

CONSTITUTION AND RULES
of
Alliance Française de Christchurch

A Society duly incorporated under the Incorporated Societies Act 1908.

1. NAME

The name of the Society is the Alliance Française de Christchurch (“the Society”).

2. REGISTERED OFFICE

- (a) The registered office of the Society is to be at places as the Executive Committee (the Committee) may from time to time determine.
- (b) Notice of every change of address of the registered office is to be sent to the Registrar of Incorporated Societies.

3. OBJECTIVES

A. The primary objectives of the society are to:

- (1) promote the study of the French language and appreciation of French Culture.
- (2) providing people with the opportunity to gain recognised international qualifications in the French language.
- (3) host and support New Zealand-French social and cultural events.
- (4) promote the acquisition and preservation of historical records relating to the French contribution to the development of Canterbury.
- (5) provide a meeting place for Cantabrians and French visitors interested in improving and enriching the understanding of the two cultures.

(B). The secondary objectives of the society are to:

- (1) raise funds for the promotion of the Society’s primary objectives.
- (2) promote knowledge of and interest in the primary objectives of the of the Society by means of meetings, exhibitions, displays, seminars, lecturers, films, concerts, publications, educational courses and all other forms of instruction and publicity.
- (3) To affiliate and co-operate with organisations with similar aims and objectives for the promotion directly or indirectly of the primary objectives of the Society.
- (4) To continue the legacy of the Christchurch branch of the Cercle Française founded in 1924.
- (5) To purchase, hold, take on lease or otherwise acquire any real of personal property and to sell, let, lease, donate or in any other manner dispose of real and personal property of every description.
- (6) To accept and carry out any trust attached to gifts or bequests to or for the benefit of the Society.

- (7) lend or otherwise invest all or any of the moneys held by the Society, not immediately required, for the benefit of the Society in such manner as the Executive Committee thinks fit.
- (8) borrow or raise moneys for the furtherance of the objectives of the Society whether on security or otherwise upon such terms as the Society at a General Meeting thinks fit.
- (9) employ staff to assist in the work of the Society at such wages and on such terms as the Executive Committee may determined and to obtain and pay for professional and other advice and services. At all times the Executive Committee is to act as a "good employer".
- (10) institute, initiate, or take and defend, compromise or abandon legal proceedings involving the property and affairs of the Society.
- (11) do all such other acts and things as are incidental or conducive to, or will further, the attainment of the primary objectives of the Society.

4. PATRON

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

5. MEMBERSHIP

Any individual, or organisation, interested in the objectives of the Society and approved by the Executive Committee in accordance with these rules is eligible for membership.

6. NEW MEMBERS

- (a) Prospective members are to complete the appropriate application form and forward to the registered office of the Society with the appropriate subscription.
- (b) The Executive Committee is not obliged to give any reason for a decision to accept or not accept any individual as a member, or organisation, or person as an associated member of the Society.
- (c) The Society is to maintain a register of members of the Society.

7. MEMBERSHIP CATEGORIES

The categories of membership are—

- (a) **Life Members:**

In recognition of long service, a General Meeting may, following the recommendation of the Executive Committee, elect Life Members, who will be permanent full members of the Society with the same entitlements and obligations as Ordinary Members except that they will not be required to pay annual subscriptions. There is to be at any one time no more than five life members.
- (b) **Ordinary Members:**

Subject to the approval of the Executive Committee and any conditions of eligibility determined by an Annual General Meeting, ordinary

membership is to be available to persons aged over 16 years or over. Persons under 16 years who enrol in language classes and pay the required membership subscription are to enjoy all the privileges of ordinary members except they are not entitled to vote at General Meetings nor be eligible for election as officers to the Executive Committee.

(c) **Associate Members:**

Associate Membership is to be available to persons or organisations with similar interests to that of the Society who are not eligible to become Ordinary Members. The Executive Committee is to set the conditions under which Associate Members are entitled to participate in the activities of the Society. As Associate Members they are not entitled to vote at General Meetings of the Society.

(d) **Honorary Members:**

A General Meeting may, on the recommendation of the Committee, confer Honorary Membership on a non-member of the Society in recognition of a person who—

- (i) has made a significant contribution to the Society; or
- (ii) in their official capacity is able to assist the Society in achieving its objectives; such membership to continue only while that person holds that office.

Honorary Members are exempt from payment of membership fees but do not have voting rights at General Meetings. However they enjoy all other rights and privileges of Ordinary Members.

8. ANNUAL SUBSCRIPTION

- (a) Each member, except life members and honorary members, is to pay to the Society an annual subscription, or such other amount, as fixed by the Executive Committee and approved at a General Meeting of the Society.
- (b) The Executive Committee may establish a reduced subscription for Alliance class students, senior citizens, families and other appropriate groups.
- (c) Membership of the Society will cease if a member's annual subscription is in arrears for more than 3 months and voting rights will cease accordingly.

9. RESIGNATION OF MEMBERS

Any member may resign from membership by giving written notice of resignation to the registered office of the Society and every such notice is, unless otherwise expressed, to take effect from the end of the current financial year.

10. EXPULSION OF MEMBERS

- (a) Any member may make a complaint to the Executive Committee that the conduct of another member of the Society is or has been injurious to the character of the Society. All such complaints are to be in writing and addressed to the Secretary of the Society for submission to a meeting of the Executive Committee.

- (b) If the Executive Committee considers that there is sufficient substance to the complaint, it may invite the member subject to the complaint to attend an Executive meeting and to offer a written and or oral explanation of the conduct which is the subject of the complaint.
- (c) The Executive Committee is to give the member subject to the complaint at least fourteen (14) days' written notice of the meeting and in that notice—
 - (i) give sufficient information on the nature of the complaint so that the member can offer an explanation of his or her conduct;
 - (ii) inform the member that the Executive Committee may expel the member if not satisfied with the explanation;
 - (iii) advise the member that there is a right of appeal against expulsion to a Special General Meeting and that written notice of such an appeal must be lodged with the Secretary of the Society within fourteen (14) days of being advised of the expulsion.
- (d) If the Executive Committee decides to expel the member from the Society that member immediately ceases to be a member of the Society.
- (e) On receipt of a written notice of appeal complying with 10(c)(iii) above, the Committee is to call a Special General Meeting to take place within twenty-eight (28) days of receipt of the notice of appeal. If that Meeting passes a resolution rescinding the expulsion, the member is to be reinstated immediately.

11. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

- 1. Subject to subclause 6 below, the Society is to be governed by an Executive Committee (including Officers) consisting of not more than thirteen members and not fewer than six members.
- 2. The Officers and Executive Committee are to be elected at the Annual General Meeting in the manner provided in these rules. To be eligible to stand for any office, any such person must be a financial member of the Society and consent to nomination.
- 3. All Officers and Executive Committee members are to retire at each Annual General Meeting, but they remain eligible for re-election at that and subsequent Annual General Meetings.
- 4. Any member may nominate Officers/members of the Executive Committee provided that all such nominations are in writing endorsed with the nominee's consent and submitted to the registered office of the Society at least three (3) days before the day fixed for the Annual General Meeting. Notwithstanding this, the meeting has the right to accept nominations from the floor.
- 5. If any Officer or Member of the Executive Committee dies, resigns, becomes bankrupt, insolvent, insane, or incapable, or refuses to act, or be absent from three consecutive meetings of the Executive Committee without reasonable cause or without leave of absence granted by the Executive Committee, their office, at the discretion of the Executive Committee is to become vacated, and the Executive Committee may then appoint some other person in their place to hold office until the next Annual General Meeting.

6. The New Zealand representative of the Fondation des Alliances Françaises, or his or her representative, is to be automatically a member of the Executive Committee in a non-voting capacity.

12. EXECUTIVE COMMITTEE AND OFFICERS OF THE SOCIETY

- (a) The Society is to have the following Officers and Members elected at each Annual General Meeting—
 - (i) A President;
 - (ii) Two (2) Vice Presidents;
 - (iii) A Secretary;
 - (iv) A Treasurer;
 - (v) A minimum of four (4) and a maximum of eight (8) ordinary members.
- (b) An Auditor who is not a member of the Executive Committee is to be appointed to audit the books and accounts of the Society. Such Auditor is to be appointed by and at each Annual General Meeting.

The Auditor is to have right of access to all times to the books, accounts and vouchers of the Society and to be entitled to require from the Officers of the Society and Executive Committee such information and explanations as are necessary for the performance of their duty. The Executive Committee may fill any casual vacancy in the office of Auditor.
- (c) A person may hold more than one position except that the Auditor is not entitled to hold any other office.
- (d) The Executive Committee, as required, may co-opt life members or ordinary members to the Committee. Co-opted members are to have full speaking rights but no voting rights.
- (e) The Administrator of the Society, or any person acting as Administrator, is to be an ex-officio member of the Executive Committee with full speaking rights and voting rights.

13. DISQUALIFICATION FROM HOLDING OFFICE

The following persons are disqualified from being officers of the Executive Committee—

- (a) An individual who is an undischarged bankrupt;
- (b) An individual who is under the age of 16 years;
- (c) An individual who has been convicted of a crime involving dishonesty and has been sentenced to that crime within the last 7 years.
- (d) An individual who is legally prohibited from being an officer of the Society or otherwise disqualified.

14. 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) **Vice-President:** The role of a Vice-President is to:
 - deputise for the President;

- assume the President's role at times when the President is absent or unavailable.
- (c) **Secretary:** The role of the Secretary is to:
- see that a register of members is maintained;
 - 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 in the Committee to the appropriate authorities including Charities Services;
 - issue notices calling general meetings and Committee meetings;
- (d) **Treasurer:** The role of the Treasurer is to:
- be custodian of the Common Seal of the Society;
 - have custody of the accounts and charge of the funds of the Society;
 - provide regular reports to the Committee on the financial position of the Society;
 - report on the financial position of the Society to the Annual General Meeting;
 - file the necessary financial returns with the appropriate authority;
 - comply with all statutory and other requirements;
 - see that the provisions of these Rules in relation to financial matters are carried out;
 - perform such other incidental duties as the Committee may determine.

15. FUNCTIONS, POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- (a) To control and manage the property and funds and govern the affairs of the Society.
- (b) To carry out, effect and perform the objectives of the Society according to the law and as provided in and by the Incorporated Societies Act 1908, the Charities Act 2005 and any enactment passed in place of those Acts, and in accordance with these rules.
- (c) To appoint administrative officers, assistants and employees, whether honorary or otherwise, and upon such terms and conditions and at such remuneration as the Executive Committee thinks fit and from time to time remove or replace any persons so appointed.
- (d) To appoint such sub-committees as the Executive Committee may from time to time consider expedient for the carrying out of the Society's Objectives. Members of any sub-committee need not be members of the Executive Committee.
- (e) To do all other things as not being contrary to the law and not prohibited by these Rules that are in the opinion of the Executive Committee may be necessary or desirable to ~~perform~~ achieve the Society's Objectives.
- (f) To do all such things as are necessary or desirable in order to comply with the provisions of the Incorporated Societies Act 1908, the Charities Act 2005 and any other relevant legislation pertaining to the Society.

16 MEETINGS OF THE EXECUTIVE COMMITTEE

- (a) The Executive Committee is to meet at least ten (10) times a year at any convenient time and place that it appoints. Each meeting is to set the time and date of the next meeting
- (b) The President may, when necessary, convene a meeting of the Executive Committee to be held at such convenient time and place as the President determines. The Secretary may also convene such a meeting upon the requisition of two (2) Executive Committee members stating the purpose for which such a meeting is required.
- (c) The Secretary is to give all Executive Committee members at least seven (7) day's notice of each meeting of the Executive verbally or electronically, or by any other means agreed by the Executive Committee. Such notice may be waived with the approval of a majority of the members of the Executive Committee.

17. PROCEEDINGS AT MEETINGS OF THE EXECUTIVE COMMITTEE

- (a) The President is to chair every meeting of the Executive Committee. If the President is absent or unwilling or unable to act as Chairperson, a Vice-President is to chair. In the absence of a Vice-President, those Executive Committee members present are to appoint one of their number to chair that meeting.
- (b) No business is to be transacted at any meeting of the Executive Committee unless a quorum is present at the time when the meeting proceeds to business.
- (c) Five (5) members personally present are to constitute a quorum for any meeting of the Executive Committee.
- (d) All matters are, if possible, to be decided by consensus; if not, formal motion procedures requiring a proposer and a seconder are to be followed. Motions from the chair do not require a seconder.

18. GENERAL MEETINGS OF THE SOCIETY

A Annual General Meetings.

The Annual General Meeting of the Society is to be summoned no later than 31 January. The business to be transacted at the Annual General Meeting is to—

- (a) Approve the minutes of the previous Annual General Meeting.
- (b) Receive from the Executive Committee a Report, Balance Sheet and audited Statement of Accounts for the proceeding financial year.
- (c) Elect the Officers and Members of the Executive Committee as provided by these Rules.
- (d) Elect an Auditor or Auditors.
- (e) Consider and decide any other matter which may properly be brought before the meeting.

B Special General Meetings

- (a) Special General Meetings of members may be summoned by the Executive Committee from time to time as prescribed below.

- (b) The Executive Committee, upon requisition made to them in writing by no fewer than nine (9) members, is to convene a Special General Meeting. Any requisition is to include the reasons (specified business) for the proposed meeting and is to be delivered to the office of the Society.
- (c) At the Special General Meeting only the reasons (specified business) given in the requisition are to be discussed.
- (d) The Executive Committee may approve the minutes of any Special General Meeting.

C Procedure for Calling General Meetings

Notice of each General Meeting in the case of—

- (a) An Annual General Meeting is to be given at least fourteen (14) days prior to the date appointed for the meeting,
- (b) A Special General Meeting at least seven (7) clear days prior to the date appointed—

by forwarding written notice, which includes electronic mail, of the meeting to each member at his/her or its last known contact address. Such notice to state that the meeting is to be the Annual General Meeting or a Special General Meeting, as the case may be, and to specify the place, date and time at which the meeting is to be held.

D Representation and Voting at General Meetings

Every member who has paid his/her subscription for the current year is entitled to vote in person, by proxy, or in writing at General Meetings and on each question submitted to the Meeting to have one vote. Associate members of the Society may attend and speak at any General Meeting of the Society but they are not entitled to vote.

E Quorum at General Meetings

Fifteen (15) members entitled to vote at any such meeting is to constitute a quorum for that General Meeting.

F General Meetings

- (a) At every General Meeting the President is to preside over the meeting. If at any such meeting the President is not present within ten minutes after the time appointed for the meeting or being present is unwilling or unable to preside a Vice-President is to chair the meeting. In the absence of a Vice-President the members present or represented are to appoint one of their number to act as Chairperson of that meeting.
- (b) At all meetings the aim should be to make a decision by consensus. Should this not be achievable the following procedure should be followed:
 - (i) At any meeting a resolution proposed and seconded is to be put to the vote of the meeting and decided by the voices or by a show of hands unless a secret ballot is (before or after the declaration of the results of voices or on a show hands), demanded by at least two (2) members. Unless a secret ballot is demanded a declaration by the Chairperson that a resolution has on the voices or on a show of hands been carried unanimously or by particular majority and an entry to that effect in the Minute Book is to be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. If a secret ballot is demanded it is to be taken in such a manner as the Chairperson directs and the result of the secret ballot is to be the resolution of the meeting regarding the issue for which the secret ballot was demanded.

- (ii) In the case of an equality of votes whether on the show of hands or in a secret ballot the Chairperson of the meeting at which the show of hands takes place or at which the secret ballot is demanded is entitled to a second or casting vote.

19. REGULATIONS

The Executive Committee may make, amend or rescind any by-laws or regulations not inconsistent with these Rules to attain or facilitate the attainment of any of the objectives of the society.

20. ACCOUNTS

The Treasurer is to provide and submit to each Annual General Meeting an audited statement of the Income and Expenditure of the Society up to the end of the financial year, a Balance Sheet as at that date and a projected budget for the following year.

The financial year is to be determined by the Society.

21. CONTROL AND USE OF FUNDS

All moneys received by or on behalf of the Society are to be paid forthwith to the credit of the Society in an account with such bank as is from time to time decided upon by the Executive Committee, and all cheques, promissory notes, drafts and other negotiable instruments and all receipts for money paid to the Society are to be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Executive Committee determines from time to time by resolution.

22. COMMON SEAL

The Common Seal of the Society is to be kept in the custody and control of the Treasurer and is not to be fixed to any deed or other document except by the authority of a resolution of the Executive Committee and in the presence of any two Executive Committee members attesting the affixing of the Seal. Any Deed, or other instrument, sealed and signed by two Executive Committee members on the authority of a resolution of the Executive Committee is properly executed.

23. RESOLUTION

A resolution in writing, signed by two-thirds of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee is as valid and effectual as if it had been passed at a meeting of the Executive Committee convened and held. Any such resolution may consist of

several documents in like form each signed by one or more of the Executive Committee. If the Executive Committee agrees, or where the circumstances so dictate, any such documents may be circulated in electronic format.

24. UTILISATION OF INCOME

- (a) The income and property of the Society, howsoever derived, is to be applied solely to further the charitable objectives of the Society.
- (b) No portion of the income is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society. Provided, however, that nothing here is to prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, or prevent the payment of (a) reasonable interest on money advanced by any such person or (b) reasonable and proper rent for premises demised or let by any such person to the Society.
- (c) No Executive Committee member or member of the Society or any person associated with an Executive Committee member or member is to participate in or materially influence any decision made by the Executive Committee regarding any payment to or on behalf of that Executive Committee member or member or associated person of any income, benefit or advantage whatsoever.
- (d) No change should be made to this clause without the prior approval of the Inland Revenue Department, Charities Services or any statutory body charged with the oversight of charitable organisations.

25. GOVERNANCE AND ADMINISTRATION:

The Executive Committee is the Governing Body of the Society and as such is to concentrate on the strategic task of setting the Society's—

- (a) goals and directions in line with the Society's primary objectives
- (b) accountability framework.

Where the Society has an administrator the Executive Committee is to support and give guidance to the administrator in the fulfillment of his or her rôle.

An Administrator may be appointed by the—

- (a) French Ministry of Foreign Affairs, or
- (b) Executive Committee.

The Administrator operates under the delegated authority of the Executive Committee.

Staff are to be employed in administration and/or teaching. The Executive Committee, on the advice of the Administrator, where an Administrator has been employed, is to establish the rôle and function of each employee and ensure that there are appropriate Job Descriptions. This is to include the delegation of appropriate authority for the implementation and monitoring of teaching programmes. The Administrator to report to the Executive Committee on progress with the implementation of the teaching

programmes.

The control and governance of the Society and of its property and funds is vested in the Executive Committee.

26. ALTERATION OF THE CONSTITUTION AND RULES

- (a) The constitution and rules of the Society may be altered, added to, rescinded or otherwise amended by a resolution passed by a two-thirds majority of those members present at a General Meeting convened after the giving of due notice of the proposed changes or changes to the rules.
- (b) Duplicate copies of every such alteration, addition, rescission, or amendment to be forthwith delivered to the Registrar of Incorporated Societies and the Charities Services.
- (c) Any alterations, additions, rescissions, or amendments to these rules are not permitted if it in any way detracts from the Society's Primary Objectives.
- (d) No amendments or alterations can be made to clause 26 (Winding Up) without the expressed authorisation of the Inland Revenue Department.

27. WINDING UP

The Society may resolve to wind itself up in accordance with the procedures set out in section 24 of the Incorporated Societies Act or other statutory provision for the time being in force. Upon such resolution the Executive Committee shall appoint trustees, one of whom shall be the nominee of the Alliance Française in Paris, to hold any surplus assets after payment of existing liabilities in trust either for a new society or charitable trust within New Zealand being also an approved charitable organization to be formed having the same objects as the Society's (provided that such society is formed within six months of the winding-up resolution) or, failing the information of such new society or charitable Trust, the trustees shall hold any such surplus assets after payment of any existing liabilities to distribute to any one or more incorporated societies or charitable trusts within New Zealand being approved charitable organisations and being members of the Federation des Alliance Française de Nouvelle-Zelände.

28. INDEMNITY

The Executive Committee, Secretary, Treasurer and other officers, if any, are indemnified by the Society against all losses and expenses properly incurred by them in and about the discharge of their duties.

29. GENERAL

- (a) In the event of any questions as to the construction or application of any of these rules, the Executive Committee is hereby empowered to decide the same, subject to the overriding powers of the Court of Aotearoa/New Zealand to resolve such a dispute.

- (b) No Executive Committee member, member or group of members is to make any public media statement purporting to be made on behalf of the Society or any section of the Society except with the prior approval of a majority of the members of the Executive Committee.
- (c) The Executive Committee may co-opt for the time being any member or other person not a member who may be in a position to assist the Executive Committee on any subject under discussion, or otherwise assist in the Executive Committee's deliberations. Co-opted member of the Executive Committee are to have full speaking rights, but no voting rights.
- (d) In the event of any dispute involving the Society and its members, all parties are to use their best endeavors to resolve the matter through the use of mediation.

30. INTERPRETATION

In the event of these rules being translated into French and there being any difference or dispute regarding interpretation, the English text takes priority.

