

New Zealand General Service Board of Alcoholics Anonymous Incorporated

Board by-laws

(Conference approved October 2021)

Preamble

As Bill W. explains in the introduction to the North American AA Service Manual, the General Service Board was originally the Alcoholic Foundation, with by-laws as broad as the continent. When the corporate name was changed to General Service Board of AA, new by-laws were needed which would reflect more clearly the scope and direction of Alcoholics Anonymous. The new by-laws adopted in 1957 are the work of the late Bernard B. Smith, noted international lawyer, long a non-alcoholic trustee, chairman of the Board from 1951 to 1956. "Bern" Smith composed the by-laws out of his great love and respect for our Fellowship. They contain both the Twelve Steps and the Twelve Traditions. They are good reading for all AA members and friends of AA.

The New Zealand General Service Board has, based on the North American by-laws, rewritten and adapted these to reflect the scale and needs of our New Zealand AA Fellowship and the laws and customs of New Zealand.

The New Zealand General Service Board works under the three pillars of AA: The 12 Steps, Traditions and Concepts. These are the guiding principles for all service in AA and will always be the spiritual basis of all of the Board's actions. See Appendices 1, 2 and 3.

Introduction

The New Zealand General Service Board of Alcoholics Anonymous Incorporated (the Board) has but one purpose, that of serving the Fellowship of Alcoholics Anonymous. It is an agency designated by the Fellowship of Alcoholics Anonymous to maintain services for those who seek, through Alcoholics Anonymous, the means for arresting the disease of alcoholism through the application to their own lives, in whole or in part, of the Twelve Steps which constitute the recovery programme upon which the Fellowship of Alcoholics Anonymous is founded.

The Board is charged with the protection of the Twelve Steps (Appendix 1) in New Zealand on behalf of Alcoholics Anonymous World Services. The Board is seen as the custodian of the Twelve Traditions (Appendix 2) in New Zealand, and is charged with ensuring the Traditions are not altered in any way. The Board is also responsible for protecting AA and Grapevine literature copyrights in New Zealand.

The Board, in all deliberations, and decisions should be guided by the Twelve Traditions, and also the Twelve Concepts for World Service (Appendix 3). The Board is the "working arm" of the General Service Conference, and exists to serve the Fellowship of AA in New Zealand.

The Board shall maintain a set of Rules, or Board Charter, which are registered under the Incorporated Societies Act, 1908. These rules may be amended by the Board, and should be kept current and in line with the Board by-laws, and vice-versa.

Membership

A person serving on the General Service Board of Alcoholics Anonymous is known as a Board member. AA overseas refers to this position as Trustees but this has a different legal meaning in New Zealand.

Prior to being appointed a Board member, each person must complete the application form addressed to the Board Chair. This document states the proposed

member agrees to comply with all terms and provisions of these by-laws, and can legally be a member of an Incorporated Society.

All Board members are reconfirmed at each Annual General Meeting.

Class A Board members are non-alcoholic, and therefore from outside of the AA fellowship. They will have a demonstrated interest in the aims of Alcoholics Anonymous. There are a maximum of two Class A members. Class A Board members serve for four years, and may serve a successive term of one year by mutual agreement.

Class B Board members are alcoholic members of the AA fellowship. Class B members are people who do not drink, and are living so far as they find possible within the concepts of the Twelve Steps of Alcoholics Anonymous. There are a minimum of six and maximum of eight Class B Board members. Class B members serve a term of four years. They may serve an additional one year at the request of the Board. Class B Board members fall into two categories. A minimum of three are 'Conference Experienced'. This means they have served a term on Conference as a Delegate, Chair or Secretary. A minimum of three are 'General Service' members, bringing a skill to the Board such as Finance, Legal, Media and PR, or skills and experience as the Board sees fit.

The Board will have a minimum of six members (no class A, six class B) and a maximum of 10 members (two class A and eight class B).

Election of Board Members

All members are elected or re-elected at an AGM of the New Zealand General Service Board of Alcoholics Anonymous.

Resignation, infirmity or death

Should a sitting Board member become unable to complete their term, the Board may elect a new Board member to fill the vacancy, or they may permit the vacancy to continue until the next AGM.

The newly elected Board member shall be elected for a period of four years. If elected to the Board between the AGM and 31 December, the time for the partial year will count as part of the four-year term. If elected to the Board from January until the next AGM in March, the time (just under a maximum of three months) will not count towards the four-year term starting from the AGM.

Class A and Class B Board members may be required to resign at the request of the New Zealand General Service Conference. Board members are expected to resign should they be called on to do so.

Appointment of Board Members

The Board will advise Conference Delegates in April, and the membership through the website after Area Assemblies, of the need for replacements. The Board will request nominations to the Board from the Fellowship along with any specific skills the Board identifies as desirable. The closing date for nominations will be 31 July unless otherwise specified.

The Board Chair will convene the Board in a Special Appointments Board Meeting and discuss the relative merits of the nominees, provide their nomination forms and will rate them in order of preference. The Board will meet either in person or by video-conference or email. This initial selection process will be completed by 31 August or a date soon after.

The Board Chair will convene the Board Appointments Committee by video-conference by 30 September or soon after, having circulated to this Committee the resumes of all nominees along with the Board preference. This Committee will confirm those nominees to be put forward as Board members to Conference and the

Board at the second Conference of the year. The Committee will comprise the Board Chair, Board Secretary, Board Vice Chair, Conference Chair and the third-year Delegates to Conference from the NAA, CAA and SAA.

The resumes of those persons to be put forward would be circulated to Conference members after consideration by the Board Appointments Committee but prior to Conference. The names of the proposed Board members will be put to Conference at the following conference and if not disproved by Conference at that meeting, would be formally elected to the Board at the next AGM of the Board, which is usually mid-March the following year.

If a majority of the Conference Delegates disprove the election of a proposed Board member, he or she shall not be eligible as a Board member unless there is a 100% vote of Board members at a subsequent Board meeting to elect the member. The Board would need to be able to demonstrate very sound reasoning for electing a disproved nominee. Conference has the right to request resignations of Board members as per by-law under section headed *Resignation, infirmity or death*.

Powers of the Board

The Board has all powers as are vested in a Board of Directors under the laws of New Zealand.

The Board may delegate to committees and officers of the General Service Board such powers as they deem appropriate in the service of the aims of the Board.

All Board members are expected to act at all times in a manner reflecting the Steps, Traditions and Concepts of AA, and in keeping with the New Zealand Conference Charter.

No Board member has any right, title or interest in property or assets of the Board.

A member's right to vote or participate in Board matters ceases on the termination of their membership of the Board.

The Board may set up new corporate bodies to serve the purposes of AA. The Board shall own all the capital stock of any new body. The Board may not establish any new corporate body if the majority of the New Zealand Conference Delegates disapprove of its formation.

The Board will elect at its AGM a Chair, Vice-Chair, Treasurer and Secretary. Should a vacancy occur during the year the position may be filled at any other Board meeting.

The term of a Chair shall not exceed four successive annual terms.

Should a Board member be voted on as Chair during their term, the term they may serve as Chair is four annual terms plus any extensions, from the date of the next AGM. As the position is confirmed each year at the AGM, the length of service can be decided by the Board each year.

Duties of the Board

The Board takes direction from the General Service Conference, in the form of 'Advisory Actions' which are passed to the Board at the conclusion of each conference.

The Board is charged with ensuring that all New Zealand laws pertaining to Alcoholics Anonymous as an Incorporated Society are adhered to, as well as all other laws that apply to a group such as the Fellowship.

The Board is the employer of any paid staff in the General Service Office, or elsewhere should the Board see fit. Therefore, the Board must ensure that all labour

laws, employment laws, and health and safety laws are complied with, including any other applicable laws that are the duty of an employer in New Zealand.

Board meetings

The AGM of the Board shall take place in early to mid-March, (but not later than the third Saturday in March). The AGM is followed immediately by a regular Board meeting.

Regular Board meetings shall take place throughout the year (generally at six weekly intervals) with one meeting immediately prior to the April and October Conferences.

Additional meetings may be held either by video-conference or email communication.

Special meetings may be convened at the request of five members of the Board, or at the request of the Chair.

The Chair may postpone a regular meeting to a date of their choosing, but it must be held at least one month prior to the next scheduled regular meeting.

At the request of a majority of the Board, one or more regular meeting(s) may be eliminated. The format and time of each meeting shall be determined by the Chair.

Fourteen days' notice of the time and format of all meetings shall be given by email, from the Chair or Secretary, or Board Administrator by request of the Chair.

The Chair is responsible for setting the agenda. The Chair or a majority of the Board may modify the agenda as necessary.

Whenever, in the judgement of over half the members present at a meeting, a decision to take any action involves a matter of principle, and in the view of more than half the members present a delay in taking the decision would not adversely affect the Fellowship of AA, the matter should be submitted to a vote of the General Service Conference. If a majority of Conference votes against the taking of such action, the Board would be expected to refrain from taking such action. If the vote is taken by email, two weeks' notice should be given. The vote is counted by the Board Chair and Secretary at the end of the two-week period. The result is then sent by the Secretary or Board Administrator to the Conference and Board members.

A quorum for a Board meeting shall be not less than three quarters of the number of members forming the Board. Each Board member shall have only one vote.

A majority vote of the meeting where there is a quorum, except where by-laws or statute require otherwise, shall constitute a decision of the Board. Resolutions of the Board require a two thirds majority.

If there is not a quorum, the meeting may be adjourned by majority vote of those present. A new time may be set by those present.

The Board has no standing committees. However, the Board may form committees as it sees fit.

No member of the Board shall at any time have any right, title or interest in and to the funds or property of the New Zealand General Service Board.

The incorporated society shall not be wound up except by appropriate resolution passed in accordance with Section 24 of the Incorporated Society Act 1908. If there remains any property or assets after payment of all debts, liabilities and costs related to the winding up, that property or assets shall be transferred to an organisation having similar charitable objectives to those of Alcoholics Anonymous which is under the control of the General Service Conference of AA. The constitution of the society prevents the distribution of its property and assets amongst its members.

Amendment of by-laws

The by-laws of the General Service Board and the Constitution of the Incorporated Society may be amended by the affirmative vote of 75% of all members of the Board.

In keeping with the spirit and principles of Alcoholics Anonymous, the Board is expected to submit any amendment of the Constitution or by-laws to the General Service Conference. If a majority of Conference disapproves of the amendment, the Board shall refrain from making the amendment.

Appendix 1: The Twelve Steps

1. We admitted we were powerless over alcohol - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God, as we understood Him.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to let God remove all these defects of character
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed, and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God, as we understood Him, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to alcoholics, and to practice these principles in all our affairs.

Appendix 2: The Twelve Traditions

1. Our common welfare should come first. Personal recovery depends upon AA unity
2. For our group purpose there is but one ultimate authority - a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants - they do not govern.
3. The only requirement for AA membership is a desire to stop drinking.
4. Each group should be autonomous, except in matters affecting other groups or AA as a whole.
5. Each group has but one primary purpose - to carry its message to the alcoholic who still suffers.
6. An AA group ought never endorse, finance or lend the AA name to any related facility or outside enterprise lest problems of money property and prestige divert us from our primary purpose

7. Every AA group ought to be fully self-supporting, declining outside contributions.
8. AA should remain forever nonprofessional, but our service centers may employ special workers.
9. AA as such ought never be organized: but we may create service boards or committees directly responsible to those they serve
10. AA has no opinion on outside issues; hence the AA name ought never be drawn into public controversy
11. Our public relations policy is based on attraction rather than promotion. We need always maintain personal anonymity at the level of press, radio and films.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

Appendix 3: The Twelve Concepts for World Service

The Twelve Concepts for World Service were written by AA's co-founder Bill W., and were adopted by the General Service Conference of Alcoholics Anonymous in 1962. The Concepts are an interpretation of AA's world service structure as it emerged through AA's early history and experience. The short form of the Concepts reads:

1. Final responsibility and ultimate authority for AA world services should always reside in the collective conscience of our whole Fellowship.
2. The General Service Conference of AA has become, for nearly every practical purpose, the active voice and the effective conscience of our whole society in its world affairs.
3. To ensure effective leadership, we should endow each element of AA—the Conference, the General Service Board and its service corporations, staffs, committees, and executives—with a traditional “Right of Decision.”
4. At all responsible levels, we ought to maintain a traditional “Right of Participation,” allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our structure, a traditional “Right of Appeal” ought to prevail, so that minority opinion will be heard and personal grievances receive careful consideration.
6. The Conference recognizes that the chief initiative and active responsibility in most world service matters should be exercised by the trustee members of the Conference acting as the General Service Board.
7. The Charter and Bylaws of the General Service Board are legal instruments, empowering the Board members to manage and conduct world service affairs. The Conference Charter is not a legal document; it relies upon tradition and the AA purse for final effectiveness.
8. The Board members are the principal planners and administrators of over-all policy and finance. They have custodial oversight of the separately incorporated and constantly active services, exercising this through their ability to elect all the directors of these entities.
9. Good service leadership at all levels is indispensable for our future functioning and safety. Primary world service leadership, once exercised by the founders, must necessarily be assumed by the Board members.
10. Every service responsibility should be matched by an equal service authority, with the scope of such authority well defined.

11. The Board members should always have the best possible committees, corporate service directors, executives, staffs, and consultants. Composition, qualifications, induction procedures, and rights and duties will always be matters of serious concern.
12. The Conference shall observe the spirit of AA tradition, taking care that it never becomes the seat of perilous wealth or power; that sufficient operating funds and reserve be its prudent financial principle; that it place none of its members in a position of unqualified authority over others; that it reach all important decisions by discussion, vote, and whenever possible, substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; that it never perform acts of government; that, like the Society it serves, it will always remain democratic in thought and action.