

THE RULES OF THE NEW ZEALAND GENERAL SERVICE BOARD OF ALCOHOLICS ANONYMOUS INCORPORATED

Pursuant to The Incorporated Societies Act 1908

1. NAME

The name of the Society shall be the New Zealand General Service Board of Alcoholics Anonymous Incorporated.

2. INTERPRETATION

In these rules, unless the context otherwise requires:

1. "The Board " means the Board referred to in rule 5 of these rules.
2. "The Society" means the New Zealand General Service Board of Alcoholics Anonymous Incorporated.
3. "Members" mean the members of the Society pursuant to rule 7 of these rules.
4. "Conference" means the New Zealand General Service Conference of Alcoholics Anonymous.

3. OBJECTS OF THE SOCIETY

The objects of the Society shall be in New Zealand and are:

- (a) to serve the New Zealand organisation known as Alcoholics Anonymous;
- (b) without in any way limiting the generality of paragraph (a) of this rule, the Society shall:
 - (i) provide a vehicle for selling literature and promoting awareness activities in relation to Alcoholics Anonymous.
 - (ii) provide a vehicle for the holding of licences, leases, trademarks, patents and other property interests whether intellectual or not, on ' behalf of Alcoholics Anonymous.
 - (iii) control the management and operation of the New Zealand General Service Office.
- (c) to do all such acts and things as are incidental to or conducive to the attainment of all or any of the objects of Conference.

4. POWERS OF SOCIETY

(1) Subject to the provisions of the Incorporated Societies Act, 1908, the Society by and through its Board, shall have all such powers as may be reasonably necessary to enable it to carry out its function and achieve its objects including the power to accept donations, gifts and legacies from past and present members of Alcoholics Anonymous and to engage in awareness activities for the purpose of the Society and the body known as Alcoholics Anonymous.

(2) The funds of the Society shall be under the control of the Board and any surplus funds may be invested in the name of the Society from time to time in accordance with the provisions of the Trustee Act, 1956 as if they were investments made by a trustee bound by the provisions of that Act; and

(3) The Society shall have the power to receive donations in accordance with clause 4. 1, to borrow money, to mortgage, charge or lien all or any of its undertakings and property both present and future or to issue any securities whether outright or as security for any debt, liability or obligation of the Society or of any third party and to give or receive guarantees or indemnities for the payment of moneys or the performance of obligations all of which powers shall be exercised by the Board in such manner as the Board thinks fit.

5. BOARD

(1) There shall be a Board of the Society comprising a chairperson, secretary, Treasurer and not fewer than 3 members who shall be responsible for furthering the objects of the Society and allocating the funds of the Society for the purposes of the Society.

(2) The Board shall consist of not more than fifteen Persons and shall be elected in the manner set forth in rule 6 herein.

(3) The term of continuous service on the Board is to be limited to three years unless Conference determine otherwise.

6. APPOINTMENT OF CHAIRPERSON, BOARD, THE FIRST SECRETARY AND THE FIRST TREASURER

(1) The first Board and the positions of chairman, secretary and Treasurer shall be elected at the first annual general meeting of the Society. The term of such appointment shall be until the second annual general meeting of the Society.

(2) At the second and subsequent annual general meetings of the Society, an election shall be held to appoint the members of the Board, including the Chairperson, Secretary and Treasurer

(3) The appointment of the officers and the Board in the above provisions requires the confirmation of Conference.

7. MEMBERSHIP OF THE SOCIETY

(1) Membership of the Society shall be open to any person (known as a trustee) approved by Conference who agrees with the objects of the Society.

(2) All members of the Society shall be entitled to attend and vote at any meeting of the Society and to receive the annual report of the Society and to vote for members of the Society.

8. TERMINATION OF MEMBERSHIP

Any trustee may resign from the Society at any time upon giving notice in writing to the secretary. Unless otherwise expressed, such notice effect immediately. Should circumstances warrant Conference or the General Purpose Committee of Conference can require any trustee to resign from the Society or the Board and if Conference or the General Purpose Committee so determines that a trustee must resign from the Society or Board such resignation shall take effect from the date that the trustee is advised by Conference or the General Purpose Committee that the trustee must resign from the Society or Board.

9. ADMINISTRATION

(1) The administration and management of the Society shall be conducted by the Board.

(2) To control the management and operation of the New Zealand General Service Office including:

- (a) The appointment and if necessary termination of staff, setting salaries and employment conditions.
- (b) Purchase of office equipment necessary for the official functioning of the office
- (c) Controlling literature purchases and stocks
- (d) Setting prices for literature sales

(3) The first members of the Board (formally known as the Committee) shall be as per the attached Application for Incorporation.

(4) The Board may, subject to the approval of Conference or the General Purpose Committee, co-opt any person, including non-members of the Society, to fill any vacancy on the Board or to assist in the fulfilment of the Boards functions

(5)The Board shall meet together for the dispatch of its business, when and where it thinks fit. The Chair may determine that Board meetings may meet by telephone conference call for some of its meetings.

(6)The quorum for a meeting of the Board shall be one greater than half the minimum number of members forming the Board as in Rule 5(1).

10.ANNUAL GENERAL MEETING

(1)The annual general meeting of the Society shall be held each year at such place, date and time as the Board shall determine. The first annual general meeting shall be held on 10 April 1992.

(2)The annual general meeting shall carry out the following business:

(a) receive the minutes of the previous annual general meeting and of any other general meeting held since the last annual general meeting;

(b) receive the reports of the chairperson and the treasurer;

(c) receive the statement of receipts and expenditure and other relevant financial statements including an annual balance sheet;

(d) elect the chairperson, the secretary, the treasurer and the Board, as outlined in rule 6;

(e) appoint an auditor for the ensuing year; and

(f) conduct any other business which may properly be brought before the meeting.

11.SPECIAL GENERAL MEETINGS

(1) A special general meeting of the Society may be called by the chairperson of his or her own motion and shall be called by the chairman on receipt of a request in writing for such a meeting stating the reason for having the meeting and signed by not less than five trustees.

(2) The prescribed notice calling a special general meeting shall state in general terms the nature of the business for which the meeting is called and at that meeting only the business so stated shall be discussed.

12.PROCEDURE AT GENERAL MEETINGS OF MEMBERS OF THE SOCIETY

(1) In these rules, the term "general meeting" includes both an annual general meeting and special general meeting.

(2) The chairperson of the Board shall chair all meetings of the members of the Society. In the absence of the Chairperson, the members shall elect a chairperson for that particular meeting.

(3) Fourteen days. written notice of each general meeting shall be given to all members. This notice shall state that the meeting is the annual general meeting or a special general meeting as the case may be and shall specify the place, date and time at which it is to be held.

(4) A quorum for any meeting of the members of the Society shall be not less than three quarters of members and should a quorum not be present no business shall be transacted.

(5) Each member shall have only one vote. Resolutions shall require a two-thirds majority.

(6) Where any matter is put to a vote, such vote may be by voices, by show of hands or by poll, whichever the meeting may direct, or in the absence of such direction as directed by the chairperson.

13.COMMON SEAL

(1) The common. seal of the Society shall be that approved by the chairperson and the Board. The secretary shall be responsible for the safe custody and control of the common seal.

(2) The common seal of the Society shall only be affixed by resolution of the Board in the presence of two members of the Board who shall sign the document or instrument to which the seal is affixed.

14.FINANCE

(1) The treasurer shall ensure that proper accounts are kept and that accounts for each financial year are duly audited and presented to the Board within four months after the end of the financial year.

(2) All funds received by or on behalf of-the Society shall be paid into the Society's bank account.

15.ALTERATION OF RULES

These Rules may be added to, altered, amended or revised only at a general meeting of the Society and pursuant to a resolution carried by three-fourths of the Members present, provided that no amendment or alteration can alter the organisation's exclusively charitable nature. Notice of any proposed addition, alteration, amendment, or revision shall be included in the notice of general meeting.

16.MATTERS NOT PROVIDED FOR

In case any matter or subject shall at any time be found not to be provided for in these Rules, the New Zealand General Service Conference Charter, the Board By-Laws or in case any doubt shall arise as to the interpretation, effect or construction of any rule of the Society or of any condition or regulation of sale or of any purpose, subject or matter; every such matter or doubt shall be determined by the Board, whose decision shall be final.

17.WINDING UP

(1) The Society shall not be wound up except by appropriate resolutions. passed in accordance with section 24 of the Incorporated Society Act 1908.

(2) If there remains any property or assets after payment of all debts, liabilities, and the costs relating to winding-up, that property or assets shall be transferred to an Organisation having similar charitable objectives to those of the Society which is under the control of Conference and whose constitution prohibits the distribution of its property or assets among its members. Such Organisation shall be identified by resolution of the Society at or prior to the time of winding-up, or in the absence of such resolution a decision shall be made by the Board.