

**CONSTITUTION  
OF  
DUNEDIN YOUNG PROFESSIONALS  
INCORPORATED**

# **CONSTITUTION OF DUNEDIN YOUNG PROFESSIONALS INCORPORATED**

## **1. Name**

- 1.1 The name of the society shall be "Dunedin Young Professionals Incorporated" ("the Society").
- 1.2 The Society shall be referred to as "DYP" or any other name as adopted by the Executive Committee.

## **2. Objects**

- 2.1 The objects of the Society are to:
  - (a) Assist members to network and socialize with people from other professional business sectors;
  - (b) Assist the development of members careers through the provision of targeted education programmes and seminars by various business and community leaders; and
  - (c) Do anything else necessary or helpful to achieve the above objectives.

## **3. Membership**

- 3.1 The membership of the Society shall be open to any person in the first 15 years of their professional career subject to the discretion of the Executive Committee.
- 3.2 Any person not fitting into the description in clause 3.1 may become a member of the Society at the discretion of the Executive Committee, PROVIDED HOWEVER that the Executive Committee takes into consideration the objects of the Society set out in clause 2.1 above in exercising its discretion.
- 3.3 The membership fee shall be set by the Executive Committee from time to time. Any alteration of the membership fee shall be publicised by the Executive Committee to all existing members of the Society.
- 3.4 Subject to clauses 3.1 and 3.2, membership of the Society for a given year shall be open to any person who pays to the Society the prescribed membership fee for that year.

## **4. Termination of membership**

- 4.1 Resignation: Any member can at any stage during the year of membership terminate his or her membership by providing written notice to the Secretary of the Society. Termination of that member's membership shall be immediate upon the Society receiving such notice.
- 4.2 Expulsion: The Executive Committee has the authority to terminate the membership of any member of the Society on the grounds of:
  - (a) Non-payment of any monies owing to the Society;
  - (b) Bringing the Society into disrepute; or
  - (c) Failing to comply with this Constitution or any regulations made under this Constitution.
- 4.3 A termination letter shall be given to the member by the Executive Committee which will include the date of termination and the reason for termination of the membership under clause 4.2 of this Constitution.

4.4 Any right of appeal against termination of membership in accordance with clause 4.2 shall be at the discretion of the Executive Committee.

## 5. **Rights and Privileges of Membership**

5.1 The rights available to members of the Society shall include, but not be limited to, the following:

- (a) The right to vote at any General Meeting of the Society on any matter put to the vote;
- (b) The right to stand for election onto the Executive Committee;
- (c) The right to be informed of the Society's activities upon request; and
- (d) The right to receive preferential treatment in relation to the activities of the Society where this is reasonable in the opinion of the Executive Committee.

5.2 The Executive Committee may, as it sees fit, devise and confer any other rights and privileges upon the entire membership of the Society for a given year.

## 6. **Management of the Society**

6.1 The Executive Committee shall manage the affairs of the Society, including but not limited to:

- (a) Supervision, including but not limited to, acquisition, maintenance and disposal of the property of the Society;
- (b) The purchase of any goods or services by the Society to achieve the objects as set out in clause 2.1 of this Constitution;
- (c) Approving accounts for payment;
- (d) Maintenance of a bank account(s) for the Society; and
- (e) Entering into any associations, agreements, partnerships or any other arrangements with third parties to achieve the objects of the Society as set out in clause 2.1 of this Constitution.

6.2 The funds and resources of the Society, from whatever source they may be derived, shall only be applied in pursuit of the objects set out in clause 2.1 of this Constitution.

6.3 No funds, and/or resources of the Society, may be paid or given, whether directly or indirectly, to any member of the Society.

6.4 All monies paid to the Society shall be received by the Treasurer or the Executive Committee's nominee(s), who shall deposit them in the Society's bank account(s) in accordance with clause 16.3.

6.5 The Executive Committee may, as it sees fit, delegate the powers contained in clause 6.1 to any member, who will be bound by the rules contained in this clause 6 of this Constitution.

6.6 No Executive Committee member or member of the Society may act on behalf of the Society or use its funds or resources without the prior authority of a resolution passed at a properly constituted meeting of the Executive Committee.

## 7. **The Executive Committee**

7.1 The Executive Committee shall be constituted with the following members:

- (a) The President;
- (b) The Secretary;

- (c) The Treasurer; and
  - (d) No less than six other members of the Society.
- 7.2 The President, Secretary and Treasurer shall be known as the "Officers" of the Society.
- 7.3 The tasks and duties of each Executive Committee member identified in clause 7.1 shall be determined as follows:
- (a) Each Executive Committee member is primarily governed by the Job Description Guidelines (the "Job Guidelines") held within the policy documents of the Executive Committee; and
  - (b) In the event that the Job Guidelines do not cover a particular situation, the Executive Committee may amend the Job Guidelines accordingly.
- 7.4 All Executive Committee members must be members of the Society:
- (a) At the time they stand for office at an election of the Executive Committee, or must become members within 10 Working Days of their election; and
  - (b) For the duration of their term in office.
- 7.5 All Executive Committee members shall take office following their election at the Annual General Meeting.
- 7.6 Subject to clause 7.7 of this Constitution, all Executive Committee members shall:
- (a) Hold office from the time of their election until the next Annual General Meeting; and
  - (b) Bear the responsibilities of giving effect to this Constitution until their term in office terminates.
- 7.7 The term of office of an Executive Committee member shall only terminate in one of the following circumstances:
- (a) His/her term in office expires in accordance with clause 7.6 of this Constitution;
  - (b) He/she dies;
  - (c) He/she resigns from the Executive Committee according to the following procedure:
    - (i) The Executive Committee member provides a letter of resignation, outlining the reasons for the resignation; and
    - (ii) The Executive Committee member's letter of resignation is delivered to the Secretary or to the President; and
    - (iii) The Executive Committee receives the resignation letter and notes the reasons contained in that letter within the minutes of the next Executive Committee meetings.
  - (d) The other members of the Executive Committee unanimously decide that the Executive Committee member in question should be expelled from office for reasons of incompetence and/or misfeasance.
- 7.8 If a vacancy occurs in the Executive Committee for any reason, then subject to clause 7.9, the remaining members of the Executive Committee may at their discretion appoint a replacement to hold office until the next Annual General Meeting.
- 7.9 If the vacancy causes the number of members of the Executive Committee to be less than the minimum number specified in clause 12.2, the Executive Committee must:

- (a) convene a Special General Meeting within six weeks of the vacancy occurring, at which an election of a new Executive Committee member shall take place; and
  - (b) convene a subsequent Special General Meeting, within six weeks of a meeting held under clause 7.9(b) of this Constitution if quorum was not reached for that first meeting, at which a fresh election of a new Executive Committee member shall take place whether quorum is reached or not.
- 7.10 Where it sees fit, the Executive Committee may appoint other members of the Society to "ex officio" positions of the responsibility who shall report to the Executive Committee ("Ex Officio Committee Members") as follows:
- (a) The positions shall be created for a specified term during which specified responsibilities are delegated to the Ex Officio Committee Members, such details to be set out in writing ("Ex Officio Role Description") at the time of appointment;
  - (b) Ex Officio Committee Members will not be appointed to such position by election of the membership of the Society and therefore will be subject to limited rights and obligations to the Society and the Executive Committee; and
  - (c) Termination of an Ex Officio Committee Member's position will either be upon the expiry of the specified term set out in the Ex Officio Role Description or upon earlier termination by written notice from the Executive Committee. The Executive Committee will not be required to provide the Ex Officio Committee Member with grounds for termination.
- 7.11 The Executive Committee may make and amend regulations concerning its business and the conduct of its members from time to time provided that such regulations must not be inconsistent with this Constitution.
- 7.12 If anything for which there is no applicable rule or regulation arises, the matter will be decided by the Executive Committee whose decision will be final.

## 8. **Society Sub Committees**

- 8.1 Where necessitated because of workload, the Executive Committee may appoint a sub-committee to assist in the performance of the Executive Committee's duties. The sub-committee may consist of Executive Committee members and Ex Officio Committee Members of the Executive Committee. Any sub-committee may be made up only of members of the Society.
- 8.2 A position on any sub-committee shall be filled as follows:
- (a) Candidates for the sub-committee position in question shall be approached by an Executive Committee member and put to the Executive Committee to consider; and
  - (b) The position will be filled if and when the Executive Committee selects a candidate from those put forward under clause 8.2(a) of this Constitution and appoints the candidate to the sub-committee.

## 9. **Executive Committee Meetings**

- 9.1 The President shall call meetings of the Executive Committee when he/she see fit or when requested to do so by other Executive Committee members.
- 9.2 The quorum for Executive Committee meetings is 50% of the members of the Executive Committee.

- 9.3 Decisions of the Executive Committee upon a matter shall be by simple majority of those Executive Committee members attending an Executive Committee meeting where that matter is raised and considered.
- 9.4 Voting at Executive Committee meeting shall be either by voice or by a show of hands.
- 9.5 Each Executive Committee meeting shall be chaired by the President or his/her nominee ("Chair").
- 9.6 The Chair of each Executive Committee meeting shall have a deliberative vote and, except in matters relating to the termination of office of any Executive Committee member, the Chair shall also have a casting vote.
- 9.7 Notice of an Executive Committee meeting may be provided to members of the Society as the Executive Committee thinks fit.
- 9.8 Any member of the Society may attend an Executive Committee meeting and may have speaking rights, subject to the consent of the Chair.
- 9.9 Subject to the foregoing provisions, the Executive Committee shall determine its own internal procedures as it sees fit.
- 9.10 Minutes must be kept of all proceedings at Executive Committee meetings.
- 9.11 The inadvertent omission of any procedural requirement for any Executive Committee meeting will not invalidate the proceedings at that meeting.

## 10. **Financial Year**

- 10.1 The financial year of the Society shall end 30 June but can be altered by the Executive Committee as it sees fit.

## 11. **Annual General Meetings and Special General Meetings of the Society**

- 11.1 General Meetings of the Society shall fall into two categories:
  - (a) Annual General Meetings; and
  - (b) Special General Meetings.
- 11.2 An Annual General Meeting shall be held within three months of the end of each financial year.
- 11.3 A Special General Meeting may be called by the Executive Committee:
  - (a) At any time that the Executive Committee thinks fit to do so; or
  - (b) Within fifteen (15) Working Days of receipt by the Secretary of a written petition signed by no less than sixty members of the Society; or
  - (c) In accordance with clause 7.9 of this Constitution.
- 11.4 Notice of any General Meeting shall be given to all members of the Society no less than fifteen (15) Working Days prior to the holding of the General Meeting. This will include the date, time, location and business of the General Meeting.
- 11.5 Notice is given by sending an electronic email to the last known email address of all members of the Society.
- 11.6 The business of any Annual General Meeting shall consist of the following:
  - (a) To approve any minutes of the previous General Meeting(s);
  - (b) To receive the President's Report on the business of the Society;

- (c) To receive the Treasurer's Report on the finances of the Society and the statement of accounts. The members of the Society present shall approve the annual financial statements for the preceding year in order for them to be certified and submitted to the Registrar of Societies;
  - (d) The election of Executive Committee members;
  - (e) Motions to be considered;
  - (f) General business; and
  - (g) Approval of plans for the current and next calendar year.
- 11.7 The business of any Special General Meeting shall be determined by the Executive Committee, subject to the terms of any petition under clause 11.3(b) of this Constitution.
- 11.8 Subject to clause 7.9(b) of this Constitution, the quorum for any General Meeting is ten members of the Society.
- 11.9 At any General Meeting, the President or his/her nominee shall be Chair.
- 11.10 The Chair of a General Meeting shall have a casting vote.
- 11.11 Voting on any matter at a General Meeting shall be by:
- (a) a show of hands; or
  - (b) cast by secret ballot.
- 11.12 Except in matters concerning amendment to this Constitution which are dealt with under clause 17 of this Constitution, all motions shall be passed by simple majority of those members of the Society present and voting at the General Meeting in question.
- 11.13 No vote at a general meeting may be made by proxy.
- 12. Elections**
- 12.1 The election of Executive Committee members shall take place at the Annual General Meeting in accordance with clause 12 of this Constitution.
- 12.2 The number of Executive Committee members to be elected at any Annual General Meeting shall be at least nine (9), with the maximum limit to be set by the incumbent Executive Committee as they see fit, having regard to the objects of the Society.
- 12.3 Nominations for the Executive Committee shall be:
- (a) in writing;
  - (b) signed by two members of the Society as proposer and seconder respectively; and
  - (c) lodged with the Secretary on the official application form approved by the Executive Committee no later than closing date for nominations which will be notified to members by the Executive Committee.
- 12.4 After nominations have closed the Executive Committee shall inform all members via email to their last known email address of the names of all candidates and their right to obtain application forms on request.
- 12.5 If at the commencement of the meeting there are insufficient numbers of candidates nominated, nominations may be taken from the floor of the General Meeting.
- 12.6 A candidate may stand for more than one position, but may only hold one position.
- 12.7 At the Annual General Meeting that the election is taking place, the nomination forms of the members shall be made available in hard copy.

### **13. Common Seal**

- 13.1 The Common Seal shall be in custody of the Treasurer of the Society.
- 13.2 The Common Seal shall be affixed to all legal documents and contracts that the Society enters into.
- 13.3 The Common Seal shall be signed and witnessed in the presence of at least two Officers of the Society.

### **14. Pecuniary Gain**

- 14.1 No member of the Society shall receive or obtain any pecuniary gain from the property or operations of the Society, except where permitted by clauses 14.2 and 14.3 of this Constitution.
- 14.2 The Executive Committee shall have the power to approve payment of expenses to members of the Society as necessary.
- 14.3 No member of the Society shall be entitled to remuneration, salary or honoraria without the approval and resolution of a motion at a General Meeting.
- 14.4 Any member, or any person, associated with a member who is to receive remuneration in accordance with this clause shall not, by virtue of that member's capacity, in any way determine or materially influence the amount of the remuneration to be paid.

### **15. Winding Up**

- 15.1 The Society may be wound up voluntarily if:
  - (a) A resolution is passed at a General Meeting called specifically for the purpose of winding up the Society; and
  - (b) The resolution passed in clause 15.1(a) of this Constitution is confirmed at a General Meeting held at least twenty (20) Working Days after the date of the passing of the resolution in clause 15.1(a) of this Constitution.
- 15.2 If the Society is wound up or liquidated, the accumulated funds of the Society shall be distributed as follows and in the following order:
  - (a) In paying the costs in winding up or liquidation (as applicable); and
  - (b) In paying the debts and liabilities on a pro rata basis between the creditors of the Society, if any.
- 15.3 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other organisation or body having objects similar to the objects of the Society, or to some other charitable organisation or purpose, within New Zealand.

### **16. Control and investment of the Society's funds**

- 16.1 The responsibility for the Society's bank account(s) will be with the Treasurer.
- 16.2 The President or Secretary and the Treasurer will be co-signatories on any withdrawal of funds from the Society's bank account. A receipt must be presented to the Treasurer for any approved purchases.
- 16.3 All funds received by the Society must be deposited into its bank account(s).
- 16.4 Any person owing money to the Society will be accountable to the Society for the payment of monies due and owing and shall make such payment to the Treasurer.



- 16.5 The financial records of the Society will be kept by the Treasurer and will be presented on the request of the President or any Executive Committee member and a report will be filed at all Executive Committee meetings.
- 16.6 Any surplus funds the Society may have at the end of the membership year will roll over to the following year and will be available to the Executive Committee for that year.
- 16.7 The Society may invest its funds or borrow funds as it thinks fit.
- 16.8 The Executive Committee must arrange for the annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the end of each financial year.

## 17. **Constitution**

- 17.1 This Constitution may only be amended or replaced at a General Meeting of the Society.
- 17.2 Any proposed amendment to or replacement of this Constitution must be received by the Secretary at least two (2) Working Days prior to the notice being given for the meeting at which the amendment or replacement is to be discussed.
- 17.3 Any motion to amend or replace this Constitution, including any amendment to or replacement of this part, may only be passed by at least 75% of those members present and voting at the General Meeting at which the amendment or replacement is under consideration.
- 17.4 The Secretary shall keep copies of this Constitution and make them available for inspection upon request by any member of the Society.
- 17.5 A copy of the Constitution will appear at all times on the Society's website.

## 18. **General**

- 18.1 The Executive Committee may change the registered office of the Society from time to time.

## 19. **Definitions**

- 19.1 In this Constitution, in addition to the terms defined throughout the Constitution, the following terms shall have the following meanings:
  - (a) "Annual General Meeting" means an annual general meeting held in accordance with clause 11;
  - (b) "Constitution" means this constitution, being the constitution of the Society;
  - (c) "Executive Committee" means the executive committee of the Society'
  - (d) "General Meeting" means either an Annual General Meeting or a Special General Meeting;
  - (e) "Officers" means the President, Secretary and Treasurer of the Society;
  - (f) "Special General Meeting" means a special general meeting held in accordance with clause 11; and
  - (g) "Working Day" means a day, other than a Saturday, Sunday or public holiday in Dunedin.