

Rules of Women in Urbanism Aotearoa Incorporated

1. Name and office

- 1.1 The name of the society shall be 'Women in Urbanism Aotearoa Incorporated', hereinafter referred to as 'Women in Urbanism'.
- 1.2 The registered office of Women in Urbanism is Level 4, 12 O'Connell Street, Auckland 1010

2. Objectives

The objectives of Women in Urbanism are:

To support the UN Sustainable Development Goal 5 and Habitat III section 13 through:

- 2.1 Advocacy for better, equitable urban transport, spaces and housing;
- 2.2 Advocacy for meaningful participation of women in governance and in their communities;
- 2.3 Advocacy for the issues of women and girls in the face of climate change;
- 2.4 Advocacy for sustainable and resilient urban environments;
- 2.5 To provide a platform for respectful debate, communication and knowledge exchange;
- 2.6 To be intersectional in our approach, and inclusive of all non-binary people and self-identifying women and girls.
- 2.7 Ensure our members feel healthy, rested, and supported while doing the Women in Urbanism mahi
- 2.8 Any other purposes ancillary to the above that do not breach New Zealand law.
- 2.9 *Pecuniary gain or profit is not a purpose of Women in Urbanism.*
- 2.10 *Women in Urbanism is non-partisan, however not apolitical.*

3. Membership

- 3.1 Membership of Women in Urbanism is open to people who meet the following criteria:
 - 3.1.1 Have an interest in cities, sustainability, climate change and good design outcomes for women; and
 - 3.1.2 Live in, or have a strong connection to Aotearoa, New Zealand.
- 3.2 Women in Urbanism shall have power to divide membership into categories as it sees fit and give each category rights and privileges as it sees fit.
- 3.3 Subject to any resolution of the Committee any person(s) may become a member of Women in Urbanism through a written application to the Secretary responding to three questions that relate to the criteria set out in cl 3.1, and provide such further information as the Board may request from time to time.
- 3.4 Upon successful application, a member will have their name entered onto the list of members.
- 3.5 The Committee shall have sole discretion as to whether or not it shall disclose its reasons for accepting or rejecting the membership of any person.
- 3.6 All members shall have voting rights at all Annual General Meetings or Special General Meetings of Women in Urbanism.

4. Obligations and indemnity of members

All members shall:

- 4.1 Act in a manner consistent with the objectives of Women in Urbanism;
- 4.2 Abide by Women in Urbanism's rules;

- 4.3 Not bring Women in Urbanism into disrepute; and
- 4.4 Maintain the identity of Women in Urbanism as a group rather than as a vehicle for personal identification.

Indemnity

- 4.4 No member of Women in Urbanism is liable for the acts or defaults of any other member or any loss occasioned thereby, unless occasioned by their wilful default.
- 4.5 Women in Urbanism indemnifies all members of Women in Urbanism for all liabilities and costs incurred by them in the proper performance of the functions and duties as a member of Women in Urbanism, other than as a result of their wilful default.

5. Termination of membership

By resignation

- 5.1 Any member of Women in Urbanism may resign from membership by giving written notice of such intention to the Secretary.

By misconduct

- 5.2 The Committee shall give a member written notice ('notice') of any charge of misconduct against them by any member(s) of Women in Urbanism or for any other sufficient cause. The notice shall state:
 - 5.2.1 The nature of the misconduct;
 - 5.2.2 That the member may write to the Committee within 14 days after receiving the notice giving the reasons why the board shall not terminate their membership;
 - 5.2.3 That should the Committee receive no response from the member within 14 days of their receiving the notice, or is not satisfied with the response, proceed to consider termination of the member's membership; and
 - 5.2.4 That the member may appeal to Women in Urbanism if the Committee terminates their membership.
- 5.3 Shall the member wish to appeal a decision of the Committee to terminate their membership, the member can do so within seven days by writing to the Committee. In such an instance:
 - 5.3.1 A Special General Meeting will be called to consider the appeal. At that meeting present members may question the Committee and the appellant;
 - 5.3.2 The outcome of the appeal will be determined by an ordinary vote, where the decision by a majority of members present at that Special General Meeting will be final. There will be no further right of appeal.
- 5.4 Misconduct includes, but is not limited to:
 - 5.4.1 Persistent breaching of Women in Urbanism's rules,
 - 5.4.2 Persistent undermining of, or significant failure to act consistently with Women in Urbanism's objectives,
 - 5.4.3 Bringing Women in Urbanism into disrepute or public contempt, or
 - 5.4.4 Any such other conduct that in the view of the Committee seriously affects Women in Urbanism's ability to fulfil its objectives.

6 Officers

- 6.1 The appointed officers of Women in Urbanism shall consist of a Chair or two co-Chairs, a Secretary and a Treasurer.
- 6.2 Upon the recommendation of the Committee, Women in Urbanism may appoint such other officers as may be required to further the objectives of Women in Urbanism.
- 6.3 All officers shall be members of Women in Urbanism, and will have a dual role as Committee members of Women in Urbanism.
- 6.4 Officers may receive an honoraria if the Committee sees fit.

7 Governance

- 7.1 The Committee of Women in Urbanism will consist of between five and nine elected Committee members including the elected Officer roles and will govern the affairs and business of Women in Urbanism, subject to these rules.
- 7.2 Each Committee member will have one vote at Committee meetings.
- 7.3 All Committee members will be elected at an Annual General Meeting. Committee members will be elected for a term of up to three years, and may be elected for three successive terms. Committee members can only be elected for more than 3 terms successive terms where there are compelling reasons to do so.
- 7.4 Nominations for the election of Committee members (including Officers) will be called via the Women in Urbanism website one month prior to the AGM and can be provided via personal contact to the Secretary at any time up to and including the AGM.
- 7.5 Any Committee member or officer shall cease to be a member of the Committee, should that Committee member or officer:
 - 7.5.1 resign, as set out in cl 5.1
 - 7.5.2 fail to attend two successive Committee meetings without leave of absence
 - 7.5.3 undertake misconduct, as set out in cl 5.4
 - 7.5.4 refuse to act, or become incapable of acting in her role as a Committee member, as deemed by a vote of at least two thirds at a Committee meeting. In such an instance prior notice must be given on the agenda of a Committee meeting stating the name of the person whose role is to cease.
- 7.6 The Committee may resolve to co-opt new Committee members between Annual General Meetings as it sees fit. Any co-opted members must be appointed by Women in Urbanism members at the next scheduled Annual or Special General Meeting
- 7.7 The Committee shall meet as necessary, but at least two times per year. Reasonable notice shall be given to each Committee member prior to a scheduled meeting. Meetings may be held in person, by conference call, or any other form of electronic communication.
- 7.8 Decisions of the Committee will preferably be made by consensus, but otherwise by a majority vote.
- 7.9 A quorum of half of the Committee members is required to resolve any decision by the Committee.
- 7.10 Agendas and minutes of Committee meetings shall be made available to Women in Urbanism members by request.

8 Meetings of Women in Urbanism

- 8.1 An Annual General Meeting (AGM) shall be held between April and June each year, at a time and place to be determined by the Committee. Any business of Women in Urbanism will be addressed, including but not limited to:
 - 8.1.1 Receipt of the Annual Report by the Chair or the co-Chairs of the Committee.
 - 8.1.2 Receipt of the audited Annual Statement of Accounts and balance sheet.
 - 8.1.3 Receipt of any other reports that may have been required or requested.
 - 8.1.4 Election of Committee members (including Officers).
 - 8.1.5 Discussion and voting on remits, objectives and functions of Women in Urbanism.

- 8.2 Other general meetings may be held from time to time, and shall be called Special General Meetings (SGMs). SGMs may be convened by the Committee at its discretion or shall be called by written requisition received by the Committee by at least 10 per cent of current members.
- 8.3 Notice of an AGM or SGM shall be provided to members at least 14 days in advance of the AGM or SGM by email. Notice of the meeting will state the nature of business to be brought before the AGM or SGM.
- 8.4 A quorum for any AGM or SGM shall be ten members with voting rights, with at least two members being elected Committee members.
- 8.5 The order and procedure of an AGM or SGM shall be decided by the Chair or the co-Chairs of the Committee, who shall chair the meeting. Shall the Chair or either co-Chair be unable or unwilling to chair the meeting, the AGM or SGM will elect an alternative present member who shall be duly authorised to chair the meeting.
- 8.6 The decisions of any AGM or SGM will be placed to the Committee before the next succeeding meeting of the Committee for it to give effect thereto as much as possible.

Voting at an AGM or an SGM

- 8.7 Every item to be decided at an AGM or an SGM will be decided in the first instance by voices or by a show of hands, unless a ballot is demanded by the chair of the meeting or any present member.
- 8.8 The chair of the meeting will declare that a resolution has been carried or lost, and an entry to that effect in the document of proceedings of Women in Urbanism shall be conclusive evidence of the fact without reference to the proportion of votes in favour or against such a resolution.
- 8.9 Should a ballot be required it shall be undertaken in a manner and at such time as the chair of the AGM or SGM may direct. The result of the ballot will be deemed to be a resolution of the meeting at which the ballot was demanded. A demand for a ballot can be withdrawn, and should in any case not prevent the continuance of the meeting to resolve any other business.
- 8.10 Every member present at an AGM or an SGM and entitled to vote shall have one vote on a show of hands and one vote in the instance that a ballot is required. Votes shall not be made by proxy.
- 8.11 The chair of the meeting shall have a deliberative and casting vote.

Minutes

- 8.12 The chair of the meeting shall require minutes to be entered into the document of proceedings for the purpose of recording:
 - 8.12.1 all appointments of Committee members (including Officers)
 - 8.12.2 the proceedings and resolutions of AGMs and SGMs
- 8.13 The Committee shall require minutes to be entered into the document of proceedings for the purpose of recording:
 - 8.13.1 the names of the Committee members present at any meeting of the Committee
 - 8.13.2 the proceedings and resolutions of meetings of the Committee

9 Financial provisions

- 9.1 Any income, funds or sponsorship received by Women in Urbanism shall be applied only for the furtherance of the objectives of Women in Urbanism.
- 9.2 Any income, funds or sponsorship received by Women in Urbanism is to be deposited into a nominated Women in Urbanism bank account.
- 9.3 The financial year of Women in Urbanism will begin on the first day of April in each year and expire on the last day of March the following year.

The Committee shall ensure that an accurate and current record of accounts (including income and expenditure) is kept, as follows:

- 9.4 The record of accounts will be kept at the address of Women in Urbanism, or any other such place as the Committee may determine, and will be open to the inspection of members at such reasonable times and places as determined by the Committee.
- 9.5 All monies received to the credit of Women in Urbanism will be recorded into the record of accounts and will be paid into a nominated bank account as may be resolved by the Committee.
- 9.6 The elected Treasurer will have responsibility for maintaining the record of accounts and collecting any monies owing to Women in Urbanism
- 9.7 All accounts payable will be approved by the Committee. No funds shall be directed into alternative investment accounts.
- 9.8 Payment of monies from Women in Urbanism's bank account shall be made by cheque or electronic payment, and must have at least two signatories or authorisers, of which at least one must be an Officer and the other may be any other Board member.
- 9.9 Nothing in cl 9.5 or 9.8 shall apply to payments made under a Petty Cash Imprest System established by resolution of the Committee.
- 9.10 At every AGM of Women in Urbanism, the Committee shall present an audited annual Statement of Accounts along with a record of accounts for all accounts held in the name of Women in Urbanism.
- 9.11 Women in Urbanism shall duly file the returns required by s 23 of the Incorporated Societies Act 1908 and shall comply with the requirements of such statute and any regulations thereunder.

10 The Common Seal

- 10.1 The Common Seal of Women in Urbanism shall be kept by the Secretary and shall only be applied to a document pursuant to a resolution of the Committee.

11 Alteration of the Rules

- 11.1 The Rules of Women in Urbanism may be altered, added to or restricted by decision at any AGM or SGM of Women in Urbanism by a vote of two thirds of present members.
- 11.2 At least 14 days' notice of any proposed amendment to the Rules of Women in Urbanism to be moved at an AGM or SGM shall be provided to all members by email. This can be included as part of the notice provided to members prior to an AGM or SGM.
- 11.3 Women in Urbanism shall register any alteration, addition or restriction to these Rules as required by any statutory provisions in force.

12 Winding up

- 12.1 Women in Urbanism may be wound up by a vote of two-thirds of present members at an AGM or SGM.
- 12.2 In the event of Women in Urbanism being wound up, any surplus funds after payment of all liabilities shall be disposed of to a charitable trust to be nominated when such need arises, provided that such an entity has similar objectives to Women in Urbanism.