Rules of PACE Incorporated

30 October 2018

Rules of PACE Incorporated

Article 1 – Name and Location

Section 1 Name

The name of this organisation shall be PACE Incorporated, a not-for-profit organisation incorporated in Wellington, New Zealand.

Section 2 Location

The office of the organisation shall be located in Wellington and/or in such other locality as determined by the Management Team.

Article 2 – Purpose

Section 1 Our purpose is:

To Lead, Advocate and Support professional assistants to Chief Executives, by:

- building relationships through connecting
- raising the profile of our profession
- evolving with change
- leading, supporting and inspiring others
- knowledge sharing through educating and mentoring
- continually improving.

Section 2 The organisation is not carried on for the purpose of profit or gain to any member.

Article 3 – Membership

Section 1 Qualification

Full Membership in this association shall be composed of Professional Assistants to Chief Executive Officers or whoever holds the ultimate authority for the day to day operation of the organisation in New Zealand and/or reports to the Board of Directors. All membership applications are to be approved by the Management Team. The Management Team reserves the right to accept/decline any application, so long as this power is not unreasonably applied and due diligence is completed.

Associate Membership shall be conferred under the following circumstances:

- As a current "corporate" financial member of PACE their employment circumstances change thereby removing their Full membership eligibility.
- As a current "personal" financial member of PACE whereby at the end of the financial year their employment circumstances do not entitle them to Full membership eligibility.
- The applicant must have held PACE membership immediately prior to assuming an Associate Membership, i.e. there must be no break in PACE membership. They transfer from Full member at either the time of their employment circumstances changing or, should they hold a personal membership, from the beginning of the new financial year.

An Associate membership cannot apply if a break in Full membership occurs. However, the Management Team reserves the right to assess those applicants finding themselves in this position on a case by case basis. All members who find they are faced with circumstances that will place them in this position are requested to contact the Management Team in writing. This can be sent by email.

Section 2 Life Membership

Any person who has given outstanding service to PACE or its purposes can be eligible for Life Membership of PACE. The nomination of any person proposed for Life Membership to be submitted to the Chairperson in writing, signed by any four members of the Management Team and that nomination shall be brought before a General Meeting of PACE.

Any Life Member shall, after their election, be entitled to all the rights and privileges of membership, but shall not be liable for annual or other subscriptions or levy in respect of their membership. A Life Member may attend any meetings of the Management Team or General Meetings and shall be entitled to address any such meetings, but shall not by virtue of such Life Membership be entitled to vote at any such meetings.

Section 3 Duration of Membership

Membership shall be for the period for which fees are paid.

If fees are paid by the organisation and the member leaves the position the person taking over the position is entitled to the PACE membership for the duration of the membership, as long as that position still meets the criteria under Article 3, Section1 - Qualification. If there is no successor to the position the member is entitled to remain a member until the end of the financial year.

If fees are paid personally and the member leaves the position they are entitled to remain a member until the end of the financial year. They are then subject to eligibility criteria as detailed in Article 3, Section 1.

Section 4 Resignation/Removal

Any member may resign by filing a written resignation with the Management Team. All rights, privileges, and interests of a member in or to PACE Incorporated shall cease on termination of membership. Under reasonable circumstances any member may be removed from membership by the Management Team by a two-thirds vote. For any reason other than non-payment of fees, removal shall occur only after the member in question has been given at least 30 days' notice of the proposed termination and reasons for it. That member will have at least 15 days to respond in writing to the Management Team who shall then make a final determination.

Article 4 – Fees

Section 1 Establishment of Fees

Fees shall be established by the Management Team and confirmed by a simple majority vote at an Annual General Meeting or Special General Meeting or by ballot of those eligible to vote at an Annual or Special General meeting. This may occur by email. Other charges shall be established by the Management Team. Members joining between 1 April and 31 August will be charged a fee equivalent to half the annual fee.

Section 2 Cancellation

Members who fail to pay their fees within two months after they are due shall be notified their membership will be cancelled and they forfeit all rights and privileges of membership.

Section 3 Refunds

No fees shall be refunded to any member whose membership terminates for any reason.

Article 5 – Organisational Structure

Section 1 Organisation

The Management Team may establish organisational units such as chapters, districts, affiliates, sections, or other divisions to serve the interests of PACE Incorporated.

Article 6 – General Meetings and Voting

Section 1 Annual General Meeting
The Annual General Meeting shall be held after 31 August and not later than 31 October in each year.

Section 2 Purpose of the Annual General Meeting

i. For the Management Team to provide an annual report, balance sheet, and **compiled annual accounts** for the preceding year
ii. To elect the Management Team
iii. To consider life membership applications
iv. To consider and vote on Rule changes
v. To consider any members' resolutions, brought in accordance with Section 3 of these Rules
vi. To deal with any other items included in the Notice of AGM as items of business.

In the absence of the Chairperson, a member of the Management Team will convene the meeting.

Section 3 Any member intending to move a resolution bearing upon the management of PACE Incorporated during the past financial year ended 31 August in any year or regarding any matter, other than matters relating to the Annual Report or Balance Sheet, must give notice in writing to the Chairperson at least 20 days before the Annual General Meeting. Any such notice of motion shall be forwarded to each member with the notice of the Annual General Meeting.

Section 4 Special General Meetings
The Management Team may call special general meetings. Twenty-five (25) percent or more of regular members may call a special general meeting by written request to the Management Team. The Management Team must hold the special general meeting not less than 35 days or more than 60 days after receipt of the request.

Section 5 Notice of Meetings
Each member shall be sent a minimum of 30 days' notice of Annual and Special General Meetings. The notice shall include the time, location and purpose of the meeting, and for the Annual General Meeting, a call for nominees to the Management Team. For Special General Meetings called by 25% or more of the regular members, notice of the meeting must be given within 20 days after receipt of the request. These notices may be sent by email.

Section 6 Voting
Those eligible to vote at Annual or Special General Meetings shall be financial members of PACE Incorporated as at the date of the meeting.

Section 7 Quorum
At any Annual or Special General meeting a quorum shall consist of at least 10% of financial members as at the date of the meeting, not including the Management Team

Section 8 Proxies
PACE members may assign their vote at any Annual General Meeting by written proxy. Proxies shall be presented in writing to the Management Team at least 1 day in advance of a meeting.

Section 9 Postponement
The Management Team, by a two-thirds vote, may postpone any Annual or Special General Meeting, except those called by 25% or more of the regular members

Section 10 Rules of Order

PACE Incorporated meetings and procedures shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as otherwise provided by these Rules.

Article 7 – Officers

Section 1 Officers

The Management Team of PACE Incorporated shall consist of a Chairperson, Secretary, Treasurer, Membership Co-ordinator and up to six (6) other members, making a Management Team of no more than 10 members in total, who shall be nominated and elected at the Annual General meeting.

Section 2 Qualifications for Office

Any financial member shall be eligible for nomination and election to any elected office of this organisation. Nominations shall be made in writing and sent to the Chair at least 10 days prior to the Annual General Meeting.

a. Where nominations are less than the number of vacancies, those nominated shall be declared elected and nominations called from the meeting for the remaining vacancies.
b. Where the number of nominations is the same as the number of offices/positions those nominated shall be declared elected without the need for any further nominations.
c. Where the number of nominations exceeds the number of offices or positions to be filled the AGM shall appoint a Returning Officer who shall conduct an election by secret ballot. Voting at an AGM shall be conducted in accordance to Article 6, Section 6 of these Rules.

Section 3 Term of Office

The officers of the PACE Incorporated Management Team shall serve at least a one year term, or until a successor is elected.

Section 4 Vacancies

Vacancies in any elected office shall be filled for the balance of the term by the Management Team at any regular members' meeting or special general meeting in accordance with provisions in Section 1 above.

Section 5 Removal/Resignation

A member of the Management Team shall cease to hold that office and their position deemed vacant if;

- they resign their office by notification in writing, or
- they are expelled by notice in writing if called upon to resign for reasons which the Management Team deem expedient and such person fails or refuses to resign.

Article 8 – Duties of Officers

Section 1 Chairperson

The Chairperson shall preside at annual and special general meetings of PACE Incorporated; preside at Management Team meetings; and be the official spokesperson for PACE Incorporated. Duties of all other officers of PACE Incorporated shall be as agreed by the Management Team at the first Management Team meeting after the Annual General Meeting.

Article 9 – Management Team

Section 1 Authority and Responsibility
The Management Team shall have supervision, control and direction of the affairs of PACE Incorporated; determine its policy or changes therein within the limits of these Rules; actively pursue its aims; and supervise disbursement of its funds. The Management Team may adopt such rules and regulations for the conduct of its business as it deems advisable, and may delegate certain aspects of its authority and responsibility to the financial membership if required.

Section 2 Composition
Refer Article 7, Section 1.

Section 3 Quorum of the Management Team
A quorum of the Management Team shall consist of a majority of the Management Team. If a quorum cannot be gathered, the meeting may proceed and any action taken shall become valid if subsequently confirmed by unanimous approval in writing by the Management Team.

Section 4 Meetings of the Management Team
The Management Team shall meet at least every six weeks during each administrative year at such time and at such place as the Chairperson may prescribe. Notice of all such meetings shall be given to Management Team members not less than seven days before the meeting is held. Special meetings of the Management Team may be called at the request of two-thirds of the officers. Officers shall be notified not less than 72 hours before the meeting is held.

Section 5 Voting Other than During Management Team Meetings
Action taken by a vote of members of the Management Team, conducted by email, telephone or other means available, shall constitute a valid action if reported at the next meeting of the Management Team.

Section 6 Compensation
Officers shall not receive any compensation for their services as Management Team members.

Article 10 – Member Meetings

Section 1 Attendance
Attendance at monthly member meetings is to be recorded by the Events Co-ordinator (or nominated person) and is to be reported to members at the Annual General Meeting.

Section 2 Meetings
Meetings to be held at least monthly during February to November. Extra meetings can be held at the discretion of the Management Team.

Article 11 – Finance

Section 1 Authority
The Management Team shall have authority over the receipts, expenditure and assets of PACE Incorporated.

Section 2 Fiscal Year
The fiscal year of PACE Incorporated shall be from 1 September to 31 August.

Section 3 Budget
The Management Team shall adopt, in advance of each fiscal year, an operating budget covering all activities of PACE Incorporated.

Section 4 **Review of Accounts**

The financial accounts of PACE Incorporated shall be compiled at least annually by an independent Chartered Accountant who is a member of the NZ Institute of Chartered Accountants. They will review all transactions entered and coded in Xero and will ensure that PACE Inc financial statements and policies comply with NZ accounting standards. The accounts shall be presented to the members for approval by a simple majority vote at the Annual General Meeting of those eligible to vote. No distribution, by way of money, property, or otherwise, shall be made in any way to any member of the organisation.

Article 12 – Dissolution

Section 1 PACE Incorporated shall only use its funds to accomplish the aims specified in these Rules and no part of the said funds should be distributed to members of the organisation. On dissolution of PACE Incorporated any funds remaining shall be distributed to a registered charity as elected by the Management Team.

Article 13 – Amendments

Section 1 These Rules may only be amended at an Annual General Meeting or a Special General Meeting of PACE Incorporated by a two-thirds vote of the financial membership present at the meeting, provided that copies of proposed changes have been submitted in writing to the Chairperson no later than **20** days prior to the voting date.

Section 2 No addition to, alteration to, or rescission of the rules shall be approved if it affects the pecuniary profit clause or the winding up clause.

Article 14 – Confidentiality

Section 1 The PACE Incorporated membership list is to be made available to members on the PACE Incorporated website. This list is confidential to PACE Incorporated members only, or released only when it has a direct benefit to PACE Incorporated members and will be done at the discretion and agreement of the Management Team.

Confirmed by the following three members of the PACE Management Team:

Signature	Name
	Rebecca Dobbs
	Philippa Shierlaw
	Antoinette Wilcox.