



# RAINBOW AUCKLAND

## Constitution

### 1. NAME

The name of the association shall be Rainbow Auckland INCORPORATED ("The Association").

### 2. REGISTERED OFFICE

The registered office of the Association shall be at such place determined from time to time by the Executive.

### 3. OBJECTIVES

**The objectives for the Association are as follows:**

- (a) **Network**, navigate and guide Rainbow Business<sup>1</sup>, Rainbow<sup>2</sup> professionals and Rainbow communities, working with Rainbow allies, to promote the awareness, acceptance, support and prosperity of Rainbow Business and Rainbow professionals in Auckland.
- (b) **Empower effective, empathic leadership** in the Rainbow business community, from grass-roots entrepreneurs, individual professionals, small to medium enterprises (SMEs) to corporates, to set a standard of inclusiveness and visibility of Rainbow communities.
- (c) **Respect our legacy** through celebrating and acknowledging the Association's Life Members, seniors (65+) and past Presidents, Co-Chairs and their leadership, support and other contributions to the Rainbow communities, and provide a platform for them to share their wealth of connections, resources and institutional knowledge, to enrich the Association and its members.
- (d) **Strategically align** with other organisations, individuals and/or communities in such a manner that supports, and is consistent with, the objectives of the Association.
- (e) **Build a sustainable** network of Rainbow business, Rainbow professionals and Rainbow communities for the betterment of Aotearoa as a place where diversity and Rainbow rights are respected and embraced.

#### **4. COMMON SEAL**

The Executive shall cause to be made a Common Seal which at all times shall be kept in the custody of the Association Secretary or as directed by the Executive. The Common Seal shall be affixed only on the authority of the Executive and shall be witnessed by any two members of the Executive.

#### **5. MEMBERSHIP**

Membership of the Association shall be open to corporate business entities and individual persons and shall be by way of any of: full corporate sponsorship, personal membership, business membership or not for profit / community membership, or as otherwise determined by the Executive in its discretion. The Executive may approve concession rates for membership at its discretion from time to time.

#### **6. MEMBERSHIP APPLICATIONS**

An applicant for membership shall complete the application for membership form and pay the annual membership fee as determined by the Executive from time to time. The Executive may in its discretion refuse any application for membership or for any renewal of membership. A Life Member does not need to pay any annual subscription on and from being conferred life membership.

#### **7. LIFE MEMBERSHIP**

Life membership may be conferred by the Executive on individuals who that the Executive considers in its discretion have made an outstanding contribution to the Association or the Rainbow community and whose annual membership fee is paid up to date as at the time of nomination (a "Life Member").

An individual may be nominated to be a Life Member by at least two individuals in writing to the Executive. Nominations must be received by 31 March each year. A maximum of two Life Memberships may be awarded by the Executive in each financial year of the Association.

#### **8. SUBSCRIPTIONS**

- (a) The financial year of the Association shall commence on 1 April and terminate on 31 March the following year.
- (b) The annual membership fee for all categories of membership shall be set (and may be subsequently amended) by the Executive from time to time.
- (c) The membership fee shall be paid annually on the anniversary of the member joining the Association.
- (d) A member shall cease to be a member if their membership fee remains unpaid and outstanding

on the later of 28 days after their due date for renewal and 28 days after the Association has notified the member of the outstanding amount and requested payment.

## **9. RESIGNATION**

Any member may resign from the Association by notifying the Executive. Any unused portion of the membership fee paid by that member shall be forfeited and shall be retained by the Association.

## **10. EXPULSION**

- (a) If in the opinion of the Executive it is desirable in the interests of the Association and in the interests of the attainment of the objectives of the Association that a member of the Association should cease to be a member, the Executive shall be empowered to resolve to expel that member. PROVIDED THAT before resolving to expel any such member, that member shall be given the opportunity at a meeting of the Executive to raise any dispute with the proposed expulsion.
  
- (b) Any resolution of the Executive purporting to expel a member of the Association will be put to members for approval at the next Ordinary General meeting of the Association or Special General Meeting. An expulsion resolution which receives a majority of support of those present, entitled to vote and voting at such meeting shall be deemed to be approved and confirmed PROVIDED THAT the Executive shall cause all Financial Members<sup>3</sup> (whether corporate or individual) and the member to whom the resolution relates if that member is not a Financial Member to be notified by circular that the agenda for the Ordinary or Special General Meeting at which the expulsion is to be finally determined and voted upon includes a resolution that the member be expelled from the Association. Such notification shall be issued by the Executive forthwith following the making of its resolution which shall not be made less than 14 days prior to the Ordinary or Special General Meeting at which it is to be finally determined and voted upon. Any member in respect of whom an expulsion is confirmed as aforesaid shall be immediately expelled from membership of the Association, shall forfeit any unused portion of membership fees paid and shall be debarred from claiming or professing membership of or connection with the Association.

## **11. OFFICERS OF THE ASSOCIATION AND EXECUTIVE**

- (a) The Association shall at all times have elected officers serving in the roles as follows: two Co-Chairs, and at least one Treasurer and one Secretary, all of whom shall be Financial Members or Life Members of the Association.
  
- (b) The Association shall have a management body known as "the Executive" which shall consist of the two Co-Chairs, Treasurer, Secretary and up to seven further elected members, all of whom shall be Financial Members or Life Members of the Association.
  
- (c) The Executive shall have the power to co-opt any members on to the Executive to fill any casual vacancies or to fulfil a particular function where a specific skill set is required.

- (d) The quorum for meetings of the Executive shall be at least 50 percent (in number) plus one additional member of the current sitting Executive members at the time of the meeting.

## **12. ELECTIONS OF OFFICERS**

- (a) The Officers of the Association who serve on the Executive shall be elected by ballot (if contested) at the Annual General Meeting of the Association.
- (b) Nominations for seats of Co-Chairs, Treasurer and Secretary shall be lodged with the Secretary no later than 14 days prior to the Annual General Meeting. All Financial Members are to be notified of such nominations no later than seven days prior to the Annual General Meeting.
- (c) Nominations must explicitly state in writing the positions the nominee is being nominated for.
- (d) Nominations need written support from two current Financial Members or Life Members.

If insufficient nominations are received prior to the Annual General Meeting then the seat remains filled by the then current Executive member. Nominations will remain open for a period of 90 days and approved by the executive board by a simple majority vote.

- (e) The Executive shall issue an official ballot paper on which the names of candidates shall be listed (if contested).
- (f) Elections shall be by secret ballot (if contested). If the office is not contested, the candidate standing for office shall be approved by ordinary resolution.
- (g) The Executive may co-opt individual Financial Members of the Association to fill vacancies occurring between Annual General Meetings.
- (h) Any Financial Member or Life Member may be a candidate for any one of the offices of Co-Chair, Treasurer or Secretary and Executive member. The highest polling members of the Association who are not elected to any of the offices of Co-Chair, Treasurer or Secretary shall not be automatically elected as an Executive member.

## **13. ANNUAL GENERAL MEETING**

The annual general meeting of the Association shall be held within four months of the end of the financial year. 30 days' notice must be given to each Financial Member or Life Member of the Association. A quorum for an Annual General Meeting shall consist of a minimum of 25 Financial Members or Life Members, or 20 percent of the membership (whichever is the lesser number) who are present at the meeting and eligible to vote. Members must have been a member of the Association for no fewer than 30 days at the time of the Annual General Meeting and their

membership fees must be paid up as at the Annual General Meeting to be eligible to vote. The newly elected officers of the Association shall take office at the end of the Annual General Meeting. The minutes of the previous Annual General Meeting shall be read (or circulated) and confirmed at the Annual General Meeting.

#### **14. AUDITORS**

An Auditor may be nominated by the Treasurer and appointed by the Executive. Their report shall be included in the Treasurer's report presented at each Annual General Meeting. The Executive shall review the appointment of any Auditor every three years.

#### **15. OTHER MEETINGS**

- (a) The Executive may at any time convene a Special General Meeting. 14 days' notice shall be given to each financial and Life Member. Only matters on the agenda for the Special General Meeting may be discussed. A quorum for a Special General Meeting shall consist of a minimum of 25 financial or Life Members, or 20 percent of the membership, whichever is the lesser number, who are present at the meeting and eligible to vote.
- (b) The Executive may at any time and shall upon requisition made in writing to the Secretary by 10 Financial Members forthwith convene a Special General Meeting of which at least 14 days' notice shall be given to each Financial Member by circular. Such notice shall state the business to be transacted at that meeting and no business other than that notified may be transacted. One half of the all Financial Members who are present and eligible shall constitute a quorum at a Special General Meeting.
- (c) Special General Meetings are limited to two Special General Meetings in any one financial year ending 31 March and cannot be held within six months of the Previous Special General Meeting.

#### **16. CONTROL AND INVESTMENT OF ASSOCIATION FUNDS**

The funds and property of the Association shall be under the control of the Executive. The Executive may invest, disburse and deal with the same funds as they shall deem fit, to fulfil the objectives of the Association. The funds of the Association shall be deposited with a bank chosen by the Executive as the Executive shall determine by raising and passing a motion. All transactions from the Association's bank account shall be approved by any two of the Treasurer, one of the Co-Chairs, or Secretary or selected member of the Executive.

#### **17. RAINBOW NEW ZEALAND CHARITABLE TRUST**

The Association acknowledges and values the close and longstanding relationship with the Rainbow New Zealand Charitable Trust ("the Trust") and its raising, and distribution, of funds to further aims which include those aligned with the objectives of the Association. The Association and the Trust have agreed that one of the Association's Co-Chairs or their nominee shall sit on the

board of the Trust to be part of the Trust's decision making process and to assist in communications between the Association and the Trust.

## **18. INCORPORATIONS AND AFFILIATIONS**

Any proposal for an affiliation between the Association and any other organisation may be approved by the Executive if they, in their sole opinion, believe that it is desirable to further the Association's objectives or is otherwise not inconsistent with the Association's objectives. The Executive may select a representative to attend meetings of the affiliated Association and report back to the Executive.

## **19. AMENDMENT TO CONSTITUTION**

- (a) This constitution may be altered, added to, rescinded or otherwise varied or amended by resolution passed by a two thirds majority of Financial Members present, entitled to vote and voting at an Annual General Meeting or Special General Meeting called for that purpose.
- (b) In the case of a notice for amendment of this constitution to be presented at the Annual General Meeting, notice of the proposed amendment shall be given in writing to the Secretary of the Association no later than six weeks prior to the Annual General Meeting and the Secretary shall set out such proposed amendment in the Notice of Annual General Meeting communicated to all Financial Members and Life Members.
- (c) Any addition or alteration necessary to conform to any regulation or requirement of the Registrar of Incorporated Societies may be made by the Executive without reference to any meeting of members.

## **20. MANAGEMENT**

- (a) Subject to limitations made by other clauses of this constitution, the Executive by a majority vote shall have full power to manage the Association and all its affairs.
- (b) The Executive shall fulfill any annual filing requirements to maintain good standing with the Incorporated Societies Register and Inland Revenue Department.
- (c) In the event of a tie on any resolution, the resolution shall not be passed.
- (d) Any member of the Executive absent from two or more meetings of the Executive consecutively without due cause may be removed as a member of the Executive by the other Executives.
- (e) The Executive shall meet monthly and shall record all business transacted at monthly meetings.

## **21. CHAIR AND VOTING**

At all Annual General Meetings and Special General Meeting of the Association, the Co-Chairs (or, in their absence the Secretary or in their absence a member appointed by the meeting) shall take the chair. On a motion or amendment every individual Financial Member shall be entitled to one vote. Proxy voting is acceptable if presented in writing from a financial or Life Member who is eligible to vote. A representative must be present to represent the proxy vote.

Every corporate sponsor and Financial Member shall be entitled to one vote per representative up to the maximum number of representatives allowed by the terms of their membership, to be exercised by its representative(s) at the meeting (who shall be such person(s) authorised in writing). Voting shall be by a show of hands, by voice, or in writing as the meeting shall determine, and in case of equality of votes the Chair shall have a casting vote.

The voting rights attached to membership shall be as per the then most recent published details of membership entitlements on the Associate's website.

## **22. RECESS OR WINDING UP**

- (a) The Association may go into recess or be wound up voluntarily if at the Annual General Meeting or at a Special General Meeting its members pass a resolution for the Association to wind up or go into recess.
- (b) A two-thirds majority of the paid members excluding the Executive members and the Life Members will be sufficient at any such meeting of the Association at any time for the purpose of winding up or going into recess.
- (c) The resolution shall be confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution was passed.

## **23. DISPOSAL AND DIVISION OF SURPLUS ASSETS ON RECESS OR WINDING UP**

In the event of the Association going into recess or winding up the Association, liabilities shall be discharged and the surplus, if any, donated in the first instance to the Rainbow New Zealand Charitable Trust and to the extent that it is not possible to make such donation, disposed of in any such other manner as the Association made by resolution at a Special General Meeting convened for that purpose.

Appendix:

**1. Rainbow Business**

*Rainbow Business: LGBT+ owned and operated businesses*

**2. Rainbow**

*Umbrella term used to represent and intentionally include myriad LGBTQIA+ communities.*

**3. Financial Member**

*Member who has paid by the relevant due date the membership fees and all other sums owed by that Member to the Association.*

**<END>**

*\*\* Please consider the environment before printing this document \*\**