



CONSTITUTION – RULES OF THE ASSOCIATION

ProGuides New Zealand Incorporated

www.ProGuides.co.nz

amended by resolution of the ProGuides AGM 25 May 2024

CONSTITUTION OF PROGUIDES NEW ZEALAND INCORPORATED

1. PREAMBLE

1.1. NAME 1.1.1. The name of the Association is "ProGuides NEW ZEALAND Incorporated"

1.2. DEFINITIONS 1.2.1.1. In these rules:

1.2.2. "Association" means ProGuides New Zealand.

1.2.3. "Committee" means the Management Committee of the Association.

1.2.4. "AGM" means Annual General Meeting.

1.2.5. "Guide" means Guide, Tour Guide, Tour Manager or Driver/Guide.

1.2.6. "Chairer" is the titular head of the Association

1.3. THE OBJECTS FOR WHICH THE SOCIETY IS ESTABLISHED IS TO:

1.3.1. promote and maintain throughout New Zealand the highest standards of competence, integrity and professional conduct on the part of all persons engaged in the profession of guiding tourists in New Zealand; and

1.3.2. promote and encourage recognition of the professional status and continuing professional development of the Guide; and

1.3.3. ensure that all members adhere to the Association's prescribed Code of Conduct & Ethics; and

1.3.4. be a representative body of Guides in developing national competency standards and programmes of training; and

1.3.5. liaise with tourism industry operators, industry associations and government departments on matters of common concern; and

1.3.6. support members and promote community amongst guides and families; and

1.3.7. maintain a service for disseminating information useful to members, visitors or others using all appropriate forms of media as available; and

1.3.8. undertake other lawful steps conducive to the attainment of the above objects.

2. REGISTERED OFFICE

2.1. The registered office of the Association is at a location in New Zealand as the Committee may from time to time determine.

3. MEMBERSHIP

3.1. MEMBERSHIP CLASSES & CRITERIA

There will be the following classes of membership:

3.1.1. FULL MEMBERSHIP

Shall be open to any suitably qualified person with the appropriate character and work experience references and who is a permanent resident or citizen of New Zealand, or holds a valid and current work permit and/or has the legal right to work in New Zealand; and

3.1.1.1 currently works full or part-time as a Guide in NZ, for hire by an agency or tour operator or who works independently, and

3.1.1.2 has work experience in New Zealand of no less than TWO seasons of guiding with no less than 120 full days conducted during those two seasons.

3.1.2. ASSOCIATE MEMBERSHIP

Shall be open to any suitably qualified person with the appropriate character and work experience references and who is a permanent resident or citizen of New Zealand, or holds a valid and current work permit and/or has the legal right to work in New Zealand; and

3.1.2.1 is working as a guide, but does not qualify for full membership as set out in section 3.1.1

3.1.2.2 is a Site Guide working on a regular basis for remuneration, or volunteer or docent, but who does not fulfil the criteria for Full Membership.

3.1.2.3. A volunteer guide or volunteer docent may apply for exemption of annual subscription fee under conditions set out in the Association's Operations Manual.

3.1.3. INDUSTRY PARTNER MEMBERSHIP

Shall be open to industry related organisations which:

3.1.3.1. are engaged in the tourism or a related industry, such as agencies, tour operators, educational training institutions, and other tourism operators, and

3.1.3.2. wish to support the goals of ProGuides New Zealand Incorporated.

3.1.3.3. Industry Partner Members may nominate one representative who may express the opinions of the Industry Partner Organisation at the AGM.

3.1.4. HONORARY LIFE MEMBER

Honorary Life Member status shall be bestowed on a person who has been duly nominated and accepted by unanimous decision at an AGM and who:

3.1.4.1. has served as a full member in a past capacity and who has contributed considerably to the furtherment of the profession and/or of the Association, and

3.1.4.2. wishes to continue supporting the goals of ProGuides New Zealand Incorporated, and

3.1.4.3. therefore enjoys all rights of a Full Member but without obligation of the annual fee.

3.2. MEMBERSHIP PROCEDURES

3.2.1. APPLICATION

3.2.1.1. An application for membership of the Association must be made in writing for the appropriate membership category using the application form stipulated by the Association

3.2.1.3. The Membership Secretary will decide on membership eligibility based on the criteria set out in the Association's regulations and on referee checks, consulting with the Chairer, or full committee, in cases where eligibility is in doubt

3.2.1.4. Applicants will be advised in writing of their acceptance and responsibilities

3.2.1.5. The Membership Secretary will report to the committee at each meeting on membership applications accepted and the reasons for any declined

3.2.2. CHANGE OF MEMBERSHIP STATUS

3.2.2.1. Members may apply to change their membership status using the form stipulated by the Association.

3.2.2.2. The Membership Secretary shall, prior to the annual renewal date, assess the status of Associate Members to ascertain their suitability for upgrade to full membership category

3.2.3. CESSATION & RESIGNATION OF MEMBERSHIP

3.2.3.1. Membership of the Association ceases if the person:

3.2.3.1.1. dies, or

3.2.3.1.2. resigns membership by written notice at any time, or

3.2.3.1.3. allows membership to lapse by non-payment of the annual renewal fee within 2 months of invoice date, or

3.2.3.1.4. is expelled from the Association.

3.2.4. REGISTER OF MEMBERS

3.2.4.1. The Membership Secretary of the Association must maintain the register of current and past members, application forms and supporting documents at the principal place of administration of the Association or such other place as the Committee may approve. This register may be maintained in electronic form

3.2.4.2 The register will record the following details for each member:

(a) the name of each member; and

(b) the last known contact details of each member; and

(c) the date on which each person became a member; and

(d) evidence of a current first aid qualification; and

(e) whether the member holds a DOC concession, and, if so, evidence of public liability insurance

3.2.4.2. Members shall be responsible for ensuring that any changes to their contact details are provided to the Association in a timely manner.

3.2.4.3. Personal data relating to membership may be incorporated into the Association database for publication on the Association's website, unless otherwise disclaimed by the member in writing.

3.2.5. DISCIPLINING OF MEMBERS

3.2.5.1. A complaint may be made to the Association by a third party or member against a member of the Association who has:

3.2.5.1.1. refused or neglected to comply with a provision or provisions of these rules, or

3.2.5.1.2. persistently and wilfully neglected to comply with the Association's Code of Conduct & Ethics, or

3.2.5.1.3. persistently and wilfully acted in a manner prejudicial to the interests of the Association.

3.2.5.2. The complaint must be made in writing to the ProGuides Chairer and must provide a statement of the grounds on which the complaint is based.

3.2.5.3. The Committee must act upon the complaint in an unbiased, fair and reasonable manner, following the procedures set out in Section 6

4. THE COMMITTEE

4.1. POWERS AND DUTIES

4.1.1. The Committee has the following duties and powers:

4.1.1.1. To manage the affairs of ProGuides New Zealand Incorporated in the best interests of the members.

4.1.1.2. To hold and invest any property or funds of the Association on terms associated with good practice.

4.1.1.3. To enter into any contracts, leases or other arrangements on behalf of the Association.

4.1.1.4. To make regulations governing any aspect of the operation of the Association.

4.1.1.5. To interpret these rules and execute them as binding for the Committee and its membership, unless and until revoked by a majority vote at the AGM.

4.1.1.6. Appoint Sub-Committees and co-opted members to the Committee or Sub-committees

4.1.1.7. Prepare and maintain a current Procedures Manual on all aspects of administering the Association.

4.1.1.8. Determine annual membership subscription and application fees for ratification at the AGM.

4.1.2. In the event that a committee member has a conflict of interest it shall be declared at the meeting at which the matter is to be decided and such member shall refrain from participating in discussion and voting on the matter.

4.2. COMPOSITION OF THE COMMITTEE

4.2.1. The Committee, which shall be elected at the AGM of the Association, shall consist of up to 8 Full or Associate Members and an immediate past Chairer (if applicable).

4.2.2. The Officers of the Association shall be the Chairer; the Financial Officer; the Membership Secretary and the Association Secretary (who will also be the Statutory Officer and contact person for the Association), representing the absolute minimum of committee members required, plus up to 4 general committee members.

4.2.3. Each member of the Committee shall hold office from the time of their election for a period of one year, but shall be eligible for re-election each year to allow for continuity within the Association.

4.2.4. In the event of a casual vacancy occurring in the membership of the Committee during the year, the Committee may appoint a Full or Associate Member of the Association to fill the vacancy, and this member shall hold office from the time of their appointment until the next AGM.

4.2.5. The Chairer shall, after standing down, automatically take up office as Immediate Past Chairer for a period of one year, if s/he so desires, after which time s/he may stand for re-election onto the Committee.

4.3. ELECTION OF COMMITTEE MEMBERS

4.3.1. The election of Committee members shall be conducted at the AGM by a show of hands or by ballot as required. (See Rule 5.8.2)

4.3.2. Only paid up Full and Associate Members and one representative of a paid up Industry Partner Member are entitled to vote.

4.3.3. A call for nomination of members for election must be made by the Secretary at least 42 days prior to the date fixed for the holding of the AGM at which the election is to take place.

4.3.4. The nominations made in respect of members for election to the Committee of the Association must be in writing and be forwarded to the Secretary of the Association at least 21 days prior to the date fixed for the holding of the AGM at which the election is to take place.

4.3.5. The list of nominations received shall be advised to the membership no later than 14 days prior to the AGM.

4.3.6. In the event of insufficient nominations to fill vacancies being received at least 21 days prior to the AGM, nominations to fill vacancies may be made on the day.

4.3.7 Once elected, officers must sign a statement accepting the position and the responsibilities as an officer

5. MEETINGS

5.1. Meeting Conduct

5.1.1. Meetings of the Association may be conducted using electronic tools, so long as participants are able to demonstrate that they are present. Any part of the voting process may be implemented by way of an electronic voting system using an Authorised On-Line Nomination Procedure. This may include proxy voting to elect Committee members from Nominations received or any other aspect of the Association's management which may benefit from electronic / internet based activity.

5.2. COMMITTEE MEETINGS

5.2.1. The Committee shall meet as frequently as required in person or by electronic means to conduct the affairs of the Association.

5.3. ANNUAL GENERAL MEETING

5.3.1. The Association must, at least once in each calendar year, hold an AGM of its members.

5.3.2. The meeting shall be held within 6 months after the end of the financial year, being 30 June.

5.3.3. Notice of Meeting and call for nominations for positions on the Committee to be made by the Association Secretary at least 42 days prior to the AGM.

5.3.4. A reminder notice, agenda, final list of nominations, motions, and other information relevant to the AGM is to be made by the Association Secretary at least 14 days prior to the date fixed for the AGM.

5.3.5. The Association Secretary shall collect and make available to all members prior to the AGM an Annual Report for the Association including Chairer & Subcommittee Reports and Statement of Financial Accounts.

5.4. BUSINESS TO BE TRANSACTED AT THE AGM MUST INCLUDE THE FOLLOWING:

5.4.1. confirmation of the minutes of the previous AGM and of any Special General Meeting held since that meeting; and

5.4.2. presentation and acceptance of Committee reports on the activities of the Association during the previous financial year; and

5.4.3. presentation and acceptance of the income and expenditure financial statement for the previous financial year;

5.4.4. presentation of information pertaining to any other legislative requirements to which the Association is obligated, and

5.4.5. election of Officers and general Committee members for the Association.

5.5. SPECIAL GENERAL MEETING

5.5.1. A Special General Meeting of the Association may be called:

5.5.2. by the Committee, or the Chairer of the Committee and at least two other committee members, whenever it thinks fit; or

5.5.3. by written requisition from not less than 15% of the financial members of the Association.

5.6. APPOINTMENT OF PROXIES

5.6.1. Each Full member is entitled to appoint another Full Member as Proxy by written notice (on the form prescribed by the Association) given to the Association Secretary prior to commencement of the respective meeting.

5.6.2. All original written proxy forms must be registered with the Association Secretary prior to commencement of the Meeting;

5.6.3. No Full Member may hold more than 3 Proxies.

5.7 MOTIONS

5.7.1 Any Member may request that a motion be voted on at an Annual or Special General, by giving written notice to the Secretary at least 21 days before that meeting.

5.7.2 The Member may also provide information in support of the motion

5.7.3 The Committee will decide whether or not the Association will vote on the motion. However, if the motion is signed by at least 5 financial Members:

5.7.3.1 It must be voted on at the Annual or Special Meeting chosen by the Member; and

5.7.3.2 The Secretary must give the information supplied with the motion to all members at least 14 days before the Annual or Special Meeting chosen by the Member; or

5.7.3.3 If the Secretary fails to do this, the member has the right to raise the motion at the following Annual or Special Meeting.

5.7.4 The Committee may also decide to put forward motions for members to vote on, which shall be notified at least 14 days prior to the meeting.

5.8 VOTING AND QUORUM

5.8.1. To be eligible to vote at any meeting, Members must have paid their subscription and any other monies owing to the Association.

5.8.2. Voting shall be by way of a show of hands, unless a ballot has been requested by the Chairer of the meeting; or by appointment of a proxy representative at the meeting,

5.8.3. General resolutions require a simple majority to be passed. Special resolutions (Rule 8) require a majority of 75% to be passed.

5.8.4. A quorum for Committee meetings shall be 50%, rounded up, of the elected Officers

5.8.5. The quorum for General Meetings of the Association shall be 10% of members of the Association either physically present or represented by proxy.

5.8.6. In the event a quorum is not achieved within 15 minutes of the commencement time of a meeting, the meeting shall be adjourned to a date no earlier than 30 days later, at a time and place determined by those present. Members shall be advised immediately of the adjourned meeting. The quorum at such meeting shall be those present who are entitled to vote.

6. DISPUTES RESOLUTION PROCEDURES.

6.1. HOW COMPLAINT IS MADE

6.1.1 A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —

(a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the society.

6.1.2 The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —

(a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and

(b) sets out the allegation to which the dispute relates.

6.1.3 The information given under subclause 6.1.1(b). or 6.1.2(b). must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

6.2. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

6.2.1 A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

6.2.2 If the society makes a complaint,

(a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and

(b) an officer may exercise that right on behalf of the society.

6.2.3 Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing (if any) is held before the decision maker; and

(d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

6.3. PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

6.3.1 This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —

(a) has engaged in misconduct; or

(b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or

(c) has damaged the rights or interests of a member or the rights or interests of members generally.

6.3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

6.3.3 If the respondent is the society, an officer may exercise the right on behalf of the society.

6.3.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —

(a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

(c) oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing (if any) is held before the decision maker; and

(f) the respondent's written statement or submissions (if any) are considered by the decision maker.

6.4. INVESTIGATING AND DETERMINING DISPUTE

6.4.1 The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

6.4.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6.5. SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

6.5.1 Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

- that a member or an officer has engaged in material misconduct;
- that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022
- that a member's rights or interests or members' rights or interests generally have been materially damaged
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- there has been an undue delay in making the complaint.

6.6. SOCIETY MAY REFER COMPLAINT

6.6.1 The society may refer a complaint to

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

6.6.2 The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

6.7. DECISION MAKERS

6.7.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

7. FINANCE

7.1. The financial year of the Association shall be from 1 July to 30 June each year.

7.2. Annual accounts of the Association must be prepared each year.

7.3. The funds of the Association shall be derived from application fees and annual membership fees, donations and such other sources as the Committee determines.

7.4. The annual subscription payable for each class of membership for the following year shall be determined at each AGM of the Association on recommendation of the Committee as a result of an annual budget prepared by the Committee for the following year.

7.5. All funds received on behalf of the Association shall be deposited as soon as practicable in a bank account approved from time to time by the Committee and receipted accordingly.

7.6. The financial matters of the Association shall be overseen by the Financial Officer in consultation and by resolution of the majority of the Officers. This shall include but not be limited to:

7.6.1. The manual or electronic payments to be drawn from the Association's bank accounts, opening of additional bank accounts and or investment and reinvestment of Association funds.

7.6.2 There shall be a minimum of two Officer signatories to the Association's bank accounts, up to a maximum of five, to include the Chair and the Finance Officer:

7.6.2.1 All payments drawn from the Association bank accounts, also any changes to investments, shall be signed off by two of the legally instated signatories to the bank accounts.

7.6.2.2 Any new bank account set up by the Association outside of the existing trading bank account shall be signed off by three of the legally instated signatories to the bank accounts in accordance with 7.6.2. .

7.7. Expenses legitimately incurred by committee members in pursuit of the Association affairs shall be reimbursed within reason on production of a signed expense account and accompanying tax invoice/s.

7.8. Any income, benefit or advantage shall be applied to the purposes of the organisation.

7.9. No Committee member or member of the Association, or any person associated with a member of the Association, shall participate in or materially influence any decision made by the organisation in respect of business transactions pertaining to the Association, if that Committee member or member has a direct or indirect vested interest in any payment or advantage derived from these business transactions.

7.10. Any Committee member or member affected by the aforementioned clause must immediately declare their conflict of interest and refrain from participating in any decision making process.

7.11. Any payment for services rendered shall be paid at a reasonable and relative rate to that which would be paid in an arm's-length transaction (i.e. the open market value).

7.12. The provision and effect of clause 6.9. shall not be removed from this constitution and shall be implied into any document replacing this constitution.

7. COMMON SEAL

7.1. The common seal of the Association must be kept in the safe custody of the Chairer or any other office-bearer appointed by the Committee to do so.

7.2. The common seal shall not be affixed to any document except by the authority of the Committee and the affixing of the common seal must be attested by signatures from two of the Chairer and one additional office bearer.

8 MATTERS REQUIRING A SPECIAL RESOLUTION

8.1. The following decisions may only be enacted by a special resolution of the Association at an Annual or Special General Meeting and require a majority of 75% of the votes of members entitled to vote.

8.1.1. Alteration and/or additions to the statement of these rules or

8.1.2. changing the Association's name, or

8.1.3. removal of a Committee member during their term of office, or

8.1.4. voluntary winding up of the Association and distributing its property in accordance with the Act and these rules.

8.2. No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause.

8.3 The provision and effect of clause 7.2. shall not be removed from this document and shall be included and implied into any document replacing this document.

9. INDEMNITY CLAUSE

9.1. No Committee member of the Association shall be liable for the acts or defaults of any other Committee Member of the Association, or any loss occasioned thereby, unless occasioned by their wilful default, neglect, incompetence or by their wilful acquiescence.

9.2. Committee members of the Association shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their own wilful default.

9.3. It shall be the duty of the Committee of the Association to arrange such indemnity to be paid from the funds of the Association.

10. WINDING UP

10.1. In the event of the Association being dissolved, any surplus assets after the payment of all outstanding liabilities will be distributed among such non-profit community organisation/s incorporated in New Zealand that have similar purposes and objects to the Association and as the members will decide in a General Meeting.

10.2 If the Association is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Part 5 Subpart 5 of the Incorporated Societies Act 2022, or the relevant provisions of subsequent enactments, will apply.