

# **Mensa New Zealand Incorporated**

## **RULES**

**As at 1 August 2014**

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(i)

## **Definitions and Miscellaneous matters**

In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are entitled to vote and who do vote on line or via written ballot duly received, or by any other method of voting decided by the Board of Mensa New Zealand.
- (b) "Money or Other Assets" means any real or personal property or any interest therein owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual Meeting, or any Special Meeting, but not a Board Meeting.
- (d) "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.
- (e) "Written Notice" means communication by post, electronic means (including email, Face Book and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
  - (i) where a masculine form is used, the feminine form is inferred
  - (ii) where the singular is used, plural forms of the noun are also inferred
  - (iii) headings are a matter of reference and not a part of these Rules
  - (iv) when a Rule is quoted by number all sub parts of that number are included
- (g) Matters not covered in these Rules shall be decided by the Board.
- (h) The conduct of the Society shall be governed by the following laws and codes listed in order of precedence: Incorporated Societies Act 1908, other New Zealand legislation, Mensa International (MIL) Constitution and Rules, these Rules, Mensa New Zealand bylaws and policies as recorded in "Agreements Still In Force" (ASIF).
- (i) "A Member in good standing" shall be a person who has accepted an offer of Membership, has paid all monies owed, and is not currently subject to any dispute or sanction imposed by the Board of Mensa New Zealand or the International Board of Directors of Mensa.

## **1 Name**

- 1.1 The name of the Society is **Mensa New Zealand Incorporated** ("the Society").
- 1.2 The Society is constituted by a resolution dated 7 April 1970.

## **2 Registered Office**

- 2.1 The Registered Office of the Society is c/o  
Lindsay Helson, PO Box 4, Wellington 6015, New Zealand

## **3 Purposes of the Society**

- 3.1 The purposes of the Society are to:
  - (i) identify and foster human intelligence for the benefit of humanity;**
  - (ii) encourage research in the nature, characteristics, and uses of intelligence;**
  - (iii) provide a stimulating intellectual and social environment for Members.**
- 3.2 Pecuniary gain is not a purpose of the Society; the Society is a not-for-profit Society.
- 3.3 Intelligence should be used for the benefit of humanity. Therefore the Society shall have no purpose which is to the disadvantage of humanity.

## **GOVERNANCE OF THE SOCIETY**

### **4 The Board**

4.1 The Society shall have a governing Board (the "Board"), comprising the following officers:

4.1.1 The Chair;

4.1.2 The Secretary;

4.1.3 The Treasurer;

4.1.4 The Deputy Chair

4.1.5 The Supervisory Psychologist

4.1.6 The Membership Officer, and

4.1.7 such other Members as the Society shall decide.

4.2 Only Members of the Society in good standing may be Board Members.

4.3 There shall be a minimum of three Board Members.

4.4 Elected Members of the Board shall not be paid by the Society except for reimbursement of reasonable and necessary expenses incurred in carrying out the Society's business with prior approval from the Board and as per ASIF 7.

### **5 Appointment of Board Members**

5.1 The Members may decide by majority vote:

5.1.1 How large the Board will be;

5.1.2 Who shall be the Chair, Secretary, and Treasurer;

5.1.3 Whether any Board Member may hold more than one position as an Officer of the Society;

### **6 Cessation of Board Membership and Removal of Ombudsman**

6.1 Persons cease to be Board Members when:

6.1.1 They resign by giving written notice to the Board.

6.1.2 They are removed by a two-thirds majority vote of Society Members after following the process outlined in 6.2.1; or

6.1.3 Their term of office as described in Rule 11.1 expires

6.2 The Ombudsman, Officers and Board Members may also vacate office by reason of death, inability to serve, or by a two-thirds majority vote of no-confidence of the Members.

6.2.1, A special referendum shall be called for the purpose of establishing confidence if appropriate, at which the person concerned has been given notice of the intended resolution according to Rule 25.4 and given the opportunity to submit his/her views and reasons along with the Board's views.

6.2.2 Any views that inform the special referendum about the matter shall be included in the voting materials as a full disclosure and be provided to all Members in good standing prior to the special referendum being held, in accordance with ASIF 25.11.

6.3 If a person ceases to be a Board Member, that person must within one month give to the Secretary all Society documents and property held by that person.

## **7 Nomination of Board Members**

7.1 Nominations for Members of the Board shall be called for as and when a vacancy occurs and at least one month before the voting period commences. Each candidate shall be proposed in writing by a Member (including self-nomination) and the completed nomination shall be delivered to the Secretary.

7.2 Members of the Board whose term of office has expired shall be eligible for re-election.

7.3 If the position of any Officer becomes vacant the Board may appoint another Society Member to fill that vacancy until an election or referendum is held and Members vote to elect a replacement to that vacant position, such election or referendum to take place within six months of that vacancy occurring.

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

7.5 All Board Members, whether elected or appointed, must be and remain Members in good standing of the Society.

7.6 When a vacancy occurs in the position of Chair, the Deputy Chair will become the Chair until another Chair is elected as provided by Rule 7.3.

## **8 Role of the Board**

8.1 Subject to the Rules of the Society (“these Rules”), the role of the Board is to:

- 8.1.1 administer, manage, and control the business of the Society;
- 8.1.2 carry out the purposes of the Society, and use Money or Other Assets to do that;
- 8.1.3 manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members in the Annual Report;
- 8.1.4 set accounting policies in line with generally accepted accounting practice;
- 8.1.5 delegate responsibility and co-opt Members where necessary as well as establishing and dis-establishing Board sub-committees as necessary.
- 8.1.6 ensure that all Members follow these Rules;
- 8.1.7 decide how a person becomes a Member, what type of Membership they qualify for according to the Rules, and when a person ceases to be a Member;
- 8.1.8 decide the times and dates for Meetings;
- 8.1.9 decide on the procedures for dealing with complaints;
- 8.1.10 set Membership fees, including subscriptions, conference registration fees and levies; and
- 8.1.11 make regulations and bylaws as provided for in Rule 28.

8.2 The Board has all of the powers of the Society, unless the Board’s power is limited by these Rules, or by a majority decision of the Members.

8.3 All decisions of the Board shall be by a majority vote.

8.4 Subject to Rule 8.2, decisions of the Board bind the Society.

8.5 An Administrator may be employed or contracted by the Board and this Administrator shall report to the Chair or any Board Member so delegated by the Board.

## **9 Role of the Ombudsman**

9.1 The Board shall appoint an Ombudsman for a term of office of two years.

9.2 The duties of the Ombudsman are to mediate, counsel, criticise the arbitrary or improper action of Officers, and mediate disputes within the Society.

9.3 The Ombudsman shall gather facts and evidence relating to any dispute or accusation, hold such hearings as he/she may deem appropriate, and issue findings and conclusions.

9.4 The Ombudsman shall report to all interested parties and to the Board, and may make recommendations for sanctions or other remedy.

9.5 The Ombudsman shall determine whether or not any findings or conclusions shall be published beyond the interested parties and the Board.

9.6 Should the Ombudsman be unable to resolve a conflict, or should there not be an appointed Ombudsman, the Board may refer the conflict to the International Ombudsman, or appoint an arbitrator acceptable to all involved parties.

## **10 Roles of Board Members**

10.1 The Chair is responsible for:

10.1.1 ensuring that these Rules are followed;

10.1.2 convening Meetings and establishing whether or not a quorum is present;

10.1.3 chairing meetings, deciding who may speak and when;

10.1.4 overseeing the operation of the Society as per ASIF 4;

10.1.5 informing Members of the operations of the Society in the Annual Report;

10.1.6 representing the Society to stakeholders and the Community at large.

## **10.2 The Secretary is responsible for:**

- 10.2.1 recording and publishing the minutes of Meetings;
- 10.2.2 holding and archiving the Society's records, documents, and books except those required for the Treasurer's function;
- 10.2.3 receiving and replying to correspondence as required by the Board;
- 10.2.4 forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies
- 10.2.5 advising the Registrar of Incorporated Societies of any changes to the Rules;
- 10.2.6 managing the administration of the Society in accordance with ASIF 5.

## **10.3 The Treasurer is responsible for:**

- 10.3.1 Keeping and archiving proper accounting records of the Society's financial transactions in accordance with Rule 8.1.4 and ASIF 6, to allow the Society's financial position to be readily ascertained;
- 10.3.2 Preparing annual financial statements for annual publication in accordance with the Society's accounting policies set under Rule 8.1.4.
- 10.3.3 Obtaining a financial review as described in Rule 23 and including it with each Annual Report to Members to assure a true and fair evaluation of the Society's financial position;
- 10.3.4 Paying any approved invoices, banking funds as they are received and making investment recommendations to and carrying out investment decisions of the Board
- 10.3.5 Managing the Society's banking relationship
- 10.3.6 Providing any financial information to the Board as the Board requires

**10.4**      **The Deputy Chair** shall assist the Chair and in the Chair's absence is the Chair.

**10.5.1**     **The Membership Officer** shall keep the Register of Members and inform the Board of all matters as set out in ASIF 9.4

**10.6**      **The Supervisory Psychologist shall:**

10.6.1      meet the requirements set out in ASIF 9.10 and ASIF 11.2

10.6.2      select tests for use by Mensa which have the approval of the ISP

10.6.3      establish the appropriate percentile for all tests used by the Society as required by the constitution of Mensa International Limited

10.6.4      supervise the Testing Officers who test for Mensa, and ensure that they have the proper qualifications and training

10.6.5      provide written instructions so that the Testing Officers give each test in accordance with the original standardization

10.6.6      maintain strict control over the answers to the tests

10.6.7      maintain confidentiality of results and the archive of test records

10.6.8      certify to the Membership Officer which applicants have scored at or above the appropriate percentile

10.6.9      assess the acceptability of prior evidence.

## **11**      **Board Membership Term of Office**

11.1      The term of office for a Board Member shall be two years.

## **12**      **Position Descriptions and Additions**

12.1      Board roles described in Rule 10 may be expanded and defined further in ASIF and additional roles may be added as decided by the Board.

## **13 Board Meetings**

13.1 Board meetings may be held via video or telephone conference or other format as the Board may decide as per ASIF 11.1;

13.2 A quorum of more than half of the Board Members is required to conduct the business of the Society;

13.3 The Chair shall chair Board Meetings, or if the Chair is absent, the Deputy Chair shall chair that meeting and if both are absent, the Board Members present shall elect a Board Member to chair that meeting;

13.4 Decisions of the Board shall be by majority vote;

13.5 Only Board Members present at a properly convened Board Meeting may vote at that Board Meeting.

13.6 Subject to these Rules, the Board may regulate its own practices, and any changes agreed will be recorded in ASIF;

13.7 The Chair shall adjourn a Board Meeting if and when necessary;

13.8 Thirty minutes after the time appointed for a Board Meeting if a quorum is not present the meeting shall be dissolved; or it shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the Meeting shall be dissolved without further adjournments. The Chair may with the consent of Members present at any Society Meeting adjourn that meeting from time to time and from place to place but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.9 The Board shall meet at least every three months or more often if necessary.

## **14 Types of Members, Local Groups and Special Interest Groups**

14.1 Every Member in good standing shall have the same rights obligations and privileges accorded to every other Member by these Rules without qualification or limitation except insofar as certain restrictions apply to guest Members in accordance with the International Constitution and ASIF 10, and insofar as certain privileges apply to Life Members, and

14.2 The Board shall adopt guidelines for the election of and rights and privileges applicable to Life Members.

14.3 The Board shall adopt guidelines for the establishment of local groups of Members living or working within reasonable proximity to each other, including the

minimum number to form such a group, definition of its geographic boundaries, appointment of an interim Local Secretary (Chief Officer of that group), a prescribed form of Local Group Bylaws, arrangements for Local Group elections to select the Local Secretary and other officers as required by the size of the group, and any other matters deemed appropriate for the orderly functioning of local groups within the Society.

14.4 Two or more Members having an interest in common may form a Special Interest Group (SIG) for the purpose of pursuing their common interest. Admission to a SIG shall be open to any Member of the Society who applies to the SIG. The structure, administration and operation of a SIG will be determined by the Members themselves; except that they must be self-financing and must at all times adhere to the Rules, bylaws and policies of the Society.

14.5 A SIG may not use the name "Mensa", the Mensa logo, or the registered



symbol unless authorised to do so by the Board.

14.6 The Society will not be responsible for any commitment undertaken by a SIG unless this has been previously and specifically authorised in writing by the Board.

## **15 Admission of Members**

15.1 To become a Member of the Society a person ("the Applicant") must:

15.1.1 take an intelligence test that has been approved by the International Supervisory Psychologist and which has been properly administered and proctored, and obtain a test score which is within the upper two percentile of test scores gained by the general population; and

15.1.2 complete an Application for Membership form as prescribed by the Board; and

15.1.3 pay any fee required; and

15.1.4 supply any other information the Board requires.

15.2 The Board may interview any applicant when it considers Membership applications.

15.3 The Board shall have complete discretion whether or not to approve Memberships. The Board shall advise an applicant of its decision, and that decision shall be final.

## **16 The Register of Members**

16.1 The Membership Officer 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.

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

16.3 Subject to any rights to privacy or confidentiality asserted to the Secretary by written notice each Member shall provide such other details as the Board requires.

16.4 Any publication of the Register on line shall be for the benefit of other Members only, and access shall be by secure portal through a Members Only link.

## **17 Cessation of Membership**

17.1 Any Member may resign their Membership by giving written notice to the Secretary, or by letting their annual subscription lapse. This will not limit the Member taking up Membership at a later date.

17.2 Membership shall be terminated by the Board in the following way:

17.2.1 If, for any reason whatsoever, the Board is of the view that a Member is breaching these Rules or acting in a manner inimical to the purposes of the Society, the Board must first give written notice of this to the Member (“the Board’s Notice”).

17.3 The Board’s Notice must:

17.3.1 explain how the Member is breaching these Rules or acting in a manner that is inimical to the purposes of the Society;

17.3.2 state what the Member must do in order to remedy the situation; or state that the Member must write to the Secretary within 30 days giving reasons why the Board should not terminate the Member’s Membership.

17.3.3 state that if the Board is not satisfied with the reasons given by the Member, the Board may terminate the Member’s Membership.

17.3.4 state that if the Board terminates the Member’s Membership, the Member may appeal the decision to the Society.

17.4 If the Member gives notice of intention to appeal the termination of Membership to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting.

17.5 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.

17.6 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.

17.7 When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.

17.8 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.

## **18 Obligations of Members**

18.1 All Members shall promote the purposes of the Society and shall not bring the Society into disrepute.

18.2 The Society encompasses Members representing many points of view. Consequently, the Society as an organisation shall not express an opinion as being that of Mensa, take any political action, or have any ideological, philosophical, political or religious affiliation.

18.3 Members or groups of Members may express opinions provided that they make it clear that their opinions are not those of the Society.

18.4 All Members must:

18.4.1 abide by these Rules, ASIF bylaws, resolutions and policies of the Society to the extent permitted by the laws of New Zealand;

18.4.2 pay the fees prescribed by the Society;

18.4.3 subject to any right of privacy or confidentiality asserted by the Member in writing to the Secretary under Rule 16.3 , authorise the Society to publish Members’ names and addresses and contact details for the benefit of other Members;

18.4.4 where a Member is having a dispute with the Society, or with another Member arising out of Mensa-related activities, exhaust all avenues of settlement and redress within the Society before taking the dispute to external authorities. Deliberate failure to do so may be considered an act inimical to the Society.

18.5 Sanctions may be imposed by the Board on any Member who commits an act inimical to the Society, provided that a fair and impartial hearing (which may be conducted by electronic or telecommunication means so long as every participant can hear all other participants at all times) has been made available, and

18.5.1 such sanctions may include censure, suspension of or removal from office for a specified time, and suspension of or termination of Membership as set out in Rule 17

## **19.0 Use of Money and Other Assets**

19.1 Subject to Rule 19.2, the Society may only Use Money and Other Assets if:

19.1.1 it is for a purpose of the Society;

19.1.2 it is not for the sole personal or individual benefit of any Member; and

19.1.3 its use has been approved by either the Board or by a majority vote at any Society Meeting

19.2 Notwithstanding Rule 19.1, the Society may use money and other assets for the purposes of an educational scholarship or similar grant, whether to a Member or not, provided that use has been approved by either the Board or by majority vote at any Society meeting.

## **20 Joining Fees, Subscriptions and Levies**

20.1 If any Member does not pay the required Membership subscription as set by the Board by the date set by the Board, the Membership Officer will give written notice that, unless the arrears are paid by a nominated date, the Member's Membership will lapse.

20.2 After that nominated lapse 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.

## **21 Additional Powers**

21.1 The Society may:

- 21.1.1 employ people for the purposes of the Society;
- 21.1.2 exercise any power a trustee might exercise;
- 21.1.3 invest in any investment that a trustee might invest in;
- 21.1.4 borrow money and provide security for that if authorised by majority vote at any properly convened Society meeting

## **22 Financial Year**

22.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

## **23 Assurance on the Financial Statements**

23.1 The Society shall appoint a suitably qualified person to review the annual financial statements of the Society (“the Reviewer”).

23.2 The Reviewer shall conduct an examination with the objective of providing a report to the Treasurer 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.

23.3 The Reviewer must be suitably qualified, preferably being a Member of the New Zealand Institute of Chartered Accountants, and must not be a Member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

23.4 The Board is responsible to provide the Reviewer with:

- 23.4.1 access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other material;
- 23.4.2 additional information that the Reviewer may request from the Board for the purpose of the review;
- 23.4.3 reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

## **24 Society Meetings and Annual Report**

24.1 A Society Meeting is either an Annual Meeting or a Special Meeting.

24.2 The Annual Meeting shall be held once every year no later than five months after the Society's balance date (end of the Society's financial year). The Board shall determine when and where the Society shall meet within those dates. Should Members present vote to put a motion to all Members, the exact wording of the motion shall be recorded at that meeting and reported to Members to enable them to vote according to Rule 25. The business of an Annual Meeting shall be to fulfil those aims of the Society which are best carried out at such an in-person meeting.

24.3 Special Meetings may be called by the Board. The Board must call a Special Meeting if the Secretary receives a written request signed by at least 10% of the Members. All motions decided at Society Meetings are not binding until they are put to all Members via on-line voting as per Rule 25 and passed with the required majority.

24.4 The Secretary shall send all Members at least 14 days before any Society meeting notice of the business to be conducted at that meeting, bearing in mind that all voting on motions shall be conducted as per Rule 25 to enable all Members to participate in decision making of the Society, regardless of their ability to attend meetings

24.5 The Annual Report shall be sent to all Members on or before the Annual Meeting date and shall include;

24.5.1 a copy of the Chair's Report on the Operations of the Society,

24.5.2 a copy of the Annual Financial Statements as approved by the Board,

24.5.3 a copy of the Reviewer's assurance of the true financial position,

24.5.4 a list of nominees seeking election to the Board if there are vacancies, and information about those nominees if it has been provided. On line elections may be held throughout the year as vacancies arise, thus eliminating the need to hold all elections at a specified time,

24.5.5 Whenever issues or elections are notified to Members, in addition to the motions, the Board shall provide brief information and may provide recommendations about those motions

24.5.6 If the Secretary has sent a notice to all Members in good faith calling a Society Meeting, the Meeting and its business will not be invalidated because one or more Members did not receive the call.

24.6 All Members may attend Society meetings

24.7 No Society Meeting may be held unless at least ten (10) Members in good standing attend. (This will constitute a quorum.)

24.8 All Society Meetings shall be chaired by the Chair. If the Chair is absent, the Deputy Chair shall chair the Meeting. If the Deputy Chair and Chair are absent, the Society shall elect another Board Member to Chair that Meeting.

24.9 If within half an hour after the time appointed for a Society 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 Chair, and if at such an adjourned meeting a quorum is not present the Meeting shall be dissolved without further adjournments.

24.10 The Chair may with the consent of any Society Meeting adjourn from time to time and/or from place to place but no business shall be transacted at any such Meeting other than the business left unfinished at the Society Meeting that was adjourned.

24.11 The Chair shall verify the Minutes of Society Meetings and these shall be published on the Society's Web Site within 14 days of the Meeting

## **25 Motions at Society Meetings and Voting and Election Procedures**

25.1 The Board shall, when required, appoint an Election Supervisor who may in turn form an Election Committee.

25.2 Neither the Election Supervisor nor any Member of the Election Committee shall be a candidate for election to any position, nor a proposer of any motions being put to Members.

25.3 The Election Committee shall be responsible for the conduct of the election, announcing whatever Rules and regulations it shall deem necessary; setting out the format and procedure for nominating candidates; preparing the on-line ballots and written material; and use robust voting software (such as "Survey Monkey") or any equivalent proven process to send out all voting materials, receive the votes, and count and certify the results of the voting.

25.4. Unless it states otherwise the Election Committee shall give time for Members to deliberate, and cause to be published no later than two months preceding the commencement of voting a notice to Members advising the purpose and time frames of the ballot, the voting period commencement date, where applicable inviting nominations for the Office to be elected and specifying that

nominations must be received by the Committee no later than 30 days prior to the voting period commencement date.

25.5. Members may nominate themselves or another Member as a candidate for any office by submitting the name of such candidate to the Election Committee together with written evidence that each candidate has accepted the nomination. The acceptance of nominations shall follow the format described by the Election Committee.

25.6. If only one candidate has been validly nominated for an office, the election committee shall declare that candidate elected. The names of all candidates validly nominated for contested offices shall be placed on the ballot, provided that they are Members in good standing at the time.

25.7. The ballot form shall list the candidates for each office in alphabetical order. With each ballot form there shall be included the necessary voting instructions, a biography of each candidate and his or her campaign statement if provided, the maximum length of which shall have been determined and published by the Election Committee.

25.8. The Election Committee shall notify the Board, the Members through the national publication "Menzed", or through an email notice or notice on the Society's Web Site, the Office of Mensa International Limited and all the candidates of the number of votes cast for each candidate no later than one week after the election result is declared.

25.9. All elections shall be conducted in a manner which affords all Members equal access to voting. Ballot forms or links to the voting software shall be sent by email. At the discretion of the Board only those Members without email access may receive and use Ballot forms physically posted directly, or included as part of a National publication such as "Menzed". All voting shall be conducted via access to a secure electronic balloting process under the control of the Society, and postal ballots received no later than the closing date of the on-line voting period shall be counted and added to the electronic voting result for a final tally.

25.10. If an electronic vote and a postal vote is received from a single Member, then the electronic vote stands and shall be counted and the postal vote shall be discarded and not counted.

25.11. On any matter being voted on, proponents and opponents shall when appropriate be given reasonable opportunity to state their position and no recommendations on how to vote shall appear on any ballot form.

## **26 Signing of Documents**

26.1 Documents should be signed by whoever is authorised by the Board.

## **27 Altering the Rules**

27.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members who vote.

27.2 Any proposed resolution of the Society Meeting to amend or replace these Rules shall be given in writing to the Secretary in the form of a motion.

27.3 At least 60 days before the on-line voting period commences the Secretary shall send to all Members written notice of the proposed motion to alter the Rules, the reasons for the alteration and any recommendations the Board has.

27.4 When a Rule change is approved by the Society, that Rule change shall not take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.

27.5 Any Rule change must be submitted to the Constitution Review Committee of the International Board of Directors for approval before being submitted to the Members for vote.

27.6 When any amendments to these Rules are proposed, they shall comply with all mandatory requirements adopted by the International Board of Directors, insofar as these requirements do not conflict with the laws of New Zealand.

27.7 No addition to, alteration of or redaction of the Rules shall be approved if it affects the not-for-profit aims, personal benefit or winding up clause. The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied in any Rules replacing or altering these Rules.

## **28 Regulations and Bylaws to govern the Society**

28.1 The Board may from time to time make, alter, describe or rescind regulations and policies (also known as by-laws, and recorded in the document ASIF) for the general governance and management of the Society, so long as they are not repugnant to these Rules or to the provisions of the laws of New Zealand.

28.2 A copy of ASIF shall be available on the Web Site or be sent if a written request from a Member without internet access is received by the Secretary.

## **29 Winding up**

29.1 The Society may be dissolved at a Special Meeting called specifically for this purpose and by a two-thirds majority of those Members present and voting. If dissolution is decided the Special Meeting shall appoint the liquidators.

29.2 The Society will be involuntarily dissolved upon action of the International Board of Directors de-recognising it as a National Mensa. In the event of such involuntary dissolution, the Board shall have the following powers and duties:

29.2.1 payment of any existing obligations from the Society's funds;

29.2.2 transfer of all testing and Membership records to Mensa International Limited;

29.2.3 reassignment of all legal rights to the Mensa name and logo to Mensa International Limited; and

29.2.4 distribution of the remaining funds and assets as provided in Rule 29.3.2 and 29.4

29.3 If the Society is wound up for any reason:

29.3.1 The Society's debts, costs and liabilities shall be paid;

29.3.2 Surplus Money and Other Assets of the Society may be distributed:

29.3.2.1 By resolution; or

29.3.2.2 According to the provisions in the Incorporated Societies Act 1908; but

29.3.2.3 No distribution may be made to any Member;

29.4 Any residual surplus assets of the Society shall be placed at the disposal of a charitable organisation with similar purposes.

### **30 Mensa International Obligations**

- 30.1 The Society is affiliated with Mensa International, an unincorporated International Society. As an affiliate, the Society uses the name "Mensa" and its emblem with the permission of Mensa International Limited (MIL), the legal owner of the name and mark.
- 30.2 The Society will contribute to the funding of MIL by paying a portion of its income to MIL in accordance with policies adopted by the Mensa International Board of Directors.