



RULES OF THE NEW ZEALAND BREASTFEEDING ALLIANCE (INCORPORATED)

1. NAME

The name of the Society shall be The New Zealand Breastfeeding Alliance (Incorporated).

2. INTERPRETATION

Unless the context otherwise requires:

"NZBA" shall mean the New Zealand Breastfeeding Alliance

"Board" shall mean the Board of the New Zealand Breastfeeding Alliance

"BFI" shall mean the Baby Friendly Initiative.

"Member" or "Member Organisation" refers to an Organisation that supports the objectives of NZBA.

"Associate Member" refers to an individual

3. OBJECTIVES

- 3.1 To protect, support and promote breastfeeding in Aotearoa New Zealand.
- 3.2 To maintain a network of individuals and organisations that have the objective of protecting, supporting and promoting breastfeeding in Aotearoa New Zealand
- 3.3 To actively promote the BFI in Aotearoa New Zealand.
- 3.4 To disseminate information throughout the network on matters related to breastfeeding and the BFI.
- 3.5 To support the principles of the Treaty of Waitangi – protection, participation and partnership, by ensuring Maori representation and participation at all levels of decision-making and implementation.
- 3.6 To support the aim of the World Health Organisation International Code of Marketing of Breastmilk Substitutes and subsequent relevant World Health Assembly Resolutions.

4. GOVERNANCE

- 4.1 The governance of NZBA shall be vested in the Board.



5. ROLE OF THE BOARD AND CHAIRPERSON

5.1 The role of the Board is to:

- 5.1.1 Develop policy, strategic direction, business plans and budgets for the NZBA.
- 5.1.2 Ensure that appropriate accounting practices are used to record income and expenditure.
- 5.1.3 Present a set of audited accounts each year at the Annual General Meeting.
- 5.1.4 Manage the assets of the NZBA.
- 5.1.5 Authorise financial or contractual commitments on behalf of the NZBA, although the Board may authorize the Executive Officer to enter into financial or contractual commitments on behalf of the NZBA within set limits (delegated authorities).
- 5.1.6 Ensure that the NZBA operates within its Rules and that the NZBA's affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety.

5.2 The role of the Chairperson is to:

- 5.2.1 Provide support to the Executive Officer in the day to day management of the NZBA;
- 5.2.2 Oversee Board meetings;
- 5.2.3 Work in partnership with the Executive Officer to ensure Board resolutions are carried out;
- 5.2.4 Assist the Executive Officer to prepare Board meeting agendas;
- 5.2.5 Assist the Executive Officer in conducting new Board Member orientation;
- 5.2.6 Oversee the recruitment and appointment of the Executive Officer;
- 5.2.7 Conduct an annual performance review for the Executive Officer;
- 5.2.8 Act as a spokesperson for the NZBA;
- 5.2.9 Ensure that policies and procedures for NZBA are reviewed.

6. POWERS OF THE BOARD

The Board shall be empowered to:

- 6.1 Make any decisions at its meetings that could further the objectives of the NZBA.
- 6.2 Take in gifts, grants or donations, whether or not subject to any special trust, for one or more of the objectives of the NZBA. No such gift, grant or donation shall be received if this might represent an actual or perceived conflict of interest with the objectives of the NZBA in accordance with 3.6.
- 6.3 Do all such other things as are incidental or conducive to the attainment of the object and exercise of these powers.
- 6.4 The Board will have the power to:



- 6.4.1 Appoint an Executive Officer and to determine the duties, responsibilities and remuneration.
 - 6.4.2 Enter into a business relationship with any other body corporate for the purposes of promotion and assisting with the objectives of the NZBA.
 - 6.4.3 Approve facilities or services as Baby Friendly under the BFI.
 - 6.4.4 Co-opt additional individuals for an agreed period of time to assist the Board's deliberations or for special functions.
 - 6.4.5 Appoint Board Committees to investigate or take action in any matters relating to the objectives or business of NZBA, and may dissolve such Committees whenever it deems fit.
- 6.5 No decision or public statement shall be issued in the name of the NZBA or the Board unless it is consistent with the NZBA's stated objectives or unless and until the Board has duly approved it.
- 6.6 The Board will consider application for membership or associate membership. The Board reserves the right to accept or decline any application for membership or associate membership.
- 6.7 The Board shall have the right to suspend membership or associate membership if and when it decides that the actions of such member of associate member are inconsistent with the objectives NZBA. Any suspension shall continue until a vote is taken at a Special General Meeting as per 9.2.

7. NONPROFIT STATUS

- 7.1 The Board shall not engage in any activities involving private pecuniary gain for its members.

8. MEMBERSHIP

- 8.1 Membership of the NZBA shall be open to organisations that support the objectives of the NZBA and the goals of the Baby Friendly Initiative.
- 8.2 Associate membership shall be open to individuals who support the objectives of the NZBA and the goals of the Baby Friendly Initiative.
- 8.3 Application for membership shall be made to the Board for consideration at the next Board meeting.

9. SUSPENSION AND TERMINATION OF MEMBERSHIP

- 9.1 Any member or associate member shall cease to be a member if the member gives notice in writing to the NZBA.



9.2 Any suspension as per clause 6.7 shall continue until a vote is taken at a Special General Meeting in accordance with 10.4. The decision to terminate membership or associate membership is by a vote after the member has had the opportunity to defend their position.

10. GENERAL MEETINGS

10.1 The Annual General Meeting (AGM) of the NZBA shall be held as soon as possible after the end of the financial year and not more than 15 months after the previous AGM.

10.2 The business of the AGM of the NZBA shall be:

- 10.2.1 To receive and adopt the annual report from the NZBA Chairperson and other officers of the NZBA as shall be decided from time to time.
- 10.2.2 To receive and adopt the annual statement of accounts.
- 10.2.3 To elect the Board.
- 10.2.4 To appoint an Auditor for the ensuing year.
- 10.2.5 To consider any other business as notified to members in the agenda or accepted by the AGM.

10.3 A Special General Meeting (SGM) may be called by the Board or on the written request of 3 members of the NZBA. Such a request should be sent to the Executive Officer and shall specify the issues to be discussed. Such a meeting shall be held within three calendar months of receipt of the written request.

10.4 Notice of meetings:

- 10.4.1 A minimum of 28 days' notice of all AGMs and SGMs shall be given in writing.
- 10.4.2 The notice shall specify the time, date and location of the meeting and specify the reason for calling a meeting.

10.5 Voting will be carried out on the basis of one vote per member.

10.6 Voting shall be by one of the following processes:

- 10.6.1 A show of voting cards
- 10.6.2 A secret ballot
- 10.6.3 By postal ballot
- 10.6.4 By oral indication if the meeting is by teleconference
- 10.6.5 Or by electronic means.

10.7 If a member is unable to attend all or part of any AGM, voting rights may still be exercised by proxy. Proxy forms, provided by NZBA, must be tabled before the commencement of the AGM.

10.8 Voting, if required, shall be carried by a simple majority.

10.9 In the case of an equality of votes the Chairperson shall declare the question resolved so as to maintain the status quo, the exception being the election of the Board. A tied vote of two candidates shall be resolved by the toss of a coin; a tied vote of three or



more candidates shall be resolved by drawing names from a container by an independent person, until the required number of Board members is achieved.

10.10 The quorum for NZBA AGMs and SGMs shall be ten members of the NZBA.

11. BOARD MEETINGS

- 11.1 The Board shall meet not less than four times a year. Unless urgency requires otherwise, Board members shall have at least 28 days prior notice of the date and venue of the meeting.
- 11.2 Meetings may be held in person, by teleconference or via electronic means.
- 11.3 Decisions at Board meetings shall preferably be made by consensus.
- 11.4 The quorum for Board Meetings shall be half the number of Board members plus one.

12. CONFLICT OF INTEREST

- 12.1 All declarations of conflicts of interest must be recorded in the Board minutes.
- 12.2 Any Board member or member of the NZBA who has a direct or indirect interest of any business or undertaking of the NZBA shall disclose to the Board the nature of the interest and shall not take part in any deliberations of the NZBA or the Board concerning the conflict of interest.
- 12.3 Board members should not have conflicts of interest that preclude them from participating fully in the affairs of the NZBA.
- 12.4 All appointments of employees or engagements of contractors where a Board member is an applicant shall be fully contestable, and the Board member appointed where it is clear that no suitable alternative candidate is available. Election onto the Board precludes Board member from participating in on-site Baby Friendly assessments.

13. ALTERATION OF THE RULES

- 13.1 The rules of the NZBA may be altered, added to or rescinded only at an AGM or SGM by a resolution passed by a two thirds majority.
- 13.2 Any proposed change shall be included in the notification calling the meeting.
- 13.3 No alterations, additions or rescission shall affect the organization's objectives and charitable nature or the liquidation clauses in these Rules.
- 13.4 The provisions and effect of Clause 13.3 shall not be removed from this document and shall be included and implied in any document replacing this document.



14. CASES NOT COVERED BY THE RULES

If any case occurs which in the opinion of the Board is not provided for in these Rules, it shall be determined by the Board in such manner as the Board deems appropriate, provided that no such determination shall have the effect of altering the exclusive charitable nature of the organisation.

15. APPOINTMENT OF OFFICERS

- 15.1 The NZBA shall appoint a Board of at least 5 and up to 8 members to govern the business of the NZBA. The Board shall consist of at least one member from each of the following three categories:
- 15.1.1 Consumer
 - 15.1.2 Health Professional
 - 15.1.3 Maori
 - 15.1.4 Board candidates will indicate, when nominated, which category they represent. At the time of voting, if a vote is required, the highest polling candidates from each of these categories will become board members. The remaining Board members will be determined on the highest number of votes they receive regardless of their affiliation.
- 15.2 Any member of NZBA is eligible to nominate a Board member for election purposes. Board candidates are elected as individuals and not as representatives of any member organisation.
- 15.3 Nominations shall be made in writing 35 days prior to an Annual General Meeting of the NZBA.
- 15.4 Each Board member shall hold office for a term of two years, with the right of re-election to a maximum of six consecutive years. In the event that a Board member is elected to the role of Chairperson, they may serve out their term as Chairperson if the term exceeds the maximum term of six consecutive years”.
- 15.5 The Chairperson shall normally be elected for a two year term, at the first meeting of the Board, following the AGM. The Chairperson shall serve no more than two terms as Chairperson.
- 15.6 The Board may co-opt Board members to fill any vacancy caused by the resignation, death or otherwise of current Board members. The persons appointed to fill such vacancies shall hold office only for the remainder of the term of the persons replaced but shall be eligible for election at the next AGM.

16. COMMON SEAL

- 16.1 The Common Seal of the NZBA shall be kept in the custody of the Executive Officer.
- 16.2 The Common Seal shall be affixed to such documents as the NZBA decides.



17. CONTROL OF FUNDS

- 17.1 Records of the NZBA's accounts shall be kept.
- 17.2 The financial year of the NZBA shall be from 1 July in any one year to 30 June in the next year.
- 17.3 All funds received by or on behalf of the NZBA shall be paid into the NZBA's bank account.
- 17.4 Funds may be invested upon deposit in any bank, savings bank or deposit company carrying on business in New Zealand but no investment shall be made until the Board has duly approved it.
- 17.5 The Executive Officer and three other signatories approved by the Board shall be authorized to operate the NZBA's bank account. All cheques shall be signed by two of the authorized signatories.
- 17.6 Annual accounts shall be prepared and submitted to the AGM, following audit by a qualified auditor who is not currently or during the preceding two years a member of the Board.

18. LIQUIDATION

- 18.1 The NZBA may be put into liquidation if the NZBA, at an Annual General Meeting or a Special General Meeting, passes a resolution in favour of liquidation.
- 18.2 The resolution must be confirmed at a subsequent General Meeting of the NZBA held not earlier than 30 days after the date on which the resolution was first passed.
- 18.3 The surplus of assets of the NZBA, after payment of all liabilities and expenses, shall be distributed for charitable purposes, in support of breastfeeding, in New Zealand in such a manner as the NZBA shall decide, provided that no portion of such assets or surplus funds shall be distributed to any member of the NZBA.
- 18.4 The liquidation shall be undertaken in accordance with the procedures laid down under the Incorporated Societies Act 1908 or any amendment or re-enactment thereof.