

**FULBRIGHT NEW ZEALAND ALUMNI ASSOCIATION
INCORPORATED**

TE WHAKAWHITINGA AOTEAROA-AMERIKA

**FULBRIGHT
NEW ZEALAND
ALUMNI ASSOCIATION**



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AOTEAROA-AMERIKA**

CONSTITUTION

OCTOBER 2009 (Revised November 2013)

FULBRIGHT NEW ZEALAND ALUMNI ASSOCIATION INCORPORATED TE WHAKAWHITINGA AOTEAROA-AMERIKA

CONSTITUTION AND RULES

A THE ASSOCIATION

1 Name

- 1.1 The name of the Association is Fulbright New Zealand Alumni Association Incorporated (“the Association”).
- 1.2 The Association was constituted by resolution of its Members dated 1 October 2009.
- 1.3 The Māori name of the Association is Te Whakawhitinga Aotearoa-Amerika Incorporated.

2 Registered Office

- 2.1 The Registered Office of the Association is Level 8, 120 Featherston Street, Wellington.

3 Objects of Association

The primary object of the Association is:

- 3.1 To celebrate and promote international educational exchange under the Fulbright and associated international educational exchange programmes.

The secondary objects of the Association are:

- 3.2 To promote and further the interests of the Fulbright and associated international educational exchange programmes in New Zealand;
- 3.3 To furnish a means to connect Fulbright and associated international educational exchange programmes alumni with each other;
- 3.4 To promote and support the mission of Fulbright New Zealand;
- 3.5 To support and promote the interests of current Fulbright and associated international educational exchange programmes grantees;
- 3.6 To raise public awareness of the aims and ideals of the Fulbright programme;

- 3.7 To arrange events and activities of varying kinds that will facilitate connection and networking among Fulbright and associated international educational exchange programmes alumni;
- 3.8 To offer a means of coordinating the Fulbright and associated international educational exchange programmes alumni in New Zealand by maintaining an up-to-date database of Association members and a website;
- 3.9 To coordinate NZ Fulbright and associated international educational exchange programmes alumni in welcoming, sharing with and supporting current US and NZ grantees;
- 3.10 To communicate up-to-date information to members including regular contributions to the *Fulbright Quarterly*;
- 3.11 To promote and support contact between Fulbright and associated international educational exchange programmes alumni and grantees at a regional level;
- 3.12 To provide professional and personal opportunities for current grantees to participate in events and activities beyond the region in which they are studying;
- 3.13 To raise awareness of the Fulbright and associated international educational exchange programmes in schools and universities;
- 3.14 To generally promote and support Fulbright New Zealand in its objectives and raise awareness of these objectives.

4 Powers of Association

For the purposes of advancing its objects the Association may by its Board or in General Meeting of its Members exercise the following powers in addition to any other powers conferred by law:

- 4.1 To ensure that as far as possible funds and property received by the Association or by any region (subject to any direction of the donor, testator or provider of such funds) are applied primarily to the objects of the Association subject to any contribution or levy required to meet the administration expenses of the Association;
- 4.2 To apply the assets and income of the Association, howsoever derived, within New Zealand towards all or any of the Association's objects and purposes as the Board may in its absolute discretion decide;
- 4.3 To accept subscriptions and donations whether of real or personal estate and devises and bequests for all or any of the objects of the Association, and so far

as permitted by law to dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required or capable of being occupied for the purpose of the Association. In case the Association shall take or hold any property which may be subject to any trust the Association shall only deal with the same in such manner as allowed by law having regard to such trust;

- 4.4 To purchase, lease, exchange, hire or acquire and to sell, surrender, mortgage, charge, manage, subdivide, develop and deal with every kind of real or personal property;
- 4.5 To construct, maintain, restore, repair, alter and replace any building or other structures;
- 4.6 To borrow or raise money and to guarantee or secure the payment of moneys borrowed in such manner as the Board shall think fit, and including the issue of debentures or by way of mortgage charged upon any of the Association's property;
- 4.7 To apply the assets and income of the Association, howsoever derived, within New Zealand in furthering all or any of the Association's objects and pending such application to invest such funds in any manner authorised by the Board;
- 4.8 To employ such staff and to engage such professional services as the Board shall think desirable;
- 4.9 To effect insurance in respect of any undertaking activity or assets of the Association as the Board may think fit;
- 4.10 To indemnify any person or company against debts, liabilities, claims and proceedings incurred on behalf of or in the course of providing any services for the Association and for this purpose to charge any of the assets of the Association;
- 4.11 To generally carry out such other powers and functions as the Board may deem necessary for the advancement of the objects of the Association.

5 Structure of the Association

- 5.1 The Association will be centrally coordinated in Wellington by its Board and any employees of the Association.
- 5.2 Members of the Association organised into various regions shall be responsible for organising events and doing all other such things as may be considered necessary and desirable by the Board to further the purposes of the Association.

B ASSOCIATION MEMBERSHIP

6 Membership Benefits

Membership of the Fulbright New Zealand Alumni Association provides:

- 6.1 A positive means for alumni to “give back” to the Fulbright and associated Programmes, contribute to the ongoing enrichment and support of current grantees and to continue their own professional and personal growth.
- 6.2 Access to a strong network of Fulbright and associated international educational exchange programmes alumni and a membership database.
- 6.3 Invitations to events and activities that connect Fulbright and associated international educational exchange programmes alumni including some prestigious events.
- 6.4 Opportunity to meet and connect with current grantees.

7 Membership

- 7.1 Applicants for Full Membership, Associate Membership, or Corporate Membership of the Association shall complete in writing an application form provided by the Board and supply such other information as may be required by the Board, and applicants shall send the application form (accompanied by payment of the annual subscription) to the Association Secretary.
- 7.2 Membership applications shall be considered by the Board, which shall have discretion whether to accept any application for Associate Membership or Corporate Membership. The Board shall advise the applicant of its decision.
- 7.3 An Ordinary Member is a Full Member or Associate Member.
- 7.4 Full membership is open to any person who:
 - (a) is or was the recipient of a New Zealand-United States educational or cultural exchange award administered by Fulbright New Zealand including but not limited to Fulbright or Fulbright-Hays Awards and Ian Axford, Eisenhower, Kennedy and Harkness Fellowships;
 - (b) is or was a participant, grantee or beneficiary of similar or related programmes operated under the auspices of the United States Government including the International Visitor Leadership Programme and the Voluntary Visitor Programme.
- 7.5 A Full Member has the rights and responsibilities set out in these Rules.

- 7.6 Associate membership shall be open to any person who supports Senator Fulbright's vision for international educational exchange and the mission of Fulbright New Zealand.
- 7.7 An Associate Member has the rights and responsibilities set out in these Rules.
- 7.8 A Corporate/Organisation Member is a company or organisation that is a member of the Association on behalf of the people it represents.
- 7.9 Corporate/Organisation membership shall be open to any company or organisation that supports Senator Fulbright's vision for international educational exchange and supports the mission of Fulbright New Zealand.
- 7.10 Corporate/Organisation Membership shall permit up to 10 people from within the company or organisation to participate in the Association's activities.
- 7.11 A Corporate/Organisation Member has the rights and responsibilities set out in these Rules.
- 7.12 Life membership may be gifted to a Member by the Association to recognise the special contribution of the Member to the Association.
- 7.13 A Life Member has the rights and responsibilities set out in these rules.
- 7.14 An Honorary Member is a person who is acknowledged as providing or having provided services to the Association. An Honorary Member has none of the rights or privileges of a Member but may attend meetings of the Association.

8 Obligations of Members and Officers

- 8.1 All Members and Officers shall promote the objects and purposes of the Association and shall do nothing to bring the Association into disrepute.
- 8.2 All Members shall at all times act in compliance with these Rules.

9 Cessation of Membership

- 9.1 Any Member may resign at any time by giving written notice to the Secretary.
- 9.2 A Member may have his or her Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association, the Board may give written notice of this to the Member ("the Board's Notice"). The Board's Notice must:

- (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association;
 - (ii) State what the Member must do in order to remedy the situation; and state that the Member may write to the Board giving reasons why the Board should not terminate the Member's Membership.
 - (iii) State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.
- (b) 14 days after the Member received the Board's Notice, the Board may in its absolute discretion, but only after taking into account the principles of natural justice and having regard to any reasons given by the Member under clause 9.2(a)(ii), the Board may by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Board's decision will be final.
- (c) In circumstances where a Member resigns under cl 9.1 or the Board exercises its power under cl 9.2, then the Member shall:
- (i) immediately cease to hold himself or herself out as a Member of the Association; and
 - (ii) return to the Association all money and property of the Association;
- but the Member shall remain liable to pay all fees, subscriptions and levies to the end of the Association's financial year.

10 Re-admission of Former Members

- 10.1 Any former Member who has resigned or had his or her membership terminated may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Board, the Applicant shall not be readmitted without the approval of the Board by majority vote.

C MONEY AND OTHER ASSETS OF THE ASSOCIATION

11 Use of Money and Other Assets

- 11.1 The Association may only use money and other assets:

- (a) for an object or purpose of the Association; and
- (b) if the use has been approved by the Board;

and the Association may not use money or other assets for the sole personal benefit or pecuniary gain of any Member.

11.2 All Association cheques must be signed and countersigned by two people from among the Chairperson, Secretary and Treasurer.

12 Joining Fees, Subscriptions and Levies

12.1 Each Member shall pay an annual subscription to be determined by the Board.

12.2 The Board shall have sole discretion and power:

- (a) to set different subscriptions for classes of membership;
- (b) to nominate the date on which subscriptions are payable;
- (c) to accept payment of subscriptions in instalments; and
- (d) to waive the payment of subscription for any Member.

12.3 The Board may propose revision of annual subscriptions by writing to the membership one month in advance of the Annual General Meeting. In the absence of an annual revision, the previous year's subscription shall be deemed to be the annual subscription.

12.4 To every recipient of an award or fellowship that entitles a person to full Membership of the Association, and in the first year of Membership after the person's return to his or her home country on completion of the award, the Board shall offer to waive the payment of the subscription fee under cl 12.2 above. The Member in the following year shall be invited by the Board to become a paying Member of the Association.

12.5 If any Member does not pay a Subscription by the date set by the Board, that Member shall have a further period of one month to pay the Subscription. If a Member's subscription remains unpaid after this one month period, the Member shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any activity of the Association until the subscription is paid in full.

12.6 If any Member's subscription remains unpaid in whole or in part six months after the date set by the Board for payment, the Board may take steps to terminate the Membership under cl 9.2 of these Rules.

D MANAGEMENT OF THE ASSOCIATION

13 Board

13.1 The Board of the Association shall consist of:

- (a) A Chairperson;
- (b) A Secretary;

- (c) A Treasurer;
 - (d) The Regional Coordinators;
 - (e) One ex-officio Officer representing Fulbright New Zealand; and
 - (f) One ex-officio Officer representing the United States Embassy.
- 13.2 A Deputy Chairperson shall be elected by the Board from among the Regional Coordinators.
- 13.3 The Board shall have the power to co-opt additional Board Members as may be required for terms that do not exceed those of the elected members.
- 13.4 Only Members of the Association may be elected as Board Members.
- 13.5 The Chairperson, Secretary and Treasurer shall be elected for two-year terms with a maximum tenure of four consecutive years. In the first year of the Association the Secretary shall be elected for a one-year term and have a maximum tenure of three consecutive years.
- 13.6 The Regional Coordinators shall be elected for two-year terms with a maximum tenure of four consecutive years. In the first year of the Association the Regional Coordinators shall be elected for a one-year term with a maximum tenure of three consecutive years.
- 13.7 The Deputy Chairperson as elected by the Board shall hold office as a Board Member until the next Association Meeting.
- 13.8 In the event of a vacancy on the Board, the Board may appoint any Member as an interim Board Member who shall hold office until the next Association Meeting.

14 Management by Board

Powers of the Board and Executive Committee

- 14.1 From the end of each Annual General Meeting until the end of the next, the Association shall be administered, managed and controlled by the Board, which shall be accountable to the Members for advancing the purposes of the Association and for implementing the policies of the Association as approved by any Association Meeting.
- 14.2 Subject to these Rules and the resolution of any Association Meeting, the Board may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.

- 14.3 The Board may appoint subcommittees consisting of such persons (whether or not Board Members or Members of the Association) and for such purposes as it thinks fit.
- 14.4 The Board may employ any person or company to administer or manage the affairs of the Association.
- 14.5 The Board may delegate any or all of its powers and authority to any Board Member, any subcommittee, or any Member to act on its behalf.

Executive Committee

- 14.6 The Board shall appoint a subcommittee called the Executive Committee.
- 14.7 The Executive Committee shall consist of the Chairperson, the Secretary, and the Treasurer of the Association.
- 14.8 The Executive Committee shall have the role set out in cl 17 below and shall be subject always to the direction and control of the Board.

Meeting procedure

- 14.9 The Board shall meet at least twice a year at such times and places in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 14.10 The Executive Committee shall meet at least four times a year at such times and places in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 14.11 All Board meetings and all Executive Committee meetings shall be chaired by the Chairperson or in the Chairperson's absence by the Secretary, or in the absence of both of them by some other Board Member.
- 14.12 The quorum for Board meetings is at least half the number of the Board Members.
- 14.13 The quorum for Executive Committee meetings and all other subcommittee meetings is at least half the number of members.
- 14.14 Only Board Members who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 14.15 The Board and Executive Committee may act by resolution approved by not less than two thirds of the Members of the Board through a written ballot conducted by mail, facsimile, or email.

14.16 Other than as prescribed by statute, by these Rules, or by bylaw, the Board and any Board subcommittee may regulate its proceeding as it thinks fit.

15 Nomination and Election of Board Members and Officers

15.1 The Chairperson, Secretary, Treasurer and Regional Coordinators shall be elected at the Annual General Meeting of the Association.

15.2 Nominations for Chairperson, Secretary and Treasurer shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary.

15.3 Nominations for Regional Coordinators shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members from within the geographical region in which the Regional Coordinator will serve.

15.4 Nominations shall close at 5pm on the fifth day before the Annual General Meeting.

15.5 All retiring members of the Committee shall be eligible for re-election for the terms specified in cll 13.5 and 13.6.

16 Cessation of Board Membership

16.1 Persons cease to be Board Members when:

- (a) They resign by giving written notice to the Board; or
- (b) They are removed by majority vote of the Association at an Association Meeting; or
- (c) They die or become otherwise incapacitated and unable to fulfil their duties as a Board Member; or
- (d) Their Term expires.

16.2 If any Board Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that position on the Board to be vacant.

16.3 If a person ceases to be a Board Member or a vacancy is declared under cl 16.2, that person must within one month give to the Board all Association documents and property.

17 Role of the Executive Committee

17.1 Subject always to these Rules and to the directions of the Board, the role of the Executive Committee is to:

- (a) Administer and manage the Association;
- (b) Carry out the purposes of the Association, and use money or other assets to do that;
- (c) Manage the Association's bank accounts;
- (d) Arrange and oversee the work of the Association Coordinator;
- (e) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (f) Liaise with Fulbright New Zealand and the US Embassy;
- (g) Communicate with and provide information to regions;
- (h) Develop, support, encourage and assist regions as appropriate;
- (i) Provide updates and information for alumni;
- (j) Maintain the Association's database and oversee its use;
- (k) Arrange an Annual General Meeting;
- (l) Prepare an annual report of the Board for presentation at the Annual General Meeting; and
- (m) Such other things as may be necessary and desirable from time to time for the purposes of the Association.

18 Role of the Board

18.1 Subject always to these Rules, the role of the Board is to:

- (a) Control the Association and ensure compliance with these Rules;
- (b) Oversee and give directions to the Executive Committee;
- (c) Decide how a person becomes a Member, and how a person stops being a Member;
- (d) Decide the procedures for dealing with complaints;

- (e) Set Membership fees, including subscriptions and levies;
- (f) Make regulations and policies;
- (g) Develop overall strategic goals and strategic planning to maintain a strong and vibrant Association;
- (h) Share Senator Fulbright's vision with the public and appropriate organisations through communication and representation; and
- (i) Such other things as may be necessary and desirable from time to time for the purposes of the Association.

19 Roles of Board Members

19.1 The Chairperson's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Executive Committee Meetings, Board Meetings and Association Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Association;
- (e) Give a report on the operation of the Association at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules; and
- (h) Represent the Association and advocate for the Association with the public and other organisations.

19.2 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Association's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Board;

- (e) Retain the common seal of the Association.

19.3 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Association. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Association's account book, so that the Association's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Board or a majority of the Association decides this in a Meeting;
- (d) Forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

19.4 The Regional Coordinators' roles shall be to:

- (a) recruit and maintain a network of alumni Members in their region;
- (b) offer or arrange assistance to incoming US grantees where requested;
- (c) keep the Board informed of regional activities and happenings;
- (d) report annually on the region's activities to the Board and the Members in their region;
- (e) arrange functions/gatherings to bring together Members and current grantees and alumni and to raise awareness of the Fulbright vision. Examples of activities may be to arrange:
 - welcomes for incoming grantees to include grantees, mentors and buddies, and alumni (early in the year);
 - farewells for US grantees before they leave New Zealand;
 - welcomes back for recently returned NZ grantees and farewells to the departing NZ grantees (later in the year);
 - cultural experiences for grantees;
 - pot lucks, grantee talks/presentations;

- opportunities for grantees to meet/address service clubs/senior school students/interested groups where alumni are involved;
- any other activities that are consistent with the aims of the Association;

E CONDUCT OF MEETINGS

20 Association Meetings

- 20.1 An Association Meeting is either an Annual General Meeting or a Special Meeting.
- 20.2 The Annual General Meeting (“AGM”) shall be held once every year between 1 April and 31 August. The Board shall determine when and where the Association shall meet within those dates.
- 20.3 Special General Meetings (“SGM”) may be called at any time by the Board giving at least 14 days notice in writing to all members of the time, date and place and the agenda for the SGM.
- 20.4 The Secretary shall give all Members at least 14 days written notice of:
- (a) The business to be conducted at any Association Meeting;
 - (b) A copy of the Annual Report and Statement of Accounts, if the Association Meeting is an Annual General Meeting;
 - (c) A list of Nominees for the Board, and information about those Nominees if it has been provided.
 - (d) Notice of any motions and the Board’s recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 20.5 All Members may attend and vote at Association Meetings. Non-attending Members may cast a vote in writing.
- 20.6 All Association Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair the Association Meeting. If the Deputy Chairperson is also absent, the Association shall elect another Board Member to chair that meeting. Any person chairing an Association Meeting has a casting vote.
- 20.7 On any given motion at an Association Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

20.8 If any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held and is tied, the Chairperson will have a casting vote.

20.9 The business of an Annual General Meeting shall be:

- (a) Approving the minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Association;
- (c) The Treasurer's report on the finances of the Association, and the Statement of Accounts;
- (d) Election of Board Members;
- (e) Motions to be considered;
- (f) Approval of plans for the balance of the current and next calendar years; and
- (g) General business.

21 Motions at Association Meetings

21.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information").

21.2 The Board may also decide to put forward motions for the Association to vote on ("Board Motions").

F FINANCIAL MANAGEMENT AND AUDITING

22 Financial Management and Auditing

22.1 The Association shall keep and maintain financial records that record and explain the Association's transactions and financial position.

22.2 The financial records shall be maintained in such a way as to allow the preparation of true and fair accounts of the Association's financial affairs and

status, and shall be sufficient to allow for the preparation of a statement of the Association's accounts for its financial year and for auditing these statements.

- 22.3 The Association shall present three documents to members at the annual general meeting;
- (a) an audited statement of the Association's accounts, and its assets and liabilities for the most recently ended financial year;
 - (b) a copy of the auditor's report for the accounts.
 - (c) a report that comments on the Association's financial performance over the current year.
- 22.4 The Association shall appoint a suitably qualified person as Auditor who is not an officer of the Association and has not prepared or helped prepare the accounts. At least once in each financial year the Auditor shall examine the accounts of the Association and report as to the correctness of those accounts to the members.
- 22.5 The annual financial statements shall be provided to the Registrar of Incorporated Societies to maintain registration as an incorporated society and to any other person or government agency as from time to time the Association may be legally required to provide annual statements.

G REGIONAL ORGANISATION

23 Regional Organisation

- 23.1 Alumni who are Members of the Association shall have the opportunity to participate in any activities the Association arranges especially in those activities arranged in the regions where they reside.
- 23.2 Regions shall be based in Auckland, Waikato, Central North Island, Wellington, Canterbury and Otago-Southland. US regions shall be based in the Midwest and New England. Additional regions may be established where sufficient Members are located and receive the Board's approval.
- 23.3 The purpose of the Regions shall be to arrange activities and events that connect and involve Members and alumni and further the purpose and objectives of the Association. The Regions shall operate within the Association's purpose, objectives and rules under the overall authority and control of the Association's Board.
- 23.4 Each Region shall have a Coordinator and a Deputy Coordinator. Each Regional Coordinator shall designate a Deputy Regional Coordinator with the approval of the Board for terms that do not exceed their own tenure.

- 23.5 The Deputy Coordinator shall assist and support the Coordinator in their role.
- 23.6 The Regional Coordinator and Deputy Coordinator may co-opt Members from time to time to assist them in carrying out their duties and/or organising activities.
- 23.7 The Regional Coordinator shall report annually on the Region's activities to the Board and the regional members.

H SIGNING OF DOCUMENTS

24 Common Seal

- 24.1 The Association shall have a common seal to be held in the care of the Secretary or other Board member.
- 24.2 A contract which, if it were made between private persons would be required by law to be done by deed, shall be executed on behalf of the Association if:
- (a) the contract is in writing; and
 - (b) the common seal is attached to the document; and
 - (c) the document is witnessed by any one of the Chairperson, Secretary, or Treasurer.

I ALTERING THE RULES

25 Altering the Rules

- 25.1 The Association may alter or replace these Rules at an Association Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace these Rules shall be signed by at least two Members and given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 25.4 When a Rule change is approved by a General Meeting the Board shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule

changes in the required form. No Rule change shall take effect until this is done.

- 25.5 No addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

J WINDING UP THE ASSOCIATION

26 Winding up

- 26.1 The Association may be wound up under the provisions of the Incorporated Societies Act 1908.
- 26.2 If the Association is wound up the Association's debts, costs and liabilities shall be paid and surplus money and other assets of the Association may be disposed of:
- (a) By resolution of the Board; or
 - (b) According to the provisions in the Incorporated Societies Act 1908; but no distribution may be made to any Member;
- 26.3 Subject to any Board resolution under cl 26.1, it shall be presumed that the surplus money and other assets shall be distributed in the following manner:
- (a) surplus money from any grants shall be returned to the granter;
 - (b) all other surplus money and the money recovered by disposing of any assets shall be passed to the Fulbright New Zealand Trust to support scholarships.

K OTHER PROVISIONS

27 Relationship with Fulbright New Zealand

- 27.1 The Association will be an autonomous body that will work in partnership with Fulbright New Zealand to further the mission of Fulbright New Zealand, raise awareness of the Fulbright programme and jointly coordinate and plan strategies relating to alumni matters. The Association will be the main driver of the relationship with alumni.
- 27.2 The partnership between the Association and Fulbright New Zealand will be formalised in a Memorandum of Understanding between the parties.

28 Relationship with the US Embassy

- 28.1 The Association will be an autonomous body that will work in partnership with the US Embassy to support the Fulbright Awards and the International Visitor Programmes and shall work cooperatively with the US Embassy in its outreach to alumni.
- 28.2 The relationship between the Association and the US Embassy and consular staff will be formalised in a document contained in Appendix One to these Rules.

29 Interim arrangements for the first year of the Association's operation

- 29.1 An interim board shall be appointed for the first year of the Association's operation. The interim board shall comprise the current chapter coordinators and a Chairperson, Secretary and Treasurer to be elected by the Steering Group from among the current coordinators and the central planning group. The interim board shall be in office until the first membership election before 31 August 2010.
- 29.2 The ex-officio board members contained in this constitution shall be appointed to the interim board and may continue their tenure beyond the first election.

30 Review of Constitution

- 30.1 This constitution will be reviewed within two years of the incorporation of the Association (i.e. by the end of October 2011).

31 Definitions

- 31.1 In these Rules:
- (a) "Association" means the Fulbright New Zealand Alumni Association Inc.
 - (b) "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
 - (c) "Board" means the Board of the Association.
 - (d) "Board Meeting" means a meeting of the Board.
 - (e) "Board Member" means any Member who is on the Board.
 - (f) "Cheque" means a personal cheque or a bank cheque.
 - (g) "Constitution" means these Rules.
 - (h) "Executive Committee" means the subcommittee of the Board constituted under cl 14 of these Rules.

- (i) “Fulbright NZ” or “Fulbright New Zealand” means the New Zealand-United States Educational Foundation that administers Fulbright, Harkness, Axford, Eisenhower and Kennedy grants.
- (j) “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (k) “Meeting” means any Annual General Meeting, any Special General Meeting, and any Board meeting.
- (l) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
- (m) “Officer” or “Officers” means a person or persons described in cl 13.1 of these Rules;
- (n) “Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (o) “Region” means the collective members of the Association in specified areas of New Zealand and the US.
- (p) “Rules” means these rules, being the rules of the Association.
- (q) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (r) “Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.
- (s) “Region” means an area designated by the Board where sufficient members of the Association reside and can participate in regionally arranged activities and events.

APPENDIX ONE

Relationship between the Association and the US Embassy

The Association recognises the support of the US Embassy for the Fulbright Awards and the International Visitor Programmes and shall work cooperatively with the US Embassy in its outreach to alumni. The Association shall maintain a cooperative relationship with the US Embassy through:

- 1 maintaining systems for frequent communication between the Association and the US Embassy about alumni matters;
- 2 providing up-to-date contact information about officers and regional coordinators to assist the US Embassy in its outreach to alumni;
- 3 incorporating International Visitor Leadership Programme and Voluntary Visitor Programme alumni in the Association's database and inviting these alumni to become members of the Association;
- 4 including an *ex officio* member representing the US Embassy on the Association's Board;
- 5 assisting the US Embassy in arranging inspirational visits and functions to include alumni in the regions;
- 6 working collectively on alumni funding proposals; and
- 7 offering complimentary corporate membership of the Association to the US Embassy.