

RULES OF GOVIS INCORPORATED

SIGNED as a true copy of the rules of GOVIS Incorporated, adopted at a general meeting held on September 4 2014

Member

Member

Member

RULES OF GOVIS INCORPORATED

1. NAME

The name of the society is GOVIS Incorporated.

2. INTERPRETATION

In these Rules, unless the contrary intention appears:

Associate Agency means an organisation described in Rule 7.5:

- that was an Associate Agency at the date these Rules were adopted or has subsequently paid an annual subscription to GOVIS in accordance with Rule 7.6; and
- whose payment of subsequent annual subscriptions is not overdue in accordance with Rule 7.7;

Chairperson means the person appointed under Rule 8.8;

Committee means the committee appointed in accordance with Rule 9.3;

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.

As GOVIS seeks to be vendor neutral, a Conflict of Interest is likely to arise where the individual has a role in any private sector organisation that supplies IT or IM goods or services (including consulting).

Financial Year means a year ending on 30 June;

General Meeting means an Annual General Meeting or a Special General Meeting of Members convened in accordance with Rule 8.5;

GOVIS means GOVIS Incorporated;

Honorary Member	means any individual: <ul style="list-style-type: none"> • who has been accepted as an Honorary Member in accordance with Rule 5; • who has not resigned or had their membership revoked under Rule 6; and • whose payment of annual subscriptions is not overdue in accordance with Rule 7.8;
Member	means an Ordinary Member or Honorary Member;
Officer	means one of the officers of GOVIS in Rule 9.2 and, in the case of the first of such Officers, means the person holding that position at the date these Rules were adopted;
Ordinary Member	means any employee of or individual contractor for a Subscribing Agency who: <ul style="list-style-type: none"> • was a Member at the date these Rules were adopted or has subsequently been accepted as an Ordinary Member in accordance with Rule 5; and • has not resigned or had their membership revoked under Rule 6;
President	means the person appointed to that position under Rule 9.3;
Register of Members	means a register containing: <ul style="list-style-type: none"> • the names and addresses of Members; • the dates they became Members; • their status as: <ul style="list-style-type: none"> ○ employee of or contractor for a Subscribing Agency (for Ordinary Members); or ○ Honorary Member; and • such other information as the Committee may require;

Register of Agencies means a register containing:

- the names and addresses of the Subscribing Agencies or Associated Agencies;
- details of the annual subscriptions they have paid; and
- such other information as the Committee may require.

Secretary means the person appointed to that position under Rule 9.3;

Subscribing Agency means an organisation described in Rule 7.1:

- that was a Subscribing Agency at the date these Rules were adopted or has subsequently paid an annual subscription to GOVIS in accordance with Rule 7.6; and
- whose payment of subsequent annual subscriptions is not overdue in accordance with Rule 7.7;

The Act means the Incorporated Societies Act 1908 as amended or replaced from time to time;

The Regulations means regulations under the Act;

Treasurer means the person appointed to that position under Rule 9.3; and

Vice President means the person appointed to that position under Rule 9.3.

In these Rules, reference to a statute includes that statute as amended, replaced or substituted from time to time.

3. OBJECTS OF GOVIS

The objects of GOVIS are to encourage discussion on IT related topics, to improve the cost effectiveness and use of IT by actual and/or potential Subscribing Agencies, and to encourage a common approach to open systems by actual and/or potential Subscribing Agencies by:

- 3.1. Promoting and facilitating networking, liaison and cooperation between actual and potential Subscribing Agencies.
- 3.2. Providing services to Members, including in the form of:
 - 3.2.1. The fostering of special interest groups which conduct regular forums for information sharing and dissemination between interested Members.
 - 3.2.2. The organisation and management of special events, including conferences, intended for the communication of ideas and knowledge sharing between Members and other conference participants.

3.2.3. The management of a website and various other electronic communications tools including list servers for knowledge sharing and day to day communications.

3.3. 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 Code of Conduct.

3.4. 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 cheques, 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, donations and such other sources as the Committee determines. GOVIS does not have the power to borrow additional funds.

5. MEMBERSHIP

5.1. The following individuals can apply to the Secretary to become a Member of GOVIS using the form provided by GOVIS for that purpose:

5.1.1. As an Ordinary Member, any employee of or contractor for a Subscribing Agency.

5.1.2. As an Honorary Member and subject to Rule 5.6, any individual who declares to the Secretary:

(a) that they wish to contribute to the objects of GOVIS in Rule 3; and

(b) any Conflict of Interest they may have.

5.2. Each applicant shall provide the Secretary with their name and address and any other information the Secretary reasonably requires, and update this information if it changes during their membership.

5.3. Subject to Rules 5.4 and 5.6, the Secretary shall, on receipt of an application to become a Member, confirm whether the person is eligible to become a Member and,

if eligible, promptly enter the person's details in the Register of Members.

- 5.4. Members that have been expelled will only be re-admitted as Members at the discretion of the Committee.
- 5.5. If an Honorary Member becomes aware of a Conflict of Interest (for example, on agreeing to change their employment) they must as soon as possible notify the Secretary in writing of the actual, potential or perceived conflict and either:
 - 5.5.1. resign as an Honorary Member; or
 - 5.5.2. take such steps as the Secretary requires to manage the Conflict of Interest.
- 5.6. The Secretary will decline the application of any individual to become an Honorary Member if the Secretary reasonably believes that a Conflict of Interest affecting the Honorary Member cannot be managed in the interests of GOVIS.

6. RESIGNATION AND EXPULSION OF MEMBERS

- 6.1. A Member may resign from GOVIS by giving notice in writing of that resignation to the Secretary. Such resignation shall take immediate effect. The Secretary shall promptly enter the resignation in the Register of Members.
- 6.2. A Member will be deemed to have resigned from GOVIS if:
 - 6.2.1. in the case of Ordinary Members:
 - (a) they cease to be an employee or contractor of a Subscribing Agency; or
 - (b) they fail to confirm their wish to continue as a Member within:
 - (i) two months of the most recent Annual General Meeting; and
 - (ii) a further month of being sent a reminder notice by the Secretary that their confirmation is overdue (together with advice in writing to the effect that continued non-confirmation will result in cancellation of their membership).
 - 6.2.2. in the case of Honorary Members:
 - (a) they become an employee or contractor of a Subscribing Agency, in which case the Secretary may transfer their membership to Ordinary Member; or
 - (b) they fail to pay their annual subscription fee within:
 - (i) two months of the most recent Annual General Meeting; and

- (ii) a further month of being sent a reminder notice by the Secretary that their subscription is overdue (together with advice in writing to the effect that continued non-payment will result in cancellation of their membership).
- 6.3. Subject to these Rules, the Committee may by resolution expel a Member from GOVIS, or suspend a Member from GOVIS, if the Committee is of the opinion that the Member (or, in the case of Ordinary Members, their Subscribing Agency):
 - 6.3.1. has refused or neglected to comply with these Rules;
 - 6.3.2. has a Conflict of Interest which the Committee reasonably believes cannot be managed in the interests of GOVIS; or
 - 6.3.3. has been guilty of conduct unbecoming of a Member or prejudicial to the interests of GOVIS.
- 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 concerned has been given not less than 14 days' notice in writing specifying the matters to be considered, and stating that the Member may submit a written statement or address the Committee at the meeting. The proceedings of every such meeting shall be conducted in such manner as the Committee may from time to time decide. The Committee may itself engage a solicitor or other counsel to assist it at such meeting. The decision of the Committee shall be communicated to the Member in writing by the Secretary.
- 6.5. Provided the process in Rule 6.4 is followed, any decision made by the Committee in exercise of its power contained in Rule 6.3 shall be final and not subject to appeal.
- 6.6. To avoid doubt, if a Subscribing Agency has not paid its subscription in accordance with Rule 7.7, its employees and contractors will no longer be Members.

7. SUBSCRIPTIONS

Subscribing Agencies

- 7.1. An agency or entity that is not a Subscribing Agency at the date these Rules were adopted may become so by paying the relevant subscription fees, provided:
 - 7.1.1. the applicant falls within Subscription Class 1 as set out in Rule 7.2.1; or
 - 7.1.2. the applicant has been accepted as a Subscribing Agency by the Committee as set out in Rule 7.2.2.

- 7.2. Subscriptions fees paid to GOVIS by Subscribing Agencies are paid on behalf of their employees and contractors who are Ordinary Members. Subject to Rule 7.3, subscription fees shall only be accepted from organisations listed in either of the following classes of eligibility:
- 7.2.1. **Subscription class 1:** Subscriptions will automatically be accepted from any of the following organisations:
- (a) Departments as defined in the Public Finance Act 1989, including intelligence and security departments.
 - (b) The Reserve Bank of New Zealand.
 - (c) Offices of Parliament.
- 7.2.2. **Subscription Class 2:** On application accepted by the Committee for a period of up to twelve months (with automatic renewal for further period(s) of up to twelve months unless determined otherwise by the Committee) subscriptions will be accepted from any of the following organisations:
- (a) Crown entities as defined in the Crown Entities Act 2004.
 - (b) Organisations and companies named in Schedules 4, 4A or 5 of the Public Finance Act 1989.
 - (c) State enterprises named in Schedule 1 of the State-Owned Enterprises Act 1986.
 - (d) Local authorities as defined in the Local Government Act 2002.
- 7.3. Subscriptions will only be accepted at the discretion of the Committee from organisations whose Ordinary Members have all been expelled or suspended under Rule 6.3.
- 7.4. All employees/contractors of a Subscribing Agency are entitled to the benefits of the GOVIS objects in Rule 3, and are entitled to become Ordinary Members in accordance with Rule 5.

Associate Agencies

- 7.5. The Committee may accept applications to become an "Associate Agency" from agencies of other friendly governments on such terms and for such duration as the Committee determines. Employees/contractors of an Associate Agency are entitled to the benefits of the GOVIS objects in Rule 3, but are not entitled to become Ordinary Members.

Subscription fees

- 7.6. Subscription fees shall be paid by Subscribing Agencies, Associate Agencies and Honorary Members and shall be determined at the Annual General Meeting.

- 7.7. An organisation shall pay the applicable subscription fee to the Treasurer before it may become a Subscribing Agency or Associate Agency, as the case may be. To continue being a Subscribing Agency or Associate Agency (as the case may be), an organisation shall pay the applicable annual subscription fee to the Treasurer within three months of the Annual General Meeting.
- 7.8. An individual shall pay the applicable subscription fee to the Treasurer before it may become an Honorary Member. To continue being an Honorary Member, the individual shall pay the applicable annual subscription fee to the Treasurer within three months of the Annual General Meeting.
- 7.9. On receipt of the subscription fee, and subject to the conditions in Rule 7, the Treasurer shall promptly enter the Subscribing Agency's or Associate Agency name and payment in the Register of Agencies.

Cessation and removal

- 7.10. A Subscribing Agency or Associate Agency (as the case may be) shall cease to become so if:
 - 7.10.1. it gives notice to the Treasurer not less than two months prior to the end of the GOVIS financial year that it no longer wishes to be a Subscribing Agency or Associate Agency (as the case may be) as from the beginning of the following financial year; or
 - 7.10.2. it fails to pay the applicable annual subscription fee as required under Rule 7.6.

8. GENERAL MEETINGS

- 8.1. GOVIS shall hold an Annual General Meeting of its Members within 3 months of the end of each Financial Year, on a date to be set by the Committee.
- 8.2. The ordinary business of the Annual General Meeting shall be:
 - 8.2.1. to confirm the minutes of the last preceding Annual General Meeting;
 - 8.2.2. to receive the reports of the Officers of GOVIS for the preceding Financial Year;
 - 8.2.3. to elect the Officers and Committee of GOVIS;
 - 8.2.4. to receive and consider the statement to be submitted by GOVIS to the Registrar of Incorporated Societies in accordance with Section 23 of the Act;
 - 8.2.5. to appoint an auditor to audit the then current year's annual accounts; and
 - 8.2.6. to set the level of subscription fees.

- 8.3. The Annual General Meeting may transact any other business, in addition to that under Rule 8.2.
- 8.4. Other General Meetings shall be held when the Committee so decides, or upon the written request of Ordinary Members from at least 10% of the Subscribing Agencies. To avoid doubt, the request of a single Ordinary Member from a Subscribing Agency is sufficient to constitute a request from that Subscribing Agency.
- 8.5. At least 21 days' notice shall be given to Members and Subscribing Agencies 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. Such notice shall be in writing and delivered, posted or transmitted by electronic means to Members and Subscribing Agencies. However, no meeting shall be invalidated through failure to notify any Member or Subscribing Agency of the meeting.
- 8.6. Any interested individual may attend any General Meeting. Speaking rights of non-Members shall be at the discretion of the Chairperson.
- 8.7. The quorum of any General Meeting shall be when at least five Subscribing Agencies are represented by at least one Member each. No item of business shall be transacted at a General Meeting unless the quorum is represented during the time the meeting is considering that item.
- 8.8. The President shall preside as Chairperson at each General Meeting. 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.
- 8.9. Minutes shall be kept of all General Meetings, and ratified at the beginning of each subsequent General Meeting.
- 8.10. Voting on all resolutions 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.
- 8.11. Except where a higher threshold is required, a resolution shall be passed at a General Meeting if the resolution is approved by 50% or more of those Members entitled to vote and voting on the resolution.
- 8.12. Upon any question arising at a General Meeting:
 - 8.12.1. each Ordinary Member has one vote, except if more than 50% of Members present are from the same Subscribing Agency, then Ordinary Members from each such Subscribing Agency will collectively have one vote; and
 - 8.12.2. each Honorary Member has one vote, provided:
 - (a) his/her annual subscription has been paid for the period up to the General Meeting; and

(b) within one month of the General Meeting he/she gave a written declaration to the Secretary either:

(i) of all Conflicts of Interest he/she may have; or

(ii) that he/she has no Conflict of Interest.

8.13. Proxy votes shall not be accepted at General Meetings.

8.14. In the event of a tied vote, the Chairperson is entitled to cast a second or casting vote.

8.15. To avoid doubt, a person is not entitled to vote at any General Meeting unless all monies due and payable by their Subscribing Agency to GOVIS in the previous Financial Year have been paid.

8.16. A Member wishing to bring any motion before a General Meeting shall give notice of this motion in writing to the Secretary at least 7 days prior to the meeting's scheduled date.

9. COMMITTEE

9.1. The Committee, constituted as defined in Rule 9.3:

9.1.1. shall control and manage the business and affairs of GOVIS;

9.1.2. 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;

9.1.3. 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;

9.1.4. 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:

(a) exist only at the pleasure of the Committee which may revoke its appointment at any time; and

(b) have power only to make recommendations to the Committee unless otherwise directed by the Committee;

9.1.5. may, from time to time, be required to consider applications for subscription as Subscribing Agencies or Associate Agencies under Rule 7. The Committee shall use the following guidelines in its deliberations:

(a) Applicants should be 100% government owned organisations that

face similar issues in a public service context to Subscribing Agencies, and whose employees and contractors wish to work together collaboratively for the good of government as a whole.

(b) Granting subscription 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.

(c) An organisation's subscription must not constrain GOVIS in its objects in Rule 3.

9.2. The Officers of GOVIS shall be:

9.2.1. a President;

9.2.2. a Treasurer;

9.2.3. a Secretary; and

9.2.4. a Vice President.

9.3. The Committee shall consist of the Officers and a minimum of three ordinary Committee Members, each of whom must be a Member and whom shall be elected at the Annual General Meeting of GOVIS in each year. However, in the event of a vacancy in any Committee position (including that of an Officer) which arises during a Financial Year, the Committee may appoint a Member of GOVIS to fill the vacancy until the next Annual General Meeting.

9.4. Any of the positions described in Rule 9.2 can be held individually, or be collectively combined in one individual.

9.5. Each Committee Member shall hold office until the next Annual General Meeting after the date of their election or appointment. There are no restrictions on Committee Members standing for re-election.

10. ELECTION OF OFFICERS AND VACANCY

10.1. Nominations of candidates for election as Committee Members (whether as Officers or ordinary Committee Members):

10.1.1. shall be made in writing, signed by a Member and accompanied by the written consent of the candidate; and

10.1.2. shall be delivered to the Secretary before the start of the Annual General Meeting.

10.2. All nominees must be Members.

10.3. If insufficient nominations are received to fill all vacancies on the Committee, further nominations shall be received at the Annual General Meeting and in the

absence of any nomination for the office of Vice-President, the immediate-past President, will be the default Vice-President.

- 10.4. A ballot shall be held for all Committee Member positions.
- 10.5. For the purposes of these Rules, the office of a Committee Member becomes vacant if the person:
 - 10.5.1. ceases to be a Member; or
 - 10.5.2. becomes bankrupt; or
 - 10.5.3. resigns their office by notice in writing given to either the Secretary or President; or
 - 10.5.4. fails to attend 3 Committee meetings in succession without apologies or without having prior been granted leave of absence by resolution of the Committee.

11. PROCEEDINGS OF COMMITTEE

- 11.1. The Committee shall meet at such place, date and times as the Committee may determine.
- 11.2. Special meetings of the Committee may be convened by the President or two other Committee Members.
- 11.3. Notice of the date, place and time of Committee meetings shall be served on each Committee Member by the Secretary at least 48 hours before the meeting. The notice shall be in writing or electronic form and may be sent by electronic means.
- 11.4. Notices given to Committee Members of any special meeting must specify the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 11.5. A quorum at a Committee meeting shall be three Committee Members. 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 Committee Members before the new meeting date.
- 11.6. At meetings of the Committee, the President shall preside, or in the absence of the President the Vice-President shall preside, or in the absence of both the President and Vice-President any other Committee Member (who shall be elected by the Committee Members present) may preside.
- 11.7. Questions arising at a Committee meeting shall be determined in the same manner as at General Meetings.

- 11.8. Each Committee Member present at any Committee meeting is entitled to one vote. In the event of a tied vote, the person presiding may exercise a second or casting vote.
- 11.9. Subject to a quorum being present, the Committee may act notwithstanding any Committee Member vacancy.

12. DUTIES OF OFFICERS

- 12.1. The duties of the President are:
 - 12.1.1. To act as Chairperson at all meetings of GOVIS.
 - 12.1.2. To act as spokesperson for GOVIS.
 - 12.1.3. To ensure that the business of GOVIS is conducted in a proper manner and that these Rules and any statutory requirements are complied with.
 - 12.1.4. To be responsible for strategic planning of GOVIS activities.
 - 12.1.5. To develop and recommend policy to GOVIS.
 - 12.1.6. To maintain contact with affiliated bodies and other groups with similar interests to GOVIS.
- 12.2. The duties of the Secretary are:
 - 12.2.1. To keep minutes of the proceedings of each Committee meeting together with a record of persons present.
 - 12.2.2. 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.
 - 12.2.3. To receive all incoming correspondence, and to be responsible for all outgoing correspondence unless that task is specifically delegated by the Committee to another person.
 - 12.2.4. To ensure that all copies of incoming and outgoing correspondence are tabled at the next Committee meeting, unless that task is specifically delegated by the Committee to another person.
 - 12.2.5. 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.
 - 12.2.6. To keep a record of resolutions of the Committee and at any General Meeting. This record is to show the exact wording of the motion, the name of the proposer and seconder together with a declaration of the result.

- 12.2.7. Except as otherwise provided in these Rules, the Secretary shall ensure the safe keeping of all books, documents and securities of GOVIS.
- 12.2.8. To notify the relevant Members of meeting dates as specified in these Rules.
- 12.2.9. To keep the Register of Members as described in these Rules.
- 12.3. The duties of the Treasurer are:
 - 12.3.1. To control and invest the funds of GOVIS in accordance with these Rules, including to collect and receive all monies due to GOVIS and to make all payments authorised by GOVIS.
 - 12.3.2. 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.
 - 12.3.3. To make the books of GOVIS available to Members on demand.
 - 12.3.4. To present at each Annual General Meeting a financial report of the affairs of GOVIS showing income and expenses for the previous Financial Year and to report the assets and outstanding liabilities as at the end of that Financial Year.
 - 12.3.5. The Treasurer shall have the absolute veto of any proposed expenditure that would exceed the current assets of GOVIS.
 - 12.3.6. To reimburse any Member for expenses properly incurred on behalf of GOVIS promptly on submission of those receipted expenses.
 - 12.3.7. To ensure the intellectual property rights of GOVIS are suitably protected in any contracted work.
 - 12.3.8. To notify Subscribing Agencies and Associate Agencies of subscription renewal dates as specified in these Rules.
 - 12.3.9. To keep the Register of Agencies as described in these Rules.

12.4. The duties of the Vice-President are:

- 12.4.1. To assume the duties of the President in his/her absence.

13. REMOVAL OF A MEMBER OF COMMITTEE

- 13.1. Any Committee Member may, by an ordinary resolution at a General Meeting, be removed from their office before the expiration of their term of office and another Member appointed to hold their office until the next Annual General Meeting.
- 13.2. A Committee Member to whom a resolution seeking to remove them as a

Committee Member under Rule 13.1 refers may address the General Meeting, either before or after the vote on that resolution, or make written representations to the Secretary or President and request that these be notified to the Members. The Secretary or President may send a copy of these representations to each Member, or, if they are not sent, any Member may require that they are read out at the first available General Meeting.

14. GOVIS FUNDS

- 14.1. GOVIS' funds shall be used only for achieving GOVIS' objects set out in Rule 3. The Committee shall determine and control all use of the funds, including any investment of them.
- 14.2. 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.
- 14.3. 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.

15. SEAL

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

16. ALTERATION OF RULES

- 16.1. These Rules may only be altered at the Annual General Meeting or a General Meeting of GOVIS called for that purpose. A simple majority of votes is required to effect an alteration to these Rules. However, any alteration to these Rules will not become binding until approved by or notified to the Registrar of Incorporated Societies.
- 16.2. Notwithstanding Rules 8.12 and 16.1, no alteration to these Rules shall be made in respect of this Rule 16.2, or Rules 18 (Winding Up, Liquidation or Dissolution) or 19 (No pecuniary gain), without a special majority of at least 80% of Members entitled to vote and voting at a General Meeting. Any alternation to Rules 18 (Winding Up, Liquidation or Dissolution) or 19 (No pecuniary gain) must remain compliant with the Act.
- 16.3. 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.

17. NOTICES

17.1.1. A notice may be served or sent by or on behalf of GOVIS upon:

- (a) any Subscribing Agency or Associate Agency, either personally or by sending it to the Subscribing Agency at their physical or electronic address on the Register of Agencies; and
- (b) any Member, either personally or by sending it to the Member at their physical or electronic address on the Register of Members.

17.1.2. Where a document is sent by ordinary mail and 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.

17.1.3. Where a document is sent by electronic means, it shall be deemed to be received on the day on which it leaves the telecommunications device of the sender (or, where the sender and recipient both use the same such device, at the time it is sent).

18. WINDING UP, LIQUIDATION OR DISSOLUTION

18.1. GOVIS shall be dissolved voluntarily if:

18.1.1. Members pass a resolution at a General Meeting requiring that GOVIS be dissolved from an agreed date, and appointing an agent (such as GOVIS' auditor) to act as liquidator, and this resolution is carried by a simple majority of all voting Members; and

18.1.2. 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.

18.2. In the event of the voluntary winding up of GOVIS, it being put into liquidation or its dissolution by the Registrar of Incorporated Societies, 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 Subscribing Agencies in such a manner as the Committee Members 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 is or has been a Member of GOVIS.

19. NO PECUNIARY GAIN

19.1. No Member shall be entitled to any profit or gain from GOVIS either by way of money or property.

19.2. Notwithstanding Rule 16.2, in no event may any surplus or assets of GOVIS be

distributed on its winding up, liquidation or dissolution in such a manner as will provide a pecuniary gain to any person who has been a Member of GOVIS.

- 19.3. Notwithstanding the above, a Member may be reimbursed by the Treasurer for any reasonable costs incurred by the Member on behalf of GOVIS.

20. PRIVACY AND CONFIDENTIAL INFORMATION

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

- 20.1.1. Details of individual Members.

- 20.1.2. Information supplied to GOVIS and marked "In Confidence", except to the extent the provider of the information agrees otherwise.

- 20.2. The Register of Members will not be made publicly available but will be made available to the Registrar of Incorporated Societies on request or as otherwise required by law.
- 20.3. The Register of Agencies will be made publicly available.
- 20.4. No Member shall use the tools, intellectual property or benefits of GOVIS for purposes not directly related to the objects of GOVIS.