

The Constitution of the Body Corporate Chairs' Group Incorporated



As agreed at the BCCG AGM on 28 September 2016

1 Title

- 1.1 The name shall be “Body Corporate Chairs’ Group Incorporated”, hereafter known as “BCCG”.

2 Purpose

- 2.1 The purposes of the BCCG are to:
- 2.1.1. provide education, training and resources for body corporate chairpersons to enhance the governance and management of their respective body corporate
 - 2.1.2. share information amongst body corporate chairpersons
 - 2.1.3. seek information from other bodies for the benefit of bodies corporate
 - 2.1.4. provide a communication and networking channel for body corporate chairpersons
 - 2.1.5. initiate submissions or respond to central and local government on matters related to bodies corporate
 - 2.1.6. use the purchasing power of the group for body corporate benefit.

3 Membership of the BCCG

- 3.1 Membership is open primarily to any body corporate in New Zealand and related organisations. In line with the purpose of the group, each member body corporate is encouraged to send its chairperson to each meeting to represent the body corporate.
- 3.2 There will be four categories of membership:
- 3.2.1 Full members – bodies corporate that have paid the required fees. Representatives of full members will be entitled to vote at annual or extraordinary general meetings of the BCCG
 - 3.2.2 Associate members – any other organisation or individual having an interest in body corporate matters, and that have paid the required fees. Associate members will have no vote at annual or extraordinary general meetings of the BCCG other than as allowed for in clause 5.7
 - 3.2.3 Life members – any individual member appointed as such by the National Executive on recommendation of the BCCG members, for outstanding services to the BCCG. A life member will have all the rights and privileges of full members, but will be exempt from the payment of an annual fee
 - 3.2.4 Casual members – bodies corporate that choose to join or remain on the BCCG database without payment of any subscription. Casual members will have no vote at annual or extraordinary general meetings of the BCCG.

- 3.3 A membership entitles one person from that organisation (or a single named individual if an individual associate membership) to attend BCCG meetings without additional charge. If a body corporate or associate member organisation wants to have more than one person able to attend BCCG meetings then an additional membership fee is due or the applicable door fee is to be paid.
- 3.4 In the event that the BCCG draws to the attention of a member organisation that, in the opinion of the National Executive, the behaviour of that representative has been either contrary to the purposes of the BCCG or has been such that it brings the BCCG into disrepute, the body corporate or Associate organisation shall have the right to replace its representative on the BCCG within one month without incurring loss of membership under clause 3.6.
- 3.5 Where the person being complained of in 3.4 is an individual member in their own right, the National Executive may, subject to the provisions of clause 18 (Disputes), suspend or terminate the membership of that individual.
- 3.6 A member of the BCCG ceases to be a financial member if:
- 3.6.1 they resign; or
 - 3.6.2 their subscription is not paid within two months of its due date; or
 - 3.6.3 that member fails to respond to notice under 3.4 and does not provide a replacement representative within one month of notice being given; or
 - 3.6.4 the National Executive, after giving a member the opportunity to respond fairly to any allegations that the behaviour of their representative or of an associate individual member has been either contrary to the purposes of the BCCG or has been such that it brings the BCCG into disrepute, resolves that the member's membership be suspended or terminated.
- 3.7 Subject to the provisions of clause 18 (Disputes), any member so suspended or having their membership terminated has the right of appeal in person or in writing at the next annual or extraordinary general meeting of the BCCG national organisation after the suspension. No refund of subscriptions or other payments will be given to a member whose membership has been suspended or terminated.
- 3.8 A member shall be free to make any submissions or representations to relevant bodies on their own behalf but shall not include the BCCG logo or any reference to the BCCG or information obtained through the BCCG, without the prior written approval of the National Executive.

4 Subscriptions

- 4.1 Each member is to pay to the BCCG the subscription that is agreed at the annual general meeting.
- 4.2 Subscriptions are payable in advance and shall be due and payable on the first day of July each year.

5 The National Executive

- 5.1 The BCCG will establish a National Executive to manage the affairs of the BCCG in line with the clauses below.
- 5.2 The National Executive shall consist of the offices of National President, National Vice-President, immediate Past National President, National Secretary and National Treasurer, the chairperson of each recognised branch of the BCCG plus up to three additional National Executive members elected by members and up to two additional co-opted persons to undertake specific duties. Such co-opted National Executive members can be appointed by the National Executive to any position as required to assist in the operation of the BCCG.
- 5.3 The National Executive shall not exceed a maximum of 10 elected members.
- 5.4 As much as is possible, the composition of the National Executive shall reflect a balance of branch representation.
- 5.5 The National President of the BCCG and each Branch Chair must be a body corporate chairperson at the time of their election.
- 5.6 No member within the National Executive shall hold more than two positions concurrently.
- 5.7 The term of office of all members of the National Executive will be until the next annual general meeting and such members will be eligible for re-election.
- 5.8 The National Executive may appoint any financial member to fill any vacant position on the National Executive.
- 5.9 Elections for the National Executive will be held annually at the annual general meeting of the national body.
- 5.10 Any Associate member elected to the National Executive or to a branch committee will be entitled to full voting privileges.
- 5.11 Co-opted members to the National Executive shall not have voting rights.

6 Duties of the National Executive

- 6.1 The National President will:
 - 6.1.1 preside over all meetings of the National Executive, all BCCG annual and extraordinary general meetings and such other meetings as may occur for all members
 - 6.1.2 be responsible for the smooth operation of the BCCG.
- 6.2 The National Secretary will:
 - 6.2.1 minute all meetings of the National Executive
 - 6.2.2 distribute agenda, minutes and other business items to members of the National Executive as necessary and distribute agenda and associated papers to all financial members for any general meeting of the BCCG
 - 6.2.3 minute all annual or extraordinary general meetings and make these available to any financial member of the BCCG on request
 - 6.2.4 deal with all correspondence, motions and notices as directed by the National Executive
 - 6.2.5 provide brief notes of each meeting of members, suitable for distribution to members.

- 6.3 The National Treasurer will:
- 6.3.1 receive and bank all monies of the BCCG that relate to the operation of the National Executive
 - 6.3.2 pay accounts of the BCCG as agreed by the National Executive
 - 6.3.3 keep a proper record of all financial transactions
 - 6.3.4 maintain an up to date register of members of the BCCG
 - 6.3.5 submit a financial report to each meeting of the National Executive
 - 6.3.6 present a full account of the BCCG's finances at each annual general meeting

7 Responsibilities of the National Executive

- 7.1 The following responsibilities shall be vested in the National Executive:
- 7.1.1 to call regular meetings of the BCCG to ensure the purpose of the group is being achieved
 - 7.1.2 to act responsibly in the annual financial and other operations of the BCCG
 - 7.1.3 the ability to co-opt up to two persons to serve on the National Executive as a committee member
 - 7.1.4 to establish sub-committees and/or make delegations to BCCG members as is necessary to appropriately conduct the business of the BCCG
 - 7.1.5 to promote the BCCG
 - 7.1.6 to liaise appropriately with Inner City Associations, city and regional councils and any other body whose activities affect the interests of the members of the BCCG
 - 7.1.7 to act on behalf of the BCCG in initiating or responding to government agencies and/or other bodies on matters affecting the BCCG's areas of interest.
 - 7.1.8 to maintain a central database of all members of the BCCG
 - 7.1.9 to notify members regarding renewal of subscriptions
 - 7.1.10 approve branch budgets by 30 June each year (such budgets to have been submitted by 31 May)
- 7.2 Individual elements of the responsibilities above or of individual office holders may be re-distributed amongst members of the National Executive as agreed by the National Executive so as to allow for the efficient operation of the BCCG.
- 7.3 The National Executive shall have no power to borrow money on behalf of the BCCG unless agreed at a general meeting.

8 Meetings of the National Executive

- 8.1 The National Executive will meet at least three times during the year at intervals not exceeding four months.
- 8.2 A minimum of seven days notice shall be given for any meeting, together with an agenda of business to be undertaken at the meeting.
- 8.3 A quorum for a National Executive meeting shall be 50% of the current elected members plus one.
- 8.4 Attendance at any such meeting will include attendance through teleconference.

- 8.5 Any member of the National Executive absent from three consecutive meetings without apology will forfeit their office.
- 8.6 Resolutions shall be passed by a majority vote, each member of the National Executive (with the exception of co-opted members) having one vote, with the National President having an additional vote in the event of a tie, providing that any resolution to strike a member from the membership register requires the support of a two thirds majority of the National Executive that have voting rights.

9 Sub-committees of the National Executive

- 9.1 Subcommittees may be established by resolution of the National Executive and carry out the duties contained in such a resolution.
- 9.2 The National Executive shall retain the right to review or revoke any action of each subcommittee.
- 9.3 A majority of the appointed sub-committee shall form a quorum.

10 Annual general meetings

- 10.1 An annual general meeting shall be held each year for the national body of the BCCG and for each branch formed under section 12 (Branches).
- 10.2 The business of each annual general meeting of the national body or individual branches is to:
- 10.2.1 receive, consider, and, if thought fit, to approve the annual report and financial statements
 - 10.2.2 elect officers and members of the National Executive or respective branch
 - 10.2.3 appoint an auditor if so determined by the membership at the annual general meeting
 - 10.2.4 transact any other business of which due notice has been given
 - 10.2.5 consider and recommend to the full membership any other matter that may properly be brought before an annual general meeting.
- 10.3 Where a member wishes to raise an item of business at the annual general meeting, notice of such business, together with a desired resolution, is to be forwarded to the National Secretary/branch chair (as appropriate) no later than four weeks prior to the annual general meeting.
- 10.4 Notice of any annual general meeting of the BCCG or branch together with an agenda, voting forms, a copy of the Annual Report and the Financial Statements and details of any other business that is to be conducted will be sent to each current financial member of the BCCG or branch at least two weeks before the date of the meeting.
- 10.5 A quorum for any annual general meeting shall be 25% of the financial membership.
- 10.6 Each financial member present in person or by written proxy, including a printed e-mailed proxy, shall be entitled to one vote with the National President (or branch chair as relevant) having an additional casting vote in the event of a tie.
- 10.7 All proxy forms shall be tabled at the start of the meeting and be detailed in the minutes for that meeting.

11 Extraordinary general meetings

- 11.1 The National Executive may convene an extraordinary general meeting of the BCCG at any time to discuss matters appropriate to such a meeting.
- 11.2 The National Executive must convene an extraordinary general meeting of the BCCG if not less than 20% of financial members of the BCCG write requesting such a meeting and setting out the business to be considered.
- 11.3 A branch committee may convene an extraordinary general meeting of the branch at any time to discuss matters appropriate to such a meeting.
- 11.4 A branch committee must convene an extraordinary general meeting of the branch if not less than 20% of financial members of the branch write requesting such a meeting and setting out the business to be considered.
- 11.5 Upon receiving a requisition for an extraordinary general meeting the National Executive or branch committee as appropriate shall forthwith call such a meeting. If this meeting is not convened within six weeks from the date of the requisition, those calling for it may convene the meeting.
- 11.6 Written notice of any general meeting of the BCCG or branch shall be sent to each member of the BCCG or branch at least two weeks before the meeting and shall state the time and place for the meeting and the business for which it is being called.
- 11.7 The rules pertaining to annual general meetings shall apply, except that the business of the meeting shall be limited to the agenda issued with the notice of the meeting.

12 Branches

- 12.1 Branches may be set up from time to time in regional centres as agreed by the National Executive.
- 12.2 At all times these branches will adhere to the overall purposes of the BCCG and any decisions made by the National Executive and shall do nothing to bring the BCCG into disrepute.
- 12.3 Branches will manage their affairs within financial and other parameters as agreed by the National Executive.
- 12.4 These branches will
 - 12.4.1 create a local organising committee to undertake the work of the branch
 - 12.4.2 elect a local chairperson and any other such officer as may be necessary for the smooth operation of the branch
 - 12.4.3 organise meetings to suit local members and in line with any National Executive decisions as determined by the National Executive
 - 12.4.4 submit to the National Executive by 31 May each year a budget for branch revenue and expenditure for the forthcoming financial year
 - 12.4.5 advise details of all subscriptions, door fees and other revenue received by the branch as agreed with the National Executive, and remit monthly to the National Executive the agreed National Executive share of such revenues
 - 12.4.6 notify the National Executive at least three monthly or on request, of any prospective and new members so that they can be placed on the membership database
 - 12.4.7 to liaise appropriately with Inner City Associations, city and regional councils and any other body whose activities affect the interests of the members of the BCCG

- 12.4.8 promote the activities of the BCCG locally
 - 12.4.9 submit resolutions and recommendations to the National Executive for consideration at any general meeting
 - 12.4.10 hold an annual general meeting and report to their members on financial and other matters.
- 12.5 Subject to National Executive approval, branches may seek financial support from other organisations.

13 Notices

- 13.1 Notices must be provided to all members by email.

14 BCCG finances

- 14.1 The financial year of the BCCG will end on 30 June annually.
- 14.2 The annual membership fee(s) will be agreed at the annual general meeting of the national body.
- 14.3 Special and / or enrolment fees may be set by the National Executive from time to time to cover initial enrolment costs or other items. This will include the ability to charge attendees an entry fee to any meeting of the BCCG.
- 14.4 The National Executive may seek financial support from other organisations as it deems appropriate.
- 14.5 The National Executive and any branches will set up bank accounts to manage their financial affairs. Each account shall have at least two signatories applied to each payment from that account.
- 14.6 Any branch accounts shall be visible to the National Executive.
- 14.7 Audited financial statements will be submitted to each annual general meeting where this is agreed at the previous annual general meeting.
- 14.8 The assets of the BCCG, whether income and/or property, shall not be given or transferred in any way to any member(s) of the BCCG except through payment in good faith as a remuneration to any member of the BCCG for services rendered, or for goods supplied in the ordinary way of business or for any reasonable out of pocket expenses properly incurred by members of the BCCG acting under the authority of the National Executive.
- 14.9 The National Executive or any branch is to invest any BCCG funds in any New Zealand registered bank or may invest funds in any other organisation if approved by a general meeting.

15 Personal benefit

- 15.1 No member of the BCCG or any person associated with a member shall participate in or materially influence any decision made by the BCCG in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever.
- 15.2 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

16 Winding up

- 16.1 The BCCG shall not be wound up or dissolved except by the consent of two thirds of the voting membership voting in an annual or extraordinary general meeting. At least two calendar months notice of such a vote of dissolution must be given.
- 16.2 Where two consecutive general meetings called to vote on dissolution of the BCCG fail to achieve a quorum, the decision on dissolution will be made by the National Executive in a meeting called for that purpose.
- 16.3 Any and all assets of the BCCG remaining after full settlement of all just debts and liabilities incurred by the BCCG, shall be disposed of by transfer to the funds of some other organisation or institution having similar aims to the BCCG and which has in its constitution a clause or paragraph prohibiting the gift or transfer of its assets to any of its members.

17 Constitution

- 17.1 The voting members of the BCCG have the power to alter this Constitution (with the exception of clauses 15 Personal benefit and 16 Winding up) at the annual general meeting or an extraordinary general meeting.
- 17.2 At least four weeks prior notice of such a change must be given, and the nature of the proposed alteration must be specified in the notice.
- 17.3 Such an alteration to the Constitution must be approved by at least two thirds of the financial membership voting in an annual or extraordinary general meeting.
- 17.4 Where members present at an annual or extraordinary general meeting request an alternative change to the Constitution to that specified in the notice of meeting, that proposed change may be voted on at the meeting and, if passed, will be required to be ratified by a subsequent meeting notifying such change to all voting members. The results of the subsequent vote will determine any change to the Constitution.

18. Disputes

- 18.1 If a member, branch or National Executive (the parties) considers that they have a dispute with one of the other parties to this Constitution, then the parties shall first endeavour to resolve any dispute or difference by agreement.
- 18.2 If the parties are not able to resolve the matter by reasonable discussion, then the aggrieved party shall give written notice to the other party setting out the details of the dispute or difference, indicating that they wish to take the matter to mediation.
- 18.3 Should the parties not be able to agree the selection of a mediator and or terms and or fees within 10 working days from the date one party delivers written notice to the other party that they wish the dispute or difference be resolved by mediation, then either party may request the appointment of the mediator and its standard terms including fees by the Chair for the time being of LEADR New Zealand Incorporated, who will determine such matters.
- 18.4 Should a party fail to attend the mediation joint meeting then that party shall be responsible for all the costs of the mediation.
- 18.5 If the parties are unable to resolve the matter by mediation, an arbitrator shall be appointed, upon request of any party, by the president or vice president of the New Zealand Law Society. That appointment shall be binding on all parties to the arbitration and shall be not be subject to appeal. The provisions of Article 11 of the First Schedule of the Arbitration Act 1996 are to be read subject to this and varied accordingly.

18.6 The parties shall be jointly and severally liable for all costs incurred in the arbitration process, provided that the arbitrator may allocate, as between the parties, the responsibility for payment of those costs.

18.7 Any determination of the arbitrator shall, in the absence of manifest error or fraud, be binding on the parties.

19 Common Seal or other official insignia

19.1 Should relevant legislation or related regulations require the use of a Common Seal or other formal insignia, the BCCG will comply with such requirements.

This Constitution was approved at the annual general meeting of the Body Corporate Chairs' Group held in Wellington on 28 September 2016.

..... National President

..... National Executive member

..... *Date*