



**The Research Association of New Zealand Incorporated  
Constitution 2015**

- 1. Name:** The Research Association of New Zealand Incorporated
  - The Research Association
  
- 2. Address:** 33a Ripon Crescent Meadowbank Auckland 1072
  - PO Box 147-115 Ponsonby Auckland 1144
  - [Office@researchassociation.org.nz](mailto:Office@researchassociation.org.nz)
  
- 3. Objects of the Association:**
  - a. To provide an industry leadership forum that works for the betterment of the research community and associated communities, members, clients, suppliers, participants and the wider New Zealand government and public
  - b. To support the evolution and development of the research and associated industries in New Zealand, that align with the best interests of the wider research profession
  - c. To set and uphold professional standards for members through the provision of a Code of Practice, guidelines and an effective self-regulatory framework
  - d. To communicate and co-operate with related industry, academic and governmental groups in New Zealand and offshore
  - e. To enhance and promote the role of research in society and business
  - f. To deliver a wide range of valuable services to the members for the betterment of the profession, the individuals and firms working in the profession, and the wider research community
  - g. To provide the industry and its stakeholders with access to high quality, relevant and timely education, training and development resources
  - h. To represent the wider industry and its stakeholders in discussions on relevant legislative and regulatory matters
  - i. To promote and support the wider commercial interests of the research industry and its members
  - j. To be the voice of the industry in discussions with government, media, the business sector and the public.

#### **4. Membership**

All members shall be bound by the Association Code of Practice. In the event of a breach of the Code of Practice, members shall enter into a disciplinary process per the Association's rules.

All membership matters will be administered by the memberships committee under governance of the Board. Any organization or person interested in research and that supports the objectives of The Research Association and adheres to the Code of Practice is eligible to apply for membership. The memberships committee will determine the appropriate membership class for applicants.

All current members of the Association of Market Research Organisations and of the Market Research Society of New Zealand shall have their membership transferred to the Association.

There are three classes of membership, namely:

##### **a. Company Membership**

- i. Firms and their employees whose primary source of revenue is the business of research and/or associated commercial activities
- ii. Suppliers to research e.g. fieldwork, facilities, software, recruitment etc.
- iii. Divisions of companies that derive a revenue source from research and/or associated activities

Each company shall provide a list of all relevant managers and staff that must be individually named and those named individuals are each members. In the case of voting, all of these named individuals are entitled to one vote.

##### **b. Individual Membership**

- i. Individuals whose employer's core business revenue is not research e.g. Research clients, non-researchers, academia, government departments.

In the case of voting, each individual member is entitled to one vote.

##### **c. Special Memberships**

- i. Fellows, Life Members
- ii. All special memberships are reviewed and approved by the Board.

In the case of voting, each special member is entitled to one vote.

All applications will be advised to the members, after which members have 30 days in which to lodge objections in writing with the memberships committee. Such objections must fully state reasons for the objection. The Board will consider such objection under advice from the memberships committee and will have absolute discretion whether or not to approve or refuse an application.

#### **5. Termination of membership**

Memberships may be terminated as follows:

- a. Resignation of membership in writing to the memberships committee
- b. Ceases to be eligible under the membership criteria
- c. Being more than 90 days in arrears of membership fees
- d. If deemed guilty of serious breaches of the Code of Practice

In the event of a member's tenure being under review in clauses c and d above, that member shall be advised and given the opportunity of a hearing before the Board 14 days before the Board makes its final decision

In the case of termination under clauses c and d above, the memberships committee will formally communicate termination to the member. Upon termination of membership, the member shall cease to represent themselves as belonging to the Association.

## **6. Association Meetings**

The Annual General Meeting of the Association shall be held each year within 3 months of the end of the financial year, being 31 March, at a time and place to be fixed by the Board.

After the end of each financial year, at least 21 calendar days' notice of the Annual General Meeting shall be given to all members in writing to their places of business. Such meetings shall be for the following purposes:

- a) To receive and to adopt the annual report, balance sheet and statement of accounts for the previous financial year.
- b) To elect the Officers of the Association as required
- c) To transact any business deemed pertinent by members.
- d) To transact general business.
- e) Nominations for the appointment of the Board of the Association shall be called for in the notice of the Annual General Meeting.
- f) To present the Budget for the following year, including subscriptions calculations and projections.

## **7. Special General Meetings**

Special General Meetings may be called upon receipt of communication from at least three members of the Board of a requisition requiring such meeting to be called and stating the business to be dealt with thereat.

Twenty-one days' notice of all Special General Meetings shall be conveyed to members in writing at their places of business and shall clearly indicate the nature of the business to be transacted at such meeting.

Members may initiate a Special General Meeting via a written request from not less than 15 members to the Board. The Board may request a private meeting with the petitioners to determine if a Special General Meeting is required.

A quorum for the AGM and a Special General Meeting shall be not less than 3 Board members and ten per cent of the membership being present or by proxy or having cast postal votes.

## **8. Procedures of General Meetings**

- a. The Chairman of the Association shall preside at Annual and Special General Meetings but should the Chairman not be present, the Deputy Chair will officiate. If both the Chairman and the Deputy Chair are not present, one of the Board members shall be appointed by the Board to preside at such meeting.

- b. The Chairman (or the chairman's replacement) at Annual and Special General Meetings shall have a deliberative as well as a casting vote  
  
Every named member shall have only one vote, including special members, regardless of their membership class
- d. The mode of voting, except where otherwise provided by these rules, shall be by voices or by show of hands but if any member present demand a secret ballot, then by ballot.
- e. Participation by video or audio-conferencing shall be deemed as attendance at the meeting.
- f. All resolutions passed at any Annual or Special General Meetings shall, if held in conformity with these rules, be binding upon all members of the Association whether they shall be present at such meeting or not.
- g. All resolutions at Annual or Special General Meetings shall be decided by a two-thirds majority of members present and voting thereat except in such cases where these rules require otherwise.
- h. Every member shall be entitled on every motion to one vote exercised in person or by proxy.

## **9. Officers of the Association**

- a. The Association shall be governed by a Board of not less than 5 members and not more than 7. Nominees must be members, hold a managerial or ownership position, and have a minimum of 10 years' relevant experience
- b. The Board shall set, maintain and enforce the Association Code of Practice. The Board will also have the power to establish best practice guidelines which will be consulted widely with members
- c. Changes to the Code of Practice where deemed necessary will be consulted widely with members and adopted by a two-thirds majority vote at either an AGM or an SGM.
- d. The Board will have the power to appoint and dismiss paid executives as required, reporting to the Board through the Chair
- e. The Board will have the power to establish and disestablish a volunteer executive committee. The role of the executive committee is to deliver specific core services as directed by the Board. Executive committee members are chosen through self or third party nomination and approved by the Board
- f. Board members will be elected by members:
  - i. Nominations must be received in writing from one member no less than 21 days before the date of the AGM and must be signed by nominator and candidate
  - ii. Members vote in person or by postal vote at the AGM
  - iii. Board members are elected for two years and at least 3 and no more than 4 positions will be available each year for election. The intention being that a situation is avoided where the majority of the Board are new to the Board.
- g. The Chair will be elected every two years and must have served on the Board for at least 1 year. Nominations must be received in writing from one member no less than 21 days before the date of the AGM and must be signed by nominator and candidate. Election of the Chair

will take place at the AGM by members voting in person or by postal vote.

- h. Meetings of the Board shall be held a minimum of once per calendar quarter. The quorum for these meetings is not less than half of the Board, including the Chair or Deputy Chair. Participation by video or audio-conferencing shall be deemed as attendance at the meeting
- i. The chair and deputy chair are empowered to conduct the day to day affairs of the Association, in particular, regular meetings to review work in progress, monthly financial matters etc. Minutes of these meetings will be circulated to the rest of the Board members in a timely fashion.
- j. The first Board members and Chair will be made up from the Boards of Association of Market Research Organisations and of Market Research Society of New Zealand pending the first elections.

## **10. Common seal**

The Association shall adopt a Common Seal and such shall be kept under the control of the secretary.

Where the Common Seal of the Association is to be affixed to any document, it shall be affixed to that document pursuant to a resolution passed by the Board.

## **11. Association funds**

The budget and the annual subscription levy structure for the following year shall be determined by the Board and communicated to members 21 days before the AGM.

The financial year for the Association shall be April 1<sup>st</sup> to March 31<sup>st</sup>. A statement of accounts shall be prepared as soon as practicable after the end of each financial year; and not more than 60 days after the first Board meeting. The Annual Accounts shall be audited every two years.

The Association shall have power to open bank accounts which shall be operated by any two persons designated by the Board for the purpose. The Association shall have power to own real and moveable property, invest surplus funds and borrow money in furtherance of the objectives of the Association.

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

- a. Professional services to the Association rendered in the course of business and charged at no greater rate than current market rates; or
- b. Interest on money lent at no greater than current market rates;

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Association.

## **12. Alteration of Constitution**

The Constitution may be amended, revoked or added to at the Annual General Meeting of the Association or at any Special General Meeting convened for the purpose. Any such changes must be approved by two thirds of all members in attendance at the meeting or by written indication of support for, or opposition to the changes prior to the meeting or, if these two voting procedures fail to achieve a two thirds majority in support, or more than one third of votes in opposition, a postal

ballot amongst those members not recording a vote either prior to or at the meeting, closing no later than 21 days after the meeting.

Any amendment revocation or addition made to the Constitution shall take effect from the date of registration of such amendment revocation or addition with the Registrar of Incorporated Societies. Notice of every proposed alteration or amendment intended to be moved at Annual or Special General Meetings shall be lodged with the secretary at least twenty-one calendar days before the meeting. No addition to or alteration or rescinding of the Constitution shall be approved if it affects the winding up clause.

No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **13. Dissolution of the society**

The Association may be dissolved by a ballot of all Members of the Association, conducted in accordance with the provisions outlined in 12. Notice of the proposed dissolution must be sent to each current, paid-up member of the Society at least sixty days before the date of the ballot.

The dissolution shall be effective if approved by a two-thirds majority of all current Members.

On the dissolution of the Association or in the event of the Association being put into liquidation, any funds or properties remaining after satisfaction of all debts and liabilities shall be disposed of by payment or transfer to such organisations with similar objectives as the Association, at the discretion of the Board, provided that in no circumstances shall such surplus funds be distributed to members of the Association.

In the event that no suitable organisation can be identified these funds will be distributed to agreed charitable organisations at the discretion of the Board.