

CONSTITUTION AND RULES OF GOVERNMENT INFORMATION MANAGERS FORUM

1. NAME

The name of the un-incorporated Association is Government Information Managers Forum in these rules called "GOVIS".

2. INTERPRETATION

In these rules, unless the contrary intention appears:

Chairperson	means a person appointed under Section 7 of these rules;
Committee	means the Committee of Management of GOVIS;
Financial Year	means the year ending on 30 June;
General Meeting	means an annual General Meeting or a special General Meeting of members convened in accordance with Section 7 of these rules;
Member Agency	means a member of GOVIS, being an organisation, whose membership expires at a future date;
Member	means an employee or contractor for a Member Agency;
Officer	means a person holding office under Section 9 of these rules;
The Act	means the Incorporated Societies Act 1908;
The Regulations	means regulations under the Act;
Year of Office	means the year ending on the day of the Annual General Meeting.

3. OBJECTIVES OF GOVIS

The purposes of GOVIS are to:

- 3.1 To promote liaison between Government agencies.
- 3.2 To facilitate Inter Governmental agency co-operation.
- 3.3 To provide services to members in the form of
 - 3.3.1 The fostering of Special interest groups which conduct regular forums for information sharing and dissemination between interested members.
 - 3.3.2 The organisation and management of special events, including conferences, intended for the communication of ideas and knowledge sharing between members and other conference participants.
 - 3.3.3 The management of a website and various other electronic communications tools including list servers for knowledge sharing and day to day communications.
 - 3.3.4 To provide an environment for the free and frank expression of opinions by or between members, in the course of their duties, within the principles of the Public Service code of conduct.

4. POWERS

Do such things as are incidental or conducive to the attainment of the above purposes including the following:

- 4.1 To acquire, maintain, develop, dispose of, let, lease, hire or rent real or personal property.
- 4.2 To make, draw, accept, endorse, or negotiate cheques, promissory notes, bills of exchange, or other negotiable instruments.
- 4.3 To invest money of GOVIS and to deal with investments so made in such manner as GOVIS thinks fit.
- 4.5 The funds of GOVIS shall be derived from annual subscriptions, donations and such other sources as the Committee determine.
- 4.6 To transfer the assets, liabilities rights and obligations of GOVIS to any incorporated society the objects of which are substantially similar to those set out in Rule 3, and to do all other things as may be necessary so as to enable the incorporated society to carry out the objects in place of GOVIS.

5. MEMBERSHIP

5.1 Membership of GOVIS shall be limited to organisations listed in the following classes of membership eligibility:

5.1.1 Membership Eligibility class 1:

Automatic entry is granted to any organisation meeting one or more of the following criteria.

- Inclusion in the first schedule of the State Sector Act 1988
- They are part of the New Zealand Defence Force
- They are the New Zealand Police Force
- They are the New Zealand Parliamentary Service
- They are the New Zealand Security Intelligence Service
- They are the New Zealand Government Communications Security Bureau
- They are the Reserve Bank of New Zealand
- They are the Office of the Clerk
- They are the Parliamentary Counsel Office
- They are an Office of Parliament

5.1.2 Membership Eligibility Class 2:

Entry for a period of up to twelve months (with automatic renewal for further period(s) of up to twelve months unless overridden by the GOVIS management committee) is governed by acceptance of their application by the GOVIS management committee for organisations meeting any of the following criteria.

- They are an organisation listed by name in the Fourth schedule of the Public Finance Act 1989.
- They are a "State service" as defined in Section 2 Interpretation, of the State Sector Act 1988

5.2 A register shall be kept containing the name, address, and current financial membership status of each Member Agency.

5.3 The Secretary shall, on receipt of the membership fee and subject to the conditions in 5.1 above, enter the accepted organisation's name in the Register of Member Agencies.

5.4 All Member Agencies shall pay an annual subscription fee to the Treasurer. Membership fees shall be determined at the Annual General Meeting.

5.5 All employees/contractors of a Member Agency are entitled to the benefits of GOVIS.

- 5.6 The beneficial owners of GOVIS' assets are the Member Agencies, such member Agencies being entitled to an equal share of the assets, and each such share being held severally by the Member Agencies. Each member Agency is treated as separate and distinct for that purpose, notwithstanding that each Member Agency may be, or form part of, the Crown.

5. ASSOCIATE MEMBERSHIP

- 5.7 Associate membership shall be limited to similar organisations from other friendly governments, whose application is accepted by the Committee.
- 5.8 All employees/contractors of an Associate Member Agency are entitled to the benefits of GOVIS, except for there will be no speaking or voting rights.

6. RESIGNATION AND EXPULSION OF MEMBER AGENCIES / MEMBERS

- 6.1 A Member Agency who has paid all monies due and payable by them may resign from GOVIS by giving notice in writing of that resignation to the Secretary of GOVIS. Such resignation shall take immediate effect. The Secretary shall make an entry in the Register of Member Agencies, recording such resignation, as soon as practicable.
- 6.2 Notwithstanding Section 6.1, a Member Agency will be deemed by GOVIS to have resigned if they have failed to pay their annual membership or subscription as described in Section 5.4 within six calendar months of receiving the first invoice for that subscription, and having been sent at least one reminder notice by the Treasurer that the subscription is overdue together with advice in writing that non payment will result in loss of membership.
- 6.3 Subject to these Rules, the Committee may by resolution:
- 6.3.1 expel a Member Agency / Member from GOVIS; or
- 6.3.2 suspend a Member Agency / Member from GOVIS, if the Committee is of the opinion that the Member Agency / Member has:
refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a Member Agency / Member or prejudicial to the interests of GOVIS.
- 6.3.3 Terminate the membership of an organisation who has ceased to meet membership eligibility criteria as determined by the committee.
- 6.4 The powers conferred on the Committee by rule 6.3 shall not be exercised until a meeting of the Committee has been held for the purpose of considering such matters and of which meeting the Member Agency / Member concerned has been given not less than 14 days notice in writing specifying the matters to be

- considered, and stating that the Member Agency / Member may submit a written statement or address the Committee at the meeting.
- 6.4.1 The proceedings of every such meeting shall be conducted in such manner as the Committee may from time to time decide.
 - 6.4.2 The Committee may itself engage a solicitor or other counsel to assist it at such meeting.
 - 6.5 Any decision made by the Executive in exercise of its power contained in rule 6.2 hereof shall be final and not subject to appeal.
 - 6.6 The decision of the Executive shall be communicated to the Member Agency / Member in writing under the hand of the Secretary.

7. GENERAL MEETINGS

- 7.1 GOVIS shall hold an Annual General Meeting of its Members within 3 months of the end of the Financial Year, on a date to be set by the Committee.
- 7.2 The ordinary business of the Annual General Meeting shall be:
 - 7.2.1 to confirm the minutes of the last preceding Annual General Meeting;
 - 7.2.2 to receive the reports of the Officers of GOVIS for the preceding financial year;
 - 7.2.3 to elect the Officers and Committee of GOVIS;
 - 7.2.4 to receive and consider the statement that would be submitted by GOVIS to the Registrar of Incorporated Societies in accordance with Section 23 of the Act if GOVIS were an incorporated society;
 - 7.2.5 to appoint an auditor to audit the following year's annual accounts; and
 - 7.2.6 to set the level of membership fees.
- 7.3 The Annual General Meeting may transact any other business, in addition to that under Section 7.2 of these Rules.
- 7.4 Other General Meetings shall be held when the Committee so decides, or upon the written request of no fewer than ten (10) percent of Member Agencies.
- 7.5 Twenty-one (21) days notice shall be given to Members of any General Meeting, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - 7.5.1 Such notice shall be in writing and delivered, posted or transmitted by electronic means to Members. No meeting shall be invalidated through failure to notify any Member of the meeting.
- 7.6 Any interested individual may attend any General Meeting. Speaking rights of non-members shall be at the discretion of the chairman of the meeting.

- 7.7 The quorum of any General Meeting shall be five Member Agencies. No item of business shall be transacted at a General Meeting unless a quorum of Member Agencies is present during the time the meeting is considering that item.
- 7.8 The President shall preside as Chairperson at each General Meeting of GOVIS. In the absence of the President, the Vice President shall preside as Chairperson. In the absence of both the President and the Vice President, the Members present shall elect one of their number to preside as Chairperson at the meeting.
- 7.9 Minutes shall be kept of all General Meetings, and ratified at the beginning of each subsequent General Meeting.
- 7.10 Voting on all questions shall be by voice or show of hands, but a ballot may be demanded provided that such a demand is supported by at least one-third of the Members present.
- 7.11 Upon any question arising at a General Meeting of GOVIS, a Member has one vote only unless:
 - 7.11.1 if more than 50% of Members present are from the same Member Agency, then 7.11 does not apply. Instead each Member Agency will have one vote only.
- 7.12 Proxy votes shall not be accepted.
- 7.13 In the event of a tied vote, the Chairperson of the Meeting is entitled to cast a second or casting vote.
- 7.14 A Member is not entitled to vote at any General Meeting unless all monies due and payable by their Member Agency to GOVIS have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 7.15 A Member wishing to bring any motion before a General Meeting shall give notice of this motion in writing to the Secretary at least seven (7) days prior to the meeting's scheduled date.

8. COMMITTEE OF MANAGEMENT

- 8.1 A Committee of Management constituted as defined in Rule 8.3 shall manage the affairs of GOVIS.

The Committee:

- 8.1.1 shall control and manage the business and affairs of GOVIS;
- 8.1.2 may, subject to these Rules, the Regulations and any Act of Parliament, exercise all such powers and functions as may be exercised by GOVIS other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of GOVIS;
- 8.1.3 may, subject to these Rules, the Regulations and any Act of Parliament, perform all such acts as appear to the Committee to be essential for the proper management of the business and affairs of GOVIS; and

- 8.1.4 may, from time to time, for any reason or purpose, appoint two or more Members of GOVIS as a Sub-Committee of GOVIS but such Sub-Committee of GOVIS shall:
 - 8.1.4.1 exist only at the pleasure of the Committee which may revoke its appointment at any time; and
 - 8.1.4.2 have power only to make recommendations to the Committee unless otherwise directed by the management committee.
- 8.1.5 may, from time to time, be required to consider applications for membership under section 5.1.2 of the constitution. The committee shall use the following guidelines in its deliberations;
 - 8.1.5.1 GOVIS members are 100% government owned organisations that face similar issues in a public service context, and that wish to work together collaboratively for the good of government as a whole.
 - 8.1.5.2 Granting membership to an organisation must not detract from the perception of GOVIS as vendor-independent, or restrict GOVIS' ability to provide its core services and functions to its members.
 - 8.1.5.3 In particular an organisation's membership must not constrain GOVIS in its constitutional objective: 'To provide an environment for the free and frank expression of opinions by or between members, in the course of their duties, within the principles of the Public Service code of conduct.
- 8.2 The Officers of GOVIS shall be:
 - 8.2.1 a President;
 - 8.2.2 a Treasurer;
 - 8.2.3 a Secretary; and
 - 8.2.4 a Vice President:
- 8.3 The Committee shall consist of the Officers of GOVIS and a minimum three ordinary Members, each of whom shall be elected at the Annual General Meeting of GOVIS in each year.
- 8.4 Any positions described above can be individually or collectively combined in one individual.
- 8.5 In the event of a vacancy in any Committee position, the Committee may appoint a Member of GOVIS to fill the vacancy.
- 8.6 Each Officer of GOVIS, or ordinary Committee member of GOVIS, shall hold office until the next Annual General Meeting after the date of their election or appointment. There are no restrictions on an Officer or Committee member standing for re-election.

9. ELECTION OF OFFICERS AND VACANCY

- 9.1 Nominations of candidates for election as officers of GOVIS, or as ordinary members of the Committee:
 - 9.1.1 shall be made in writing, signed by a Member of GOVIS and accompanied by the written consent of the candidate; and
 - 9.1.2 shall be delivered to the Secretary of GOVIS before the start of the Annual General Meeting.
- 9.2 If insufficient nominations are received to fill all vacancies on the Committee, further nominations shall be received at the Annual General Meeting.
- 9.4 A ballot shall be held for all offices and Committee positions.
- 9.5 For the purposes of these Rules, the office of an Officer of GOVIS or of an ordinary member of the Committee becomes vacant if the Officer or member:
 - 9.5.1 Ceases to be a Member of GOVIS; or
 - 9.5.2 becomes an insolvent under administration; or
 - 9.5.3 resigns their office by notice in writing given to either the Secretary or President; or
 - 9.5.4 fails to attend 3 Committee Meetings in succession without apologies or having been granted leave of absence by resolution of the Committee.
- 9.6 All nominees must be Members of GOVIS.

10. PROCEEDINGS OF COMMITTEE

- 10.1 The Committee shall meet at such place and times as the Committee may determine.
- 10.2 Special Meetings of the Committee may be convened by the President or two other Committee members.
- 10.3 Notice shall be given to members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 10.4 A quorum at a Committee Meeting shall be 3 Committee members or Officers.
- 10.5 No business shall be transacted unless a quorum is present and if within 30 minutes of the appointed time for the meeting a quorum is not present, the meeting shall be adjourned until another time and place to be decided at the adjourned meeting. The date and time of the new meeting will be notified to the absent Members before the new meeting date.

- 10.6 At meetings of the Committee, the President shall preside, or in the absence of the President, any other Committee member.
- 10.7 Questions arising at a Committee Meeting shall be determined in the same manner as at General Meetings.
- 10.8 Each Committee member present at any Committee Meeting of GOVIS is entitled to one vote. In the event of a tied vote, the person presiding may exercise a second or casting vote.
- 10.9 Unless the place, date and time of the next Committee Meeting has been agreed at a previous meeting, notice of the date, place and time shall be served on each member of the Committee at least 48 hours before the date of the meeting.
- 10.10 Subject to a quorum, the Committee may act notwithstanding any vacancy on the Committee.

11. DUTIES OF OFFICERS

11.1 President

- 11.1.1 To act as a Chairperson at all meetings of GOVIS.
- 11.1.2 To act as spokesperson for GOVIS.
- 11.1.3 To ensure that the business of GOVIS is conducted in a proper manner and that the requirements of the Act are complied with.
- 11.1.4 To be responsible for forward planning of GOVIS meetings.
- 11.1.5 To develop and recommend policy to GOVIS.
- 11.1.6 To maintain contact with affiliated bodies and other groups with similar interests to GOVIS.

11.2 Secretary

- 11.2.1 To keep minutes of the proceedings of each Committee Meeting together with a record of persons present
- 11.2.2 To record the names of persons present at General Meetings and to take and distribute minutes of those meetings to Members as instructed by the Committee.
- 11.2.3 To receive all incoming correspondence, and to be responsible for all outgoing correspondence unless that task is specifically delegated to another person at a GOVIS Meeting.
- 11.2.4 To ensure that all copies of incoming and outgoing correspondence are tabled at the next GOVIS meeting except that noted under 11.2.3 which shall be the responsibility of the delegated person.

- 11.2.5 In conjunction with the President to prepare an Agenda for every meeting and to ensure that all items left unresolved from previous meetings appear on the Agenda until resolved.
- 11.2.6 To keep a record of resolutions of GOVIS. This record to show the exact wording of the motion, the name of the proposer and seconder together with a declaration of the result.
- 11.2.7 Except as otherwise provided in these Rules, the Secretary shall keep in their custody, or under their control, all books, documents and securities of GOVIS.
- 11.2.8 To notify Members of meeting dates as specified in these Rules.
- 11.2.9 To keep the Register of Members as described in these Rules.

11.3 Treasurer

- 11.3.1 To collect and receive all monies due to GOVIS and to make all payments authorised by GOVIS.
- 11.3.2 To keep correct accounts and books showing the financial affairs of GOVIS with full details of all receipts and expenditure connected with the activities of GOVIS.
- 11.3.3 To make the books of GOVIS available to Members on demand.
- 11.3.4 To present a financial report of the affairs of GOVIS showing income and expenses since the last meeting. To report figures for cash at bank, and outstanding liabilities at each meeting.
- 11.3.5 The Treasurer shall have the absolute veto of any expenditure that exceeds the current assets of GOVIS.
- 11.3.6 To reimburse any Member for expenses properly incurred on behalf of GOVIS promptly on submission of those receipted expenses.
- 11.3.7 To ensure the intellectual property rights of GOVIS are protected in any contracted work.
- 11.4 The vice-president is to assume the duties of President in their absence.

12. REMOVAL OF A MEMBER OF COMMITTEE

- 12.1 GOVIS in General Meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another Member in their stead to hold office until the next Annual General Meeting.
- 12.2 A Member to whom a resolution under Section 12.1 refers may address the General Meeting, either before or after the vote on that resolution, or make written representations to the Secretary or President of GOVIS and request that these be notified to the Members of GOVIS.

- 12.3 The Secretary or President may send a copy of these representations to each Member of GOVIS, or, if they are not sent, the Member may require that they are read out at the first available General Meeting of GOVIS.

13. CHEQUES

- 13.1 The Treasurer and one other Officer shall sign all cheques or other negotiable instruments of GOVIS. If the office of Treasurer is vacant, any two Officers may sign.
- 13.2 No cheques will be pre-signed. If necessary to approve payment, the Treasurer will include the signed cheque, a copy of the invoice and a stamped, addressed envelope of the debtor, for the second signatory.

14. SEAL

- 14.1 The Secretary shall keep the Common Seal of GOVIS.
- 14.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the signatures of two members of the Committee shall attest to the affixing of the Common Seal.

15. ALTERATION OF CONSTITUTION AND RULES

- 15.1 These Rules may only be altered at the Annual General Meeting or a General Meeting of GOVIS called for that purpose.
- 15.3 Notwithstanding 15.1 no addition or alteration in these Rules shall be made in respect of 18 (Non Profit Body).
- 15.4 A simple majority of votes is required to effect a change to these Rules.
- 15.5 Proposed amendments to these Rules may be put forward to the Committee by any Member, and shall be advised to all Members as part of the notice of the General Meeting at which the amendments will be voted on.
- 15.6 In the event that GOVIS Incorporated is incorporated as an incorporated society under the Act with substantially similar objects to those set out in Rule 3, the Committee will undertake the following steps:
- 15.6.1 transfer GOVIS' assets and liabilities to GOVIS Incorporated; and
- 15.6.2 novate all agreements to which GOVIS is a party to GOVIS Incorporated, or arrange for GOVIS Incorporated to become responsible for all of GOVIS' obligations under such agreements; and
- 15.6.3 take all other actions which the Committee considers necessary to ensure

any other obligations of GOVIS are transferred to GOVIS Incorporated or otherwise brought to an end.

- 15.7 On completion of the steps in rule 15.6, GOVIS will cease to exist. The Committee will advise all Member Agencies and Members when GOVIS ceases to exist.

16. NOTICES

- 16.1 A notice may be served by or on behalf of GOVIS upon any Member Agency, either personally or by sending it by post to the Member Agency at their address on the Register of Member Agencies.
- 16.2 Where a document is properly addressed, pre-paid, and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

17. WINDING UP OR DISSOLUTION

- 17.1 GOVIS shall be dissolved voluntarily if:
 - 17.1.1 Members pass a resolution at a General Meeting requiring that GOVIS be dissolved from an agreed date, and appointing an agent (such as GOVIS's auditor) to act as liquidator, and this resolution is carried by a simple majority of all voting Members; and
 - 17.1.2 the resolution to dissolve GOVIS is confirmed by a simple majority of all voting Members at a subsequent General Meeting called together for that purpose, held not earlier than thirty (30) days after the date on which the first resolution was passed.
- 17.2 In the event of the voluntary winding up of GOVIS or its dissolution by the Registrar of Incorporated Societies (should GOVIS have become an Incorporated society giving the Registrar such powers) , the property of GOVIS shall be realised and, after payment of all debts and liabilities of GOVIS, the surplus, if any, shall be disposed of in equal proportions to all current member agencies in such a manner as the persons who comprise the Committee at the date of such winding up shall by resolution determine provided that any surplus or assets shall not be distributed in such a manner as will provide a pecuniary gain to any person who has been a Member of GOVIS.

18. NON PROFIT BODY

All funds and assets held by GOVIS shall be used for the promotion of the purposes of GOVIS as set out in Section 3. No Member shall be entitled to any profit or gain from GOVIS either by way of money or property. Notwithstanding the above a Member may be reimbursed by GOVIS for any reasonable costs incurred by the Member on behalf of GOVIS.

19. PRIVACY

- 19.1 The register of Member Agencies will be made publicly available.
- 19.2 Details of individual Members shall remain the property of GOVIS and will not be released to any third party save as required by law. Nor shall any Member use the tools, intellectual property or benefits of GOVIS for purposes not directly related to the functions of GOVIS. All sources of data supplied to GOVIS and marked "In Confidence" shall remain the confidential property of GOVIS and shall not be released to any third party.

20. AUTHORISATION.

This version of the constitution dated October 2007 was approved by the 2007 Annual General Meeting of GOVIS by a majority vote of member's present. This version of the constitution remains valid until superseded according to the rules contained within this constitution.

Signed by :

Mike Pearson (President)

Rob McNie (Secretary)

David Fitzgerald-Irons (Treasurer)

Common Seal of GOVIS.