**RULES**

**of the**

**New Zealand SAP User Group (NZSUG) Incorporated**

Version 4.0 - 22 November 2019

**THE SOCIETY**

# 1.0 Name

 1.1 The name of the society is New Zealand SAP User Group (NZSUG) Incorporated (“the

Society”).

 1.2 The Society is constituted by resolution dated 18 April 2012

# 2.0 Registered Office

2.1 The Registered Office of the Society is Level 15, 151 Queen Street, Auckland 1010, New Zealand.

# 3.0 Purposes of Society

 3.1 The purposes of the Society are to:

1. Provide a framework for individuals and organisations to collaborate and enhance their networking relationships within the New Zealand SAP community
2. Promote relationships between SAP, implementation partners and end customers
3. Provide access to SAP experts and their knowledge in a collaborative forum
4. Promote relationships with other global SAP User Groups
5. Do anything necessary or helpful to the above purposes.

 3.2 Pecuniary gain is not a purpose of the Society.

**MANAGEMENT OF THE SOCIETY**

# 4.0 Managing Committee

4.1 The Society shall have a managing committee (“the Executive”), comprising the following persons:

1. The Chair
2. The Secretary
3. The Treasurer and
4. Such other Members as the Society shall decide

 4.2 Only Members of the Society may be Executive Members.

# 5.0 Appointment of Executive Members

 5.1 At a Society Meeting, the Members may decide by majority vote:

1. How large the Executive will be;
2. Whether any Executive member may hold more than one position as an officer;
3. How long each person will be an Executive Member (“the Term”)

5.2 The Executive once elected will determine who will be the Chair, Secretary, Treasurer and any other Executive Officer position.

# 6.0 Cessation of Executive Committee Membership

 6.1 Persons cease to be Executive Members when:

1. They resign by giving written notice to the Executive
2. They are removed by majority vote of the Society at a Society Meeting
3. Their Term expires.

6.2 If a person ceases to be an Executive Member, that person must within one month give to the Executive all Society documents and property.

# 7.0 Nomination of Executive Committee Members

 7.1 Nominations for members of the Executive shall be called for at least 28 days before an

Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall be closed at 5pm on the fifth working day before the Annual General Meeting. [See also rule 21.4 (b)]. All retiring members of the Executive shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Executive may appoint another Executive Member to fill that vacancy.

7.3 If the position of any Executive Member becomes vacant between Annual General Meetings, the Executive may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Executive Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person’s position to be vacant.

# 8.0 Role of the Executive

 8.1 Subject to the rules of the Society (“The Rules”), the role of the Executive is to:

1. Administer, manage, and control the Society;
2. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
3. Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
4. Set accounting policies in line with generally accepted accounting practice
5. Delegate responsibility and co-opt members where necessary
6. Ensure that all Members follow the Rules;
7. Decide how a person becomes a Member, and how a person stops being a

Member;

1. Decide the times and dates for Meetings, and set the agenda for Meetings;
2. Decide the procedures for dealing with complaints;
3. Set Membership fees, including subscriptions and levies;
4. Make regulations.
	1. The Executive has all of the powers of the Society, unless the Executive’s power is limited by these Rules, or by a majority decision of the Society.
	2. All decisions of the Executive shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote
	3. Decisions of the Executive bind the Society, unless the Executive‘s power is limited by these Rules or by a majority decision of the Society.

# 9.0 Roles of Executive Members

 9.1 The Chairperson is responsible for:

1. Ensuring that the Rules are followed;
2. Convening Meetings and establishing whether or not a quorum (half of the

Executive) is present;

1. Chairing Meetings, deciding who may speak and when;
2. Overseeing the operation of the Society;
3. Providing a report on the operations of the Society at each Annual General Meeting

 9.2 The Secretary is responsible for:

1. Recording the minutes of Meetings;
2. Keeping the Register of Members;
3. Holding the Society's records, documents, and books except those required for the Treasurer’s function;
4. Receiving and replying to correspondence as required by the Executive;
5. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
6. Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

1. Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained;
2. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies’ accounting policies (see 8.1.d).
3. Providing a financial report at each Annual General Meeting;
4. Providing financial information to the Executive as the Executive determines.

# 10.0 Executive meetings

10.1 Executive meetings may be held via video or telephone conference, or other formats as the Executive may decide;

10.2 No Executive Meeting may be held unless more than half of the Executive Members attend;

10.3 The Chairperson shall chair Executive Meetings, or if the Chairperson is absent, the Executive shall elect an Executive Member to chair that meeting;

 10.4 Decisions of the Executive shall be by majority vote;

 10.5 The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote;

10.6 Only Executive Members present at an Executive Meeting may vote at that Executive Meeting.

 10.7 Subject to these Rules, the Executive may regulate its own practices;

 10.8 The Chairperson or their nominee shall adjourn the meeting if necessary

 10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**SOCIETY MEMBERSHIP**

# 11.0 TYPES OF MEMBERS

 11.1 Membership may comprise different classes of membership as decided by the Society.

 11.2 Members have the rights and responsibilities set out in these Rules and as may be stipulated in the Bylaws.

# 12.0 ADMISSION OF MEMBERS

 12.1 To become a Member, a person (“the Applicant”) must:

1. Complete an application form as found on the Society website www.nzsug.co.nz; and
2. Supply any other information the Executive requires.
	1. The Executive may interview the Applicant when it considers Membership applications.
	2. The Executive shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Executive shall advise the Applicant of its decision, and that decision shall be final.

# 13.0 The Register of Members

13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

 13.3 Each Member shall provide such other details as the Executive requires.

 13.4 Members shall have reasonable access to the Register of Members, as appropriate to the Bylaws and Rules of Membership.

# 14.0 Cessation of Membership

 14.1 Any Member may resign by giving written notice to the Secretary.

 14.2 Membership terminated in the following way:

1. If, for any reason whatsoever, the Executive is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive may give written notice of this to the Member (“the Executive’s Notice”). The Executive’s Notice must:
	1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
	2. State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive giving reasons why the Executive should not terminate the Member’s Membership.
	3. State that if, within 14 days of the Member receiving the Executives Notice, the Executive is not satisfied, the Executive may in its absolute discretion immediately terminate the Member’s Membership.
	4. State that if the Executive terminates the Member’s Membership, the Member may appeal to the Society.
2. 14 days after the Member received the Executive’s Notice, the Executive may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
3. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
4. When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
5. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

# 15.0 Obligations of Members

15.1 All Members (and Executive Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

**MONEY AND OTHER ASSETS OF THE SOCIETY**

# 16.0 Use of Money and Other Assets

 16.1 The Society may only Use Money and Other Assets if:

1. It is for a purpose of the Society;
2. It is not for the sole personal or individual benefit of any Member; and
3. That Use has been approved by either the Executive or by majority vote of the Society.

16.2 No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:

1. Professional services to the Society rendered in the course of business and charged at no greater rate than current market rates; or
2. Interest on money lent as no greater than current market rates: AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee.

# 17.0 Joining Fees, Subscriptions and Levies

 17.1 A joining fee, subscription or levy may be set by the Executive. If any Member does not

pay a Subscription or levy by the date set by the Executive or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

# 18.0 Additional Powers

 18.1 The Society may:

1. Employ people for the purposes of the Society;
2. Exercise any power a trustee might exercise;
3. Invest in any investment that a trustee might invest in;
4. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

# 19.0 Financial Year

19.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

# 20.0 Assurance on the Financial Statements

20.3 The Society shall appoint an accountant to review the annual financial statements of the Society (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitable qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Executive shall appoint another Reviewer as a replacement.

The Executive is responsible to provide the Reviewer with:

1. Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
2. Additional information that the reviewer may request from the Executive for the purpose of the review; and
3. Reasonable access to persons within the Society from who the reviewer determines it necessary to obtain evidence.

**CONDUCT OF MEETINGS**

# 21.0 Society Meetings

 21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

 21.2 The Annual General Meeting shall be held once every year no later than nine months after the Society’s balance date. The Executive shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Executive. The Executive must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

 21.4 The Secretary shall:

1. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
2. Additionally, the Secretary will provide, as appropriate:
	* 1. A copy of the Chairperson’s Report on the Society’s operations and of the Annual Financial Statements as approved by the Executive,
		2. A list of Nominees for the Executive, and information about those

Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

* + 1. Notice of any motions and the Executive‘s recommendations about those motions.
		2. If the Secretary has sent a 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.
	1. All Members may attend and vote at Society Meetings
	2. The quorum for a Society Meeting must have a minimum of 5 non-executive members and more than 50% of the current Executive members
	3. All Society Meetings shall be Chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Executive Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.
	4. On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:
1. Voices;
2. Show of hands; or
3. Secret ballot.

However, 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, the Chairperson will have a casting, that is, second vote.

 21.9 The business of an Annual General Meeting shall be:

1. Receiving any minutes of the previous Society’s Meeting(s);
2. The Chairperson’s report on the business of the Society;
3. The Treasurer’s report on the finances of the Society, and the Annual Financial

Statements;

1. Election of Executive Members;
2. Motions to be considered;
3. General business.
	1. The Chairperson or their nominee shall adjourn the meeting if necessary.
	2. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

# 22.0 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society 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”). The Executive may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 10% of eligible Members:

1. It must be voted on at the Society Meeting chosen by the Member; and
2. The Secretary must give the Member’s Information to all Members at least 14 days before the Society Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Executive may also decide to put forward motions for the Society to vote on (“Executive Motions”) which shall be suitably notified.

**COMMON SEAL**

# 23.0 Common seal

23.1 The Executive shall provide a common seal for the Society and may from time to time replace it with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Executive.

**ALTERING THE RULES**

# 24.0 Altering the Rules

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 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 Executive has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24.5 No addition to alteration or rescission of the rules shall be approved if it affects the aims/objects, payments to members, pecuniary profit clause or the winding up clause.

**BYLAWS**

# 25.0 Bylaws to govern the Society

25.1 The Executive may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

**WINDING UP**

# 26.0 Winding up

 26.1 If the Society is wound up:

1. The Society’s debts, costs and liabilities shall be paid;
2. Surplus Money and Other Assets of the Society may be disposed of:
	1. By resolution; or
	2. According to the provisions in the Incorporated Societies Act 1908; but
3. No distribution may be made to any Member;
4. The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act]
	1. SAP New Zealand for the purpose of facilitating collaboration and networking in the New Zealand SAP community but not for the purpose of marketing or selling SAP’s products or services.

# DEFINITIONS

**27.0 Definitions and Miscellaneous matters**  27.1 In these Rules:

1. “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.
2. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
3. “Society Meeting” means any Annual General Meeting, or any Special General Meeting, but not an Executive Meeting.
4. “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.
5. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
6. It is assumed that
	1. Where a masculine is used, the feminine is included
	2. Where the singular is used, plural forms of the noun are also inferred
	3. Headings are a matter of reference and not part of the rules
7. Matters not covered in these rules shall be decided upon by the Executive.