in favour of his or her election is passed by at least three-quarters of the total number of votes entitled to be exercised at that General Meeting.
  - v. Life members so elected shall be entitled to all the privileges of membership of SEWN for the duration of their lives and will collectively constitute an advisory body to SEWN. SEWN may seek the advice of Te Kahui members on specific matters or any member of Te Kahui may of his or her own volition provide advice on any matter. SEWN will give such advice its full consideration but is not bound to act on it.
- h) The Secretary shall maintain at the registered office of SEWN a register of members which shall consist of the full name, postal and street addresses of every member and such other information as a Secretary, the Board or SEWN shall deem desirable.

## 6) **BOARD**

- a) SEWN shall be governed by the Board which shall be subject to these Rules and any amendments thereto or any direction given it by SEWN, at any General Meeting, and shall be free to determine from time to time its own management and procedures.

- b) A Chairperson shall be elected at the Annual General meeting.
  - i. Nominations for the position of Chairperson shall be called for at least 21 days before and shall close not less than seven clear days before the date fixed for the Annual General Meeting. If there are insufficient valid nominations to fill the position, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
  - ii. All written nominations shall contain the full name, address and signature of the nominee. It shall be signed by the proposer who must be a financial member. The nomination must be seconded by another financial member of SEWN.
  - iii. The Chairperson shall be elected from among the nominees. The voting shall be by ballot. In the event of a draw, the outgoing Chairperson shall have a casting vote. If the outgoing Chairperson is standing for re-election, the casting vote shall pass to the outgoing Secretary or to an office holder agreed by the members.
  - iv. Unless unable to do so, the outgoing Chairperson will preside over the meeting and will manage the election of the incoming Chairperson. In the event that the outgoing Chairperson offers her/himself for re-election then the meeting will agree on a substitute for the purpose of finding a new Chairperson.
- c) A Board shall be elected at the Annual General Meeting.
  - i. Nominations for positions on the Board shall be called for at least 21 days before and shall close not less than seven clear days before the date fixed for the Annual General Meeting. If there are insufficient valid nominations to fill the vacancies, oral nominations may be received at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.
  - ii. All written nominations shall contain the full name, address and signature of the nominee. It shall be signed by the proposer who must be a financial member. The nomination must be seconded by another financial member of SEWN.
  - iii. The voting shall be by ballot. In the event of a draw, the outgoing Chairperson shall have a casting vote. If the outgoing Chairperson is subject to the draw, the casting vote shall pass to the outgoing Secretary or to an officer holder agreed by the members.
  - iv. Unless unable to do so, the outgoing Chairperson will preside over the meeting and will manage the election of the Board.
- d) The Board shall comprise of between five and seven elected members and may include up to two members co-opted to provide specific skills or representation. The Board will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Board. An election of Office-bearers will be held by the Board whenever a vacancy in any of the Offices occurs.
  - i. The term of office shall be for one year.
  - ii. Co-opted Board members may be appointed at any time by the Board providing the number of co-opted Board members does not exceed two at any time. Co-opted members will hold the same rights and exercise the same responsibilities as elected Board members.
- (e) Four members of the Board shall constitute a quorum. Should any elected member of the Board be absent without leave from four consecutive meetings, they shall forfeit and vacate their office and the Board may appoint a person to fill the vacancy until the next annual meeting.

- (f) At the first meeting of the Board immediately after the Annual General Meeting at which the Board members were elected, the Board shall appoint its own deputy chairperson, secretary and treasurer.

## 7) **MEETINGS**

- a) The Annual General Meeting of SEWN shall be held within three months of the end of the financial year. Without limiting other business, the following business shall be transacted at the Annual General Meeting:
- i. Consideration of the annual report.
  - ii. Consideration of the statement of accounts of SEWN and the appointed accountant or auditor's report.
  - iii. The election of a Chairperson
  - iv. The election of a Board.
  - v. Consideration of any resolution submitted by any member of SEWN notice of which has been given in writing to the Secretary not less than one calendar month before the date of the meeting.
  - vi. Consideration of any recommendations of the Board of SEWN.
  - vii. Appointment of a firm of solicitors and an auditor or independent reviewer, provided that any such appointments will be fully qualified and independent of SEWN.
- b) Subject to 6(b)(iv) above, the Chairperson or Deputy Chairperson shall preside at all meetings of SEWN. In the event of either being unable to so preside then a member of the board of SEWN nominated by the board shall act as Chairperson of the meeting.
- c) The Annual General Meeting shall be preceded by notice in writing to all members at least thirty days prior to the proposed date of the Annual General Meeting.
- d) Any recommendation or resolution, as set out in rule 7(a)(v) or 7(a)(vi) hereof shall be given by the Board in writing to each member of SEWN at least twenty one clear days prior to the Annual General Meeting.
- e) The Board of SEWN may call a Special General Meeting of SEWN upon giving thirty days' notice to each member of the date, place and the purpose of such a meeting the subject matter specified in such notice shall alone be dealt with. The Board of the Council in like manner shall call a Special General Meeting of SEWN upon the written requisition of at least ten members of SEWN with the same procedure as above.
- f) The quorum of all General Meetings of SEWN shall be fifteen voting members. The resolution at any General Meeting of SEWN shall be carried by a majority of members present and entitled to vote.
- g) Only financial members of SEWN shall be entitled to vote at General Meetings of the Council. A member may vote through one of its officers or through a person delegated to vote on behalf of the member and the Chairman shall not be required to inquire as to the authority of any such delegate to vote on behalf of the member.
- h) Except as otherwise provided in these Rules or when a member requests a ballot, voting shall be by show of hands.

## 8) **MINUTES**

The Secretary shall ensure the Minutes of all meetings of SEWN and of the Board and of any sub-committees thereof be kept and entered in books kept for that purpose. Those Minutes shall record the names of members present and of all resolutions and proceedings of the meetings. The Minutes purporting to be signed by the Chairperson of the meeting or the Chairperson of

the next succeeding meeting shall be conclusive evidence of the matters stated therein. The Minutes of any such meeting shall be open to inspection by any member of SEWN.

#### 9) **ANNUAL SUBSCRIPTIONS**

The annual subscription shall be determined by SEWN in general meeting and shall be payable within two months after the date of the Annual General Meeting PROVIDED that in respect of any member who shall be admitted during the course of the year the subscription shall be payable upon the Board confirming such member's acceptance.

#### 10) **GENERAL**

- a) The Board of SEWN shall have the power to use SEWN funds as it thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, Officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- b) All monies received by SEWN shall be paid to the credit of the Council at such bank as the Board of SEWN shall from time to time appoint. The Board shall endeavour to appoint a bank that has ethical policies and practices in relation to investment, employment, and social and environmental impact. Cheques on the bank account and other negotiable instruments shall be signed by any two members of the Board or by any one member of the Board and the Secretary. Endorsements of cheques and other negotiable instruments in SEWN favour shall be made in a similar manner, provided that cheques for lodgment in SEWN's account with its bankers may be endorsed by the Treasurer or the Secretary.
- c) The financial year of SEWN shall end on the 30th day of June or such other date that SEWN shall in general meeting decide upon.
- d) SEWN'S annual Financial Statements shall be the subject of an assurance report by an accountant or auditor with relevant qualifications and experience and who is appointed by SEWN at a general meeting, and this report is to be presented at the AGM.
- e) Legacies, endowments, contributions or other gifts of money or other real or personal property may be made to SEWN generally or for the purpose of any specific object of SEWN. No benefit or advantage shall be made by any person/organisation making such a legacy, contributions or other gift.
- f) If SEWN receives legacies, endowments, contributions or other gifts of money it is not actually legally or morally entitled to SEWN will give these back.
- g) Receipts will be issued for all money paid or for property transferred or conveyed to SEWN and signed by a Board member or officer of SEWN.
- h) Any funds of SEWN which are not immediately required to be used for the purpose of SEWN will be invested in any way permitted by law for the investment of Charitable Trust funds. Investment of funds will be made upon such terms as SEWN thinks fit, providing there is no financial risk to SEWN.
- i) The Board shall have power to form sub-committees from time to time. A sub-committee may include co-opted persons not in excess of their Board membership. Prior approval of the persons recommended to the sub-committee is to be given by the Board.

#### 11) **ADDITIONAL POWERS**

SEWN shall have the following additional powers:

- a) Power to rent, take on lease, hire, purchase or otherwise acquire or sell, lease, surrender, exchange or mortgage or otherwise deal with any real or personal property or rights and privileges which the board or SEWN shall think necessary or expedient for the purpose of attaining the objects of SEWN.
- b) To borrow, receive and secure payment of money in such a manner as the board of SEWN shall see fit and in order to secure payment of any moneys so borrowed to give mortgages, charges, debentures, or liens upon all or any of the assets either present or future of SEWN.
- c) To do all such other lawful acts and things as are incidental to and which are or may be conducive to the attainment of all or any of the objects of SEWN.

## 12) **INDEMNITY OF OFFICERS**

The members of the Board of SEWN and other officers if any (other than the registered accountant acting in the role of auditor and the honorary solicitor to SEWN) shall be indemnified by SEWN from and against all losses and expenses incurred by them in or about the discharge of their respective duties except as happens from such member's wilful dishonesty or breach of trust.

## 13) **ALTERATION TO RULES**

Subject to the provisions of the Incorporated Societies Act 1908 the Rules of SEWN may be altered, rescinded or added to by resolution carried by a two-thirds majority of any of the voting members present at any annual or special general meeting of SEWN of which requisite notice as provided by these rules has been given; provided however, that no alteration, repeal or amendment shall be permitted which would alter the charitable nature of SEWN.

## 14) **AREA**

The area serviced by SEWN shall be the same as covered by the Christchurch City Council, Waimakariri District Council, Hurunui District Council, Ashburton District Council and Selwyn District Council; excluding the area covered by any other similar network in that area.

## 15) **WINDING UP**

- a) The Council may be wound up or dissolved in any of the ways provided in the Incorporated Societies Act 1908.
- b) In the event of a winding up or dissolution of the Council, the Board of SEWN shall call a Special General Meeting of SEWN to decide how any surplus, if any, shall be handed over to such charitable bodies or community organisations having charitable objects within New Zealand as the members of SEWN shall select by a resolution duly passed with the winding up resolution or at a subsequent meeting.
- c) In the event of the said Special General Meeting being unable to pass a resolution as to the disposal of surplus assets with the majority required by the provision of this Rule then the provision of Section 27 of the Incorporated Societies Act 1908 shall apply.

## 16) **THE SEAL**

- a) The Seal of SEWN shall be held in the custody of the Secretary and shall be affixed in the presence of the Chairman, Secretary and one member of SEWN to such documents as the Board may determine.