

# RULES OF GOVIS INCORPORATED

**SIGNED** as a true copy of the rules of  
GOVIS Incorporated, adopted at a general  
meeting held on 23 September 2025

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Member

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Member

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Member

# RULES OF GOVIS INCORPORATED

## 1. NAME

- 1.1. The name of the society is GOVIS Incorporated.

## 2. INTERPRETATION

- 2.1. In these Rules, unless the contrary intention appears:

- 2.1.1. "Chairperson" means the person appointed to lead general meetings under Rule 8.8.
- 2.1.2. "Committee" means the committee of Officers and other Committee members appointed in accordance with Rule 10.4.
- 2.1.3. "Contact Person" means a person appointed under Rule 10.14 to communicate with the Registrar of Incorporated Societies.
- 2.1.4. "Conflict of Interest" for any individual, means the individual's personal, business or employment interests or obligations do or could conflict, or be perceived to conflict, with the objects of GOVIS in Rule 3. A Conflict of Interest may be:
- actual, where the conflict currently exists;
  - potential, where the conflict is about to happen or could happen; or
  - perceived, where other people may reasonably think a conflict exists.
- 2.1.5. "Financial Year" means a year ending on 30 June.
- 2.1.6. "General Meeting" means an Annual General Meeting or a Special General Meeting of Members convened in accordance with Rule 8.5.
- 2.1.7. "GOVIS" means GOVIS Incorporated.
- 2.1.8. "Member" means a person who supports GOVIS' purpose and is either 1) an employee of a Registered Agency who has been nominated by that Registered Agency to receive Member Benefits from GOVIS; or is 2) someone not employed by a Registered Agency, who has paid the required subscription.
- 2.1.9. "Member Benefits" means the benefits afforded to Registered Agencies by GOVIS for example free, discounted or preferential access to events, event recordings, or online forums; and voting rights at the AGM.
- 2.1.10. "Officer" means any member of the Committee who holds any of the additional responsibilities under Rule 10.2 or Rule 10.3, and who meets the eligibility criteria set out in Section 47 of the Act.
- 2.1.11. "President" means the person appointed to that position under Rule 10.4.

- 2.1.12. "Register of Interests" means the register of interests of Committee Officers and Committee Members.
- 2.1.13. "Register of Members" means the legally required record of Members' names, contact details, and dates of admission.
- 2.1.14. "Registered Agency" means a public sector body, including but not limited to departments, Crown entities, local authorities, tertiary education institutions, publicly funded research institutions, or any other organisation whose core function serves a public good; who is approved by the Committee and who has paid the required agency registration fee. Each Registered Agency must provide a nominated Agency Representative, who is responsible for determining who in their agency should have their GOVIS Membership paid for by the Agency, who holds the relationship with GOVIS on behalf of their agency, and who is the key contact for communications and invoices from GOVIS. Note that only Members from Registered Agencies may have voting rights at the AGM.
- 2.1.15. "Secretary" means the person appointed to that position under Rule 10.4.
- 2.1.16. "The Act" means the **Incorporated Societies Act 2022**.
- 2.1.17. "Treasurer" means the person appointed to that position under Rule 10.4.

### 3. OBJECTIVES OF GOVIS

- 3.1. The objectives of GOVIS are to encourage discussion on Digital-related topics, to improve the cost-effectiveness and use of Digital by actual and/or potential Registered Agencies, and to encourage a common approach to open systems by actual and/or potential Registered Agencies by:
- 3.1.1. Promoting and facilitating networking, liaison and cooperation between actual and potential Registered Agencies.
- 3.1.2. Providing services to Members, including in the form of:
- Fostering special interest groups which conduct regular forums for information sharing and dissemination between interested Members.
  - Organising and managing special events, including conferences, intended for the communication of ideas and knowledge sharing between Members and other conference participants.
  - Managing a website and various other digital communications tools including topic-specific online channels for knowledge sharing and day-to-day communications.
  - Supporting the professional development and training of Members.
  - Supporting the development of technical standards.
- 3.1.3. Providing 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 Commission's Standards of Integrity and Conduct (the Code). This includes advocating within industry and the Public Service for ideas and approaches that directly support these objectives.

3.1.4. Encouraging participation from across central and local government, the education and research sector, other public-serving agencies and civil society to promote cross-sector collaboration and knowledge sharing.

3.1.5. Undertaking any other activities as may be approved by the Committee.

## 4. POWERS

4.1. GOVIS shall have all the functions and powers of a body corporate and the Committee is able to do such things as are incidental or conducive to the attainment of the objects in Rule 3, including the following:

4.1.1. To acquire, maintain, develop, dispose of, let, lease, hire or rent real or personal property.

4.1.2. To make, draw, accept, endorse, or negotiate promissory notes, bills of exchange, or other negotiable instruments.

4.1.3. To invest money of GOVIS and to deal with investments so made in such manner as the Committee thinks fit.

4.2. The funds of GOVIS shall be derived from annual subscriptions, event registrations, sponsorship, donations and such other sources as the Committee determines. GOVIS does not have the power to borrow additional funds.

## 5. MEMBERSHIP ELIGIBILITY

5.1. The following entities or individuals may apply to become a Member of GOVIS:

5.1.1. Any person who supports GOVIS's purpose and has paid the required subscription (or has had this paid on their behalf where their employer is a Registered Agency). Note that employment at a public sector body is not required for membership.

5.1.2. All applicants must apply to GOVIS. They will need to declare any conflicts of interest, state their support for the Objectives of GOVIS, and agree to abide by the GOVIS Constitution.

5.1.3. Public service organisations may support GOVIS by becoming Registered Agencies, where they pay for a defined number of their employees to become Members (a range of options are available).

5.2. Each applicant must provide their:

5.2.1. Full name

5.2.2. Date of admission

5.2.3. Physical address

- 5.2.4. Email address
  - 5.2.5. Phone number
  - 5.2.6. Any other information the Secretary reasonably requires and must notify the Secretary of any changes to their information during the period of their membership.
- 5.3. The Secretary shall confirm eligibility and, if approved, promptly enter the applicant's details in the Register of Members.
  - 5.4. Members that have been expelled will only be re-admitted at the discretion of the Committee.

## 6. MEMBER SUBSCRIPTIONS

- 6.1. Members must pay an annual subscription as set at the Annual General Meeting (AGM).
- 6.2. All membership periods are aligned to the calendar year, starting on 1 January, and ending on 31 December.
- 6.3. Subscriptions that are invoiced to Members relate to membership in the calendar year of the next AGM. Typically GOVIS will invoice current Members in January-March, for the renewal of their membership in that calendar year.
- 6.4. Subscriptions must be paid within two months of invoicing. Failure on the part of Members or their Agency Representatives to pay may result in removal from the Register of Members under Rule 7.
- 6.5. Subscription payments made part-way through a calendar year will not be pro-rated or carried over into the next calendar year.
- 6.6. Subscription payments will be recorded by the Treasurer in the Register of Members and reported at the AGM.
- 6.7. The Committee has discretion to approve or decline new membership applications based on GOVIS' objectives and resource availability.
- 6.8. Members may resign before the end of the financial year by notifying the Treasurer in writing. Refunds of subscriptions are not guaranteed.
- 6.9. Agency Representatives may purchase an Agency Subscription, which establishes them as a Registered Agency and conveys membership on a named set of their employees. Note that:
  - 6.9.1. The Committee reserves the right to offer a scaled set of subscription rates for Agency Representatives to choose from, in proportion to the number of their employees whom they wish to be Members. Any such scaled set of subscription rates must be approved by resolution at a General Meeting.

- 6.9.2. Agency Subscriptions are only available to public sector bodies. These include but are not limited to departments, Crown entities, local authorities, tertiary education institutions, publicly funded research institutions, or any other organisation whose core function serves a public good and is approved by the Committee.
- 6.9.3. Upon purchasing an Agency Subscription, GOVIS will take a record of the contact details of the Agency Representative, and any other relevant contacts at that agency, for the purposes of communicating with that Agency about which Members they wish to nominate and for the payment of their subscription.

## 7. RESIGNATION AND EXPULSION OF MEMBERS

- 7.1. A Member may resign from GOVIS by giving written notice to the Secretary. Resignation takes immediate effect and will be recorded in the Register of Members.
- 7.2. A Member will be deemed to have resigned if they (or their Agency Representative, if they hold membership via a Registered Agency) fail to pay their annual subscription within two months of being invoiced, and a further month after a reminder is issued.
- 7.3. The Committee may expel or suspend a Member if:
  - 7.3.1. The Member has refused or neglected to comply with these Rules;
  - 7.3.2. The Member has engaged in conduct unbecoming or prejudicial to the interests of GOVIS.
- 7.4. Before making any decision under Rule 7.3, the Committee must:
  - 7.4.1. Provide the Member with at least 14 days' written notice of the meeting and the matters to be discussed;
  - 7.4.2. Allow the Member to submit a written response, or to appear in person or via a video call to address the Committee;
  - 7.4.3. Conduct the meeting in accordance with principles of natural justice.
- 7.5. Decisions of the Committee under Rule 7.3 shall be final, provided Rule 7.4 is followed.

## 8. GENERAL MEETINGS

- 8.1. GOVIS shall hold an Annual General Meeting (AGM) within six months after the end of each Financial Year, on a date set by the Committee.
- 8.2. The ordinary business of the AGM shall include:
  - 8.2.1. Confirming the minutes of the previous AGM;
  - 8.2.2. Receiving the Officers' reports for the prior Financial Year;

- 8.2.3. Electing the Officers and Committee;
  - 8.2.4. Considering the financial statement for submission to the Registrar of Incorporated Societies;
  - 8.2.5. Appointing an auditor (if required);
  - 8.2.6. Setting subscription fees.
- 8.3. The AGM may transact any additional business.
  - 8.4. Special General Meetings may be held if called by the Committee or upon written request from at least 10% of Members.
  - 8.5. Members must be given at least 21 days' written notice of any General Meeting, including the date, time, place, and nature of business.
  - 8.6. Any interested individual may attend a General Meeting. Speaking rights for non-members are at the discretion of the Chairperson.
  - 8.7. A quorum is five Members, who are currently employed at five different Registered Agencies.
  - 8.8. The President shall chair the meeting. If the President is not present, the Members shall elect a Chairperson who will act as President for the duration of the meeting.
  - 8.9. Minutes of all General Meetings must be recorded and ratified at the next meeting.
  - 8.10. Voting shall be by voice or show of hands unless a ballot is requested by at least one-third of Members present.
  - 8.11. Resolutions pass by simple majority unless otherwise stated.
  - 8.12. Each Member has one vote.
  - 8.13. Proxy votes shall not be accepted at General Meetings. This ensures that all voting reflects the views of actively participating Members and promotes transparency and direct engagement in decision-making.
  - 8.14. In the event of a tie, the President has a casting vote.
  - 8.15. A Member may not vote if their subscription remains unpaid for the current calendar year at the time of AGM.
  - 8.16. Members must submit motions in writing at least seven days before the meeting. Any motions submitted after this time will only be discussed at the discretion of the Chairperson.
  - 8.17. GOVIS may choose to limit in-person attendance at General Meetings to current Members or specifically invited guests, in line with the requirements of the venue. This may be managed through the registration process.

## 9. ELECTION OF OFFICERS AND VACANCY

- 9.1. Nominations for Committee positions (Officer or ordinary Committee Member), may be delivered to the Secretary before the start of the AGM in writing (provided the nominee has provided their written consent). Alternatively, they may be made at the AGM.
- 9.2. All nominees must be current Members at the time of the AGM.
- 9.3. All nominees must disclose any relevant conflicts of interest at the AGM prior to voting.
- 9.4. A ballot shall be held for all Committee Member positions.
- 9.5. If there are insufficient nominations to fill any vacancies for the three required Officer roles, the incumbent individuals will be requested to serve for another year in those roles.
- 9.6. Less than 50% of the incoming Committee may be employed by a single Registered Agency.

## 10. COMMITTEE

- 10.1. The Committee, as defined in Rule 10.4:
  - 10.1.1. Shall control and manage the business and affairs of GOVIS.
  - 10.1.2. May, subject to these Rules and the Incorporated Societies Act 2022, exercise all powers except those reserved for Members at General Meetings.
  - 10.1.3. May do all things it considers necessary for the proper administration of GOVIS.
  - 10.1.4. May appoint sub-committees consisting of Members. Note that:
    - Sub-committees exist at the Committee's discretion and may be dissolved at any time.
    - Sub-committees may only make recommendations unless given delegated authority.
- 10.2. At a minimum, GOVIS shall have the following set of required Officer roles:
  - 10.2.1. President;
  - 10.2.2. Treasurer;
  - 10.2.3. Secretary.
- 10.3. GOVIS may appoint additional discretionary Officer roles. The configuration of these roles may be changed by resolution at the AGM each year to suit the



GOVIS's changing capabilities and needs. For example, discretionary Officer roles may include:

- 10.3.1. Events Manager;
  - 10.3.2. Memberships Manager;
  - 10.3.3. Partnerships Manager;
  - 10.3.4. Website Manager.
- 10.4. The Committee shall consist of at least the three required Officers in Rule 10.2, as well as any additional Committee Officers and/or Members. Note that each Officer role must be held by a different person.
- 10.5. All Committee Officers and Committee Members must be Members of GOVIS.
- 10.6. The President must be employed in the New Zealand Public Service at the time of their election at the AGM (note that this excludes any contractors, consultants or private sector employees).
- 10.7. Any Member of GOVIS may join the Committee at the AGM as an Officer (excepting the President) or a Member, regardless of whether they are currently employed in the New Zealand Public Service.
- 10.8. A Committee Member's position becomes vacant if they:
- 10.8.1. Cease to be a Member of GOVIS;
  - 10.8.2. Become disqualified under the Act (e.g. bankrupt);
  - 10.8.3. Resign by written notice to the Secretary or President;
  - 10.8.4. Miss three consecutive Committee meetings without approved leave or apologies, and having been reminded of this requirement ahead of the third meeting.
- 10.9. Committee Members may only be elected at the AGM, except in the event of an Officer role becoming vacant where the Committee may appoint another Committee Member to fill the vacancy until the next AGM.
- 10.10. Any Committee position may be held individually or jointly, at the discretion of the AGM.
- 10.11. Each Committee Member shall serve until the next AGM and may stand for re-election without restriction.
- 10.12. Each Committee Officer and Member must:
- 10.12.1. Sign a statement committing to the objectives of GOVIS;

- 10.12.2. Declare all actual, potential, or perceived conflicts of interest and have any conflicts recorded in a Register of Interests, maintained by the Secretary;
- 10.12.3. Not be disqualified under Section 47 of the Incorporated Societies Act 2022.
- 10.13. The Committee may invite any GOVIS Member to at any time to attend Committee meetings as an observer. This is intended as a way of informally introducing Members to the role of the Committee outside of an AGM. Observers cannot vote in Committee meetings and are expected to fully join the Committee at the next AGM, if they are to continue participating in the Committee.
- 10.14. The Committee must appoint at least one and no more than three Contact Persons to liaise with the Registrar of Incorporated Societies. The default Contact Person is the Secretary of GOVIS.

## 11. PROCEEDINGS OF COMMITTEE

- 11.1. The Committee shall meet at such times and places as it determines.
- 11.2. The Secretary must give at least 48 hours' notice of any meetings to Committee Members.
- 11.3. Special meetings may be called by the President or any two Committee Members.
- 11.4. Notices of special meetings must specify the nature of the business. No other business may be transacted.
- 11.5. A quorum is three Committee Members. If not met within 30 minutes, the meeting is adjourned and rescheduled. The new date and time must be notified to all Committee Members.
- 11.6. The Committee may act despite vacancies, provided a quorum is present.
- 11.7. The President chairs Committee meetings. If absent they may nominate another Committee Member. If the President does not do this, then another Committee Member may be elected as the meeting chair by those present.
- 11.8. Committee meeting decisions shall be determined by majority vote, as per General Meeting rules.
- 11.9. Each Committee Member has one vote. The chairperson has a casting vote in the event of a tie.
- 11.10. Committee Members may participate in discussions where they have a relevant conflict of interest. However they must remind the Committee of the conflict of interest, and may not vote on the matter unless the remaining disinterested Committee Members unanimously agree.
- 11.11. If more than 50% of Committee Members are conflicted on a matter, the matter must be referred to a Special General Meeting for resolution.

## 12. DUTIES OF OFFICERS

### 12.1. The duties of the President are:

- 12.1.1. To chair all meetings of GOVIS;
- 12.1.2. To act as primary spokesperson for GOVIS;
- 12.1.3. To ensure GOVIS business is conducted properly and in compliance with these Rules and the Act;
- 12.1.4. To lead GOVIS' strategic planning;
- 12.1.5. To develop and recommend policy to the Committee and Members;
- 12.1.6. To maintain engagement with affiliated and peer organisations.

### 12.2. The duties of the Secretary are:

- 12.2.1. To keep minutes of Committee meetings, including attendance;
- 12.2.2. To record attendance and minutes at General Meetings and distribute them as directed;
- 12.2.3. To manage all correspondence, unless otherwise delegated;
- 12.2.4. To table relevant correspondence at Committee meetings unless otherwise delegated;
- 12.2.5. To prepare meeting agendas with the President and carry forward unresolved items;
- 12.2.6. To maintain records of all Committee and General Meeting resolutions, including motion wording, proposer, seconder, and outcome;
- 12.2.7. To maintain the Register of Interests for Committee Officers and Committee Members;
- 12.2.8. To maintain two or more contacts for each Registered Agency, including the contact details of the Agency Representative;
- 12.2.9. To maintain a list of people who are interested in GOVIS (e.g. a general-purpose mailing list);
- 12.2.10. To maintain the Register of Members in compliance with the Act. This includes recording for each Member:
  - Full name;
  - Date of admission;
  - Physical address;

- Email address;
  - Phone number (if available);
  - Name of Registered Agency (if applicable);
  - Whether the member has voting rights;
- 12.2.11. To ensure the safekeeping of GOVIS records, except where specified otherwise;
- 12.2.12. To notify Members of meetings in accordance with these Rules.
- 12.3. The duties of the Treasurer are:
- 12.3.1. To manage GOVIS funds and authorise payments in accordance with these Rules;
  - 12.3.2. To maintain complete financial records of GOVIS;
  - 12.3.3. To make financial records available to Members on request;
  - 12.3.4. To present a financial report at each AGM, showing income, expenses, assets, and liabilities;
  - 12.3.5. To veto proposed expenditure that would exceed GOVIS' available funds;
  - 12.3.6. To reimburse Members for properly receipted expenses promptly;
  - 12.3.7. To ensure GOVIS' intellectual property rights are protected in contracts;
  - 12.3.8. To notify Members of subscription renewals.

## 13. REMOVAL OF A MEMBER OF THE COMMITTEE

- 13.1. Any Member of the Committee (including any Committee Officer or Committee Member) may be removed from office before the end of their term in either of the following ways:
- 13.1.1. By ordinary resolution at a General Meeting. The General Meeting may appoint another Member to fill the vacancy until the next AGM.
  - 13.1.2. By Committee resolution, if the Committee Member has:
    - Failed to attend three consecutive Committee meetings without approved leave or apology and has been reminded of this requirement ahead of the third meeting; and
    - The removal is recorded in the meeting minutes and receives a vote in support by at least two-thirds of the Committee Members present.
- 13.2. A Committee Member subject to removal under either clause may:

- 13.2.1. Address the General Meeting or Committee (as applicable) before or after the vote; and/or
- 13.2.2. Submit written representations to the Secretary or President requesting circulation to the Committee.
- 13.3. If written representations are not circulated, any Member or Committee Member (as applicable) may request they be read aloud during the meeting where removal is considered.

## 14. GOVIS FUNDS

- 14.1. GOVIS' funds shall be used solely for achieving the society's objects set out in Rule 3. It must not operate for the financial gain of any of its Members. The Committee shall oversee and approve all use of funds, including any investments.
- 14.2. All payments made by GOVIS must be authorised by the Treasurer and one other Officer. If the Treasurer role is vacant (or if the payment is to reimburse the Treasurer for a properly receipted expense), authorisation may be by any two Committee Members.
- 14.3. No payment authorisations may be pre-signed. Where a second signatory is not physically available, the Treasurer must provide:
  - 14.3.1. The digital payment request;
  - 14.3.2. A copy of the invoice; and
  - 14.3.3. Clear approval documentation to support the transaction.

## 15. ALTERATION OF RULES

- 15.1. These Rules may only be altered at an Annual General Meeting or at a General Meeting called for that purpose. A simple majority of votes is required to effect an alteration. No alteration takes effect until it is registered or notified to the Registrar of Incorporated Societies, in accordance with the Act.
- 15.2. Notwithstanding Rules 8.12 and 15.1, no alteration shall be made to the following three rules unless approved by a special majority vote of at least 80% of Members in attendance at the AGM or General Meeting. Any such alteration must also remain compliant with the Act.
  - 15.2.1. Rule 15.2 (this rule)
  - 15.2.2. Rule 17 (Winding Up, Liquidation or Dissolution)
  - 15.2.3. Rule 19 (No Pecuniary Gain)
- 15.3. Proposed amendments to these Rules may be submitted to the Committee by any Member and shall be included in the notice of the General Meeting at which the amendments will be considered.

## 16. NOTICES

16.1. A notice may be served or sent by or on behalf of GOVIS to:

- 16.1.1. A Member, using their contact details listed in the Register of Members; or
- 16.1.2. Any person involved in GOVIS business, using contact information provided to the Committee for that purpose.

16.2. Notices sent by electronic means are deemed received on the day they leave the sender's telecommunications device (or, if sent using the same system, when sent).

## 17. WINDING UP, LIQUIDATION OR DISSOLUTION

17.1. GOVIS may be dissolved voluntarily if:

- 17.1.1. A resolution is passed at a General Meeting, by a simple majority of Members entitled to vote, approving the dissolution from an agreed date and appointing a liquidator or agent to wind up the affairs of the society; and
- 17.1.2. The resolution is confirmed by a simple majority at a subsequent General Meeting, held not less than 30 days after the first resolution.

17.2. On winding up, liquidation or dissolution of GOVIS, all assets remaining after payment of debts and liabilities shall be transferred to one or more not-for-profit organisations:

- 17.2.1. With purposes similar to GOVIS;
- 17.2.2. As determined by resolution of the Committee at the time of winding up;
- 17.2.3. Provided that no assets shall be distributed to any current or former Member for personal gain.

## 18. NO PECUNIARY GAIN

18.1. No Member shall be entitled to any personal profit or gain from GOVIS, either directly or indirectly, by way of money, property, or other benefits.

18.2. Notwithstanding Rule 15.2, in no event may any surplus or assets of GOVIS be distributed on its winding up, liquidation or dissolution in a way that provides any pecuniary gain to any current or former Member.

18.3. Members may be reimbursed for reasonable costs incurred on behalf of GOVIS, provided such expenses are authorised and properly receipted.

## 19. PRIVACY AND CONFIDENTIAL INFORMATION

19.1. GOVIS will not disclose to any third party, except as required by law or if the information is already in the public domain:

- 19.1.1. The personal information of Members – except for where this is necessary to organise events (in which case only the minimum amount of information required for purpose of organising that specific event will be shared);
- 19.1.2. Information marked “In Confidence”, unless the provider of the information agrees otherwise.
- 19.2. The Register of Members will not be publicly available but will be provided to the Registrar of Incorporated Societies upon request or as required by law.
- 19.3. No Member may use GOVIS tools, intellectual property, or benefits for purposes unrelated to the objects of GOVIS.

## 20. DISPUTE RESOLUTION

- 20.1. A dispute is defined as a conflict, complaint, or grievance raised by or about a Member, Officer, or the Committee relating to GOVIS affairs, including governance, conduct, or interpretation of these Rules.
- 20.2. A Member may raise a dispute by submitting a written complaint to the President or Secretary. If the dispute involves either of these Officers, the complaint must be submitted to the other.
- 20.3. The parties must attempt to resolve the dispute informally in the first instance. If unsuccessful, the Committee will determine whether a formal process is required.
- 20.4. Any person who is the subject of a dispute has a right to be heard. This means they must be:
  - 20.4.1. Informed of the allegations against them;
  - 20.4.2. Given an opportunity to provide a written or verbal response; and
  - 20.4.3. Accompanied by a support person if desired.
- 20.5. The Committee may decide the outcome of the dispute, or appoint a Disputes Panel or independent person to do so. Any person involved in the dispute must recuse themselves from voting.
- 20.6. The outcome of the decision must be communicated in writing to all parties, with reasons. Any remedial action, warning, suspension, or expulsion must comply with Rule 7.
- 20.7. The Committee’s decision is final and binding, subject to compliance with natural justice principles.