



RULES

Contact Centre Network New Zealand Incorporated (CCNNZ)

The Society

1.0 Name

1.1 The name of the society is the Customer Contact Network New Zealand Incorporated (in these **Rules** referred to as the '**Society**').

The Society is constituted by resolution dated **03 March 2020**

2.0 Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chair/President**' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Committee**' means the **Society's** governing body.

'**Committee Member**' means a member of the **Committee**, including the **Chair/President**, **Secretary** and **Treasurer**.

'**Deputy Chair/Vice President**' means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**.

'**Matter**' means (a) the **Society's** performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

‘Notice’ to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

‘Register of Interests’ means the register of interests of **Committee Members** kept under these **Rules**.

‘Register of Members’ means the register of **Members** kept under these **Rules**.

‘Rules’ means the rules in this document.

‘Secretary’ means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

3.0 Purposes of Society

The primary purposes of the Society are to:

- Promote excellence in every customer contact
- To be a professional network that inspires, engages and connects customer contact professionals

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or
- returning all or part of the surplus generated by the **Society’s** operations to **Members**, in money or in kind, or
- conferring any kind of ownership in the **Society’s** assets on **Members**

but the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- engages in trade,
- for matters that are incidental to the purposes of the **Society**, pays a **Member** of the **Society** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society’s** purposes,

- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

Any payments made to a Member or Associated Person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

4.0 Tikanga / Culture

The tikanga or culture of the **Society** is as follows:

- Ngakau pono - Integrity - doing what is right
- Mana – Respect - respecting and honouring diversity
- Ngakau whiwhitia - Passion - energising, engaging and inspiring others
- Ngakau pai - Positive Leadership - walking the talk

and these **Rules** shall be interpreted having regard to that tikanga or culture.

5.0 Act and Regulations

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation.

6.0 Registered office

The Registered Office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

7.0 Powers

The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (e) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

8.0 Other powers

In addition to its statutory powers, the **Society**:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

9.0 Members

9.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

9.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Member:** A **Member** is an individual or body corporate admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.
- **Honorary Member:** An Honorary **Member** is a person honoured for services to the **Society** or in an associated field elected as an Honorary **Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An Honorary **Member** has no membership rights, privileges or duties.

9.3 Admission of Members

To become a member, a person ("the Applicant") must:

- (a) Complete an application form; and
- (b) Supply any other information the Committee requires; and
- (c) Agree to abide by the Constitution and Rules of the Society
- (d) Pay the required fee

9.4 The Committee may interview the Applicant when it considers Membership applications.

9.5 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become an Ordinary member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

9.6 If a member does not pay their subscription of levy by the date set by the Committee that member shall have a further seven days to pay the subscription or levy. After that seven day period the member shall (without being released from the obligation of payment) have no membership rights, which shall include member access to the CCNNZ website. Participation at Society events shall be at non-member rates,

9.7 A member must have paid their subscription in full within 90 days of the invoice date to be eligible to vote at the following AGM.

10.0 Obligations and rights

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

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

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

11.0 Ceasing to be a member

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

11.2 A Member may have his or her Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership;

(iv) State that if the Committee terminates the Member's Membership, the Member may not appear to the Society.

(b) 14 days after the Member receives the Committee's Notice, the Committee 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.

(c) If the Member gives Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. 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 this or the right to be heard until the following Society Meeting.

(d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

(e) 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.

12.0 Obligations on resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).

13.0 Re-admission of former Members

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

14.0 The Register of Members

14.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses and telephone numbers of all members, and the dates at which they became Members.

14.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Administrator - info@ccnznz.org.nz

14.3 Each Member shall provide such other details as the Committee requires.

14.4 With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

15.0 Register of interests

The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Committee Members**.

MANAGEMENT OF THE SOCIETY

16.0 Managing Committee

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

- a) The National Chairperson;
- b) Regional Chairperson(s)
- c) Vice Chairperson (usually immediate past chairperson. If this person is unavailable this position to be appointed by the Committee)
- d) The Secretary
- e) The Treasurer
- e) other Members as the Society shall decide

16.2 Only Members of the Society may be Committee Members.

16.3 There shall be a minimum of three Committee Members.

17.0 Appointment of Committee Members

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

- (a) How large the Committee will be;
- (b) Who shall have the title of Chairperson, Secretary and Treasurer;
- (c) The working Executive of the Committee shall comprise the Chairperson, Secretary, Treasurer and Vice-Chairperson.
- (d) Whether any Committee Member may have more than one title;
- (e) The term of the Committee shall be 12 months (from AGM-AGM)
- (f) Retiring Committee members shall be eligible for re-election.
- (h) Any person nominated for a Committee position shall have held a senior role within the Customer Contact industry and be professionally able to support the goals and objectives of CCNNZ

18.0 Cessation of Committee Membership

18.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

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

19.0 Nomination of Committee Members

19.1 Nominations for members of the Committee shall be called for at least 28 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fourteenth day before the Annual General Meeting.

19.2 If the position of any Committee Member becomes vacant between Society Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next

Society Meeting.

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

19.4 Committee and Advisory Members are required to attend a minimum of 3 events per year for Auckland based members and 2 events for regional members.

20.0 Role of the Committee

20.1 Subject to the rules of the Society ("the Rules"), the role of the Committee is to: administer, manage and control the Society;

Carry on the purposes of the Society, and use Money or Other Assets to do that;

- Manage the Society's bank accounts'
- Ensure that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints
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20.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

20.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

21.0 Roles of Committee Members

21.1 The Chairperson's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each Annual General Meeting;

21.2 The Secretary/Treasurer's role is to ensure that:

- (a) Minutes of Meetings are recorded;
- (b) Register of Members is kept;
- (c) Hold the Society's records, documents and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Society, if the Society has a common seal.
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules;
- (e) Forward the annual financial statement for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.
- (f) Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer received them;
- (g) Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
- (h) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, or more often if either the Committee or a majority of the Society decides this in a Meeting;

21.3 The Society has a paid administrator. The Secretary/Treasurer may delegate such tasks as the office holder sees fit, but is responsible for the oversight of these tasks.

22.0 Function and Membership of the Advisory Group

22.1 Function/purpose of Advisory

The Advisory group shall be made up of professional persons whose skills and experience can add value in guiding the Committee across the broad spectrum of its business activities including presenting current market trends and data

22.2 Members of the Advisory shall be invited to attend all Committee meetings, but may not vote at Committee meetings.

22.3 Members of the Advisory may lead or be members working groups associated with CCnNZ

22.4 A person or Organisation must be a current member of CCnNZ in order to serve on the Advisory Committee

Money and Other Assets of the Society

23.0 Use of Money and Other Assets

23.1 The Society may only use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society.

24.0 Additional Powers

24.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (e) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

25.0 Financial Year

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

26.0 Financial Transactions

26.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.

26.2 All financial transactions must be authorised by the Chairperson, and counterauthorised by one other authorised Committee Member.

27.0 Appointing an Auditor

The Committee may by majority vote appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society.

Conduct of Meetings

28.0 Society Meetings

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

28.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Society shall meet within those dates.

28.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.

28.4 The Secretary shall give all Members at least 14 days written notice of:

(a) The date and physical location of the meeting; or advise the members that the business will be conducted by Electronic means.

(b) The business to be conducted at any Society Meeting;

(c) A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;

(d) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information not exceeding one side of an A4 sheet of paper per Nominee).

(e) Notice of any motions and the Committee’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.

(g) Submission forms and voting papers relevant to the matters at hand

(h) Submissions shall be received by the Secretary no later than 7 days prior to the meeting and collated and circulated by email to all members

(f) A member shall be deemed to have attended the meeting provided that their voting forms are received by the Secretary no later than 24 hours prior to the meeting

28.5 All Members may attend and vote at Society Meetings. Electronic and paper votes will be accepted up to 24 hours prior to the Meeting as per rule 23.4(f)

28.6 No Society Meeting may be held unless at least 10% Members attend. A member will be deemed to have attended if submission and/or voting forms are received by the Secretary up to 24 hours prior to the meeting.

28.7 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair the Society Meeting. If the Deputy Chairperson is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

28.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

(a) Voices;

(b) Show of hands, or

(c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands as begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote. Electronic and mailed votes received no later than 24 hours prior to the meeting shall be taken into account.

28.9 A motion or nomination is successful if it receives more than 50% of the votes cast.

28.10 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business. General business items shall be notified to the Secretary by way of remit no later than 28 days prior to the AGM. All remits and supporting discussion documents shall be collated and sent to the membership via email with accompanying submission and voting forms.
- (g) Approval of the Strategic direction of the Society for the coming year. A strategic statement shall be circulated to the membership no later than 28 days prior to the meeting with accompanying submission and voting forms
- (h) to set the subscription for the Society for the coming year
- (i) notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

29.0 Motions at Society Meetings

29.1 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 Committee may in its absolute discretion decide whether or not the Society will note on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member with accompanying submission and voting forms;

29.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions"). These must be circulated to the membership with accompanying submission and voting forms 28 days prior to the meeting.

30.0 Committee Meetings

30.1 No Committee Meeting may be held unless more than half of the Committee Members attend. Attendance may be by telephone conference.

30.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent a member of the executive may chair the meeting.

30.3 Decisions of the Committee shall be by majority vote.

30.4 The Chairperson or person acting as Chairperson has a casting vote.

30.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

30.6 Subject to these Rules, the Committee may regulate its own practices.

Signing of documents

31.0 Signing of documents

31.1 *The Society shall have a common seal.* A document shall be executed on behalf of the Society if:

(a) *The common seal is attached to the document; and*
and

(b) The document is witnessed by any one of the Chairperson, Secretary or Treasurer and countersigned by one other member of the Committee.

32.0 Altering the Rules

32.1 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.

A member is deemed to have attended a meeting if they have furnished an electronic or paper vote at least 24 hours prior to the Meeting on the required form.

32.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 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 reason for the proposal. This motion must be circulated to all members via email with accompanying submission and voting forms. Written submissions received are to be circulated to the membership 14 days before the meeting.

32.3 At least 28 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 reason for the proposal, and any recommendations the Committee has.

32.4 When a Rule change is approved by a General Meeting the Secretary shall update the Society's rules and file them 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.

33.0 Winding Up

33.1 If the Society is wound up:

The Society's debt's costs and liabilities shall be paid;

Surplus Money and Other Assets of the Society may be disposed of:

(i) By resolution; or

(ii) According to the provisions in the Incorporated Societies Act 1908; but

No distribution may be made to any Member;

The surplus Money and Other Assets shall be distributed to the Contact Centre Institute of New Zealand Trust under the Perpetual Guardian Foundation (CC51167)

34. Contact person

The **Society's** Contact Officer must be:

- At least 18 years of age, and
- A Committee Member, and

- At all times be resident in New Zealand, and
- Not disqualified under the Statute from holding that office

and shall be the [President](#);

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.