

Constitution

1 Introductory rules

1.1 Name

The name of the society is New Zealand Statistical Association Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

The **Society** is registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**At-large Officers**' means **Officers** without specific duties.

'**Chairperson**' means the **Officer** who is the President responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

'**Committee**' means the **Society's** governing body.

'**Constitution**' means the rules in this document.

'**Deputy Chairperson**' means the **Officer** who is the Past-President or otherwise elected or appointed to deputise in the absence of the **Chairperson**.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Member**' means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

'**Notice**' to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is elected or appointed as a member of the **Committee** in accordance with clause 6.2 of this **Constitution**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes. **‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

‘In writing’ includes by email from the member’s registered email address.

1.4 Purposes

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:

- benefitting the community by promoting research into statistics, and the practice and understanding of statistics in Aotearoa New Zealand for the common good.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

1.5 Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.6 Restrictions on society powers

1.6.1 The **Society** must not be carried on for the financial gain of any of its members. Subject to clauses 1.4, 1.6.2 and 1.6.3 the **Society** has full capacity, powers, and privileges, as set out in section 18 of the **Act**.

1.6.2 The **Society** does not have the power to borrow money.

- 1.6.3 The **Society** is prohibited from making any distribution, whether by way of money, property, or otherwise whatsoever, to any **Member**, unless in accordance with the **Act**, for example reasonable remuneration for services performed and incidental benefits in accordance with the **Society's** purposes including but not limited to trophies and prizes. No **Member** of the **Society** or any person associated with a **Member** shall participate in or materially influence any decision made by the **Society** in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

1.7 Registered office

The **Society** shall maintain a registered office as required by the **Act**.

1.8 Contact person

The **Society shall** have at least 1 but no more than 3 contact person(s) who must be at least 18 years of age and ordinarily resident in New Zealand. Normally the contact people will be the Membership Secretary and Treasurer. By vote of the Committee alternate or additional contact people may be appointed.

2 Members

2.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

2.2.1 Member:

A **Member** is an individual admitted to membership under this **Constitution** and who has not ceased to be a **Member**.

2.2.2 Life Member

A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Financial Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

2.2.3 Financial Member

A **Financial Member** is a **Member** who has paid all subscriptions and levies in accordance with clause 2.5.2 and is therefore entitled to vote and form part of a quorum in accordance with clause 3.1.3 and 3.1.4 of this **Constitution**, and includes **Life Members** but excludes **Honorary Members**.

2.2.4 Honorary Member

An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties. They are not required to pay subscriptions and levies and may not vote or form part of a quorum.

2.3 Becoming a member: consent

Every applicant for membership must consent in writing (including by electronic means) to becoming a **Member** in the application form in accordance with clause 2.4 of this **Constitution**.

2.4 Becoming a member: process

- 2.4.1 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.
- 2.4.2 The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.
- 2.4.3 The signed (including electronically signed) application form with the written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

2.5 Members' obligations and rights

- 2.5.1 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 2.5.2 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees (if any) have been paid to the **Society** within 3 calendar months of the date the same was due for payment ("Financial Member"), but no **Member** is liable for an obligation of the Society by reason only of being a **Member**.
- 2.5.3 The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

- 2.6.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 2.6.2 Any **Member** required to pay the annual subscription (including any periodic payment) who fails to pay it within 3 calendar months of the date the same was due for payment shall not be considered a **Financial Member** and shall (without being released from the obligation of payment) have no membership rights as set out in clause 2.5.2 above until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership in accordance with clause 2.7 of this **Constitution** (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member**'s class of membership by written notice signed by that **Member** to the **Committee**;
- on termination of a **Member**'s membership following a dispute resolution process under this **Constitution**;
- on death;
- if the **Member** fails to pay the subscription, any other fees, or levy within six (6) calendar months after it has become due ; or
- by resolution of the **Committee** where—
 - In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
 - In the opinion of the **Committee** the **Member** has breached this **Constitution**, committed serious misconduct, or has committed an offence that makes their membership in the Society undesirable.

with effect from (as applicable)—

- the date of receipt of the **Member**'s notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member**'s membership under this **Constitution**, or
- the date of death of the **Member** or
- the date specified in a resolution of the **Committee** and when a **Member**'s membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

3 General Meetings

3.1 Procedures for all General Meetings

3.1.1 Notice:

The **Committee** shall give all **Members** at least 10 Working **Days**’ written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society’s** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

3.1.2 Participants

All **Members** may attend **General Meetings**, but only **Financial Members** may speak and vote at **General Meetings** —

in person, or by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**.

No other proxy voting shall be permitted.

3.1.3 Quorum:

No **General Meeting** may be held unless at least 16 eligible **Financial Members** attend the meeting and this will constitute a quorum. To be clear, **Financial Members** attending by proxy will not count towards a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Financial Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Financial Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

3.1.4 Voting

A **Financial Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **Chairperson** or of 2 or more **Financial Members** present, by secret ballot. The **Chairperson** shall decide the appropriate equivalent voting mechanism for those attending the meeting via electronic communication in accordance with clause 3.1.7.

3.1.5 Decisions

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

3.1.6 Written Resolutions:

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Financial Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more **Financial Members**. A **Financial Member** may give their approval to a written resolution by signing the resolution or through a written ballot conducted by email, electronic voting system, or post,

3.1.7 Venue:

General Meetings may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate. **Financial Members** present in accordance with this clause 3.1.7 will be eligible to vote and will count towards a quorum.

3.1.8 Chair:

All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

- a. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
- c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

3.1.9 Motions:

The **Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.

3.1.10 Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 15 **Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2 Minutes

The **Society** must keep minutes of all **General Meetings**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous **Annual General Meeting**.

3.4 Annual General Meetings: business

3.4.1 Business:

The business of an **Annual General Meeting** shall be to—

- a. confirm the minutes of the last **Annual General Meeting** and any Special **General Meeting(s)** held since the last **Annual General Meeting**,
- b. adopt the annual report on the operations and affairs of the **Society**,
- c. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- d. set any subscriptions for the current financial year,
- e. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- f. consider any general business.

3.4.2 Information to be presented:

The **Committee** must, at each **Annual General Meeting**, present the following information—

- a. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- b. the annual financial statements for that period, and
- c. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 Special General Meetings

- 3.5.1 **Special General Meetings** may be called at any time by the **Committee** by resolution in accordance with clause 5.1.
- 3.5.2 The **Committee** must call a **Special General Meeting** in accordance with clause 5.1.2.
- 3.5.3 The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Financial Members**.
- 3.5.4 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 3.5.5 The rules in clause 3.1 of this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Financial Members** for the **Meeting**.

4 Committee

4.1 Committee composition

The **Committee** will consist of at least 4 **Officers** and no more than 20 **Officers** (this may include **Officers** appointed in accordance with clause 6.2.6) provided that the majority of the **Officers** on the **Committee** must be **Financial Members** of the **Society**.

4.2 Powers of the committee

The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.3 Sub-committees

Subject to clause 4.2 above the **Committee** may, without derogating from or delegating its powers and responsibility for the operations and affairs of the **Society** in any way, appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

5 Committee meetings

5.1 Procedure

- 5.1.1 The quorum for **Committee** meetings is at least half the number of members of the **Committee**.
- 5.1.2 Where half (1/2) or more of the **Officers** present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the **Act**, a **Special General Meeting** of the **Society** must be called to determine the matter.
- 5.1.3 The **Committee** may hold a meeting at such time and place as they determine.
- 5.1.4 A meeting of the **Committee** may be held in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the **Officers** can hear each other well enough to follow the discussion throughout the meeting. **Officers** present in accordance with this clause are eligible to vote and will be counted towards a quorum.

- 5.1.5 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- 5.1.6 If at a meeting of the **Committee**, the **Chairperson** is not present, the members of the **Committee** present may choose one of their number to be **Chairperson** of the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- 5.1.7 Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.
- 5.1.8 A resolution in writing (including by way of email) signed or assented to by not less than half (1/2) of the **Committee** will be as valid and effectual as if it had been passed by a meeting of the full **Committee**. Any such resolution in writing may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more **Officers**.

5.2 Frequency

- 5.2.1 The **Committee** shall endeavor to meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
- 5.2.2 The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

6 Officers

6.1 Qualifications of officers

- 6.1.1 Every **Officer** must be a natural person who —
- has consented in writing to be an officer of the **Society**, and
 - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**. This certificate shall be retained in the Society's records.
- 6.1.2 **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**.

6.2 Election or appointment of officers

- 6.2.1 **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- 6.2.2 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **5 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**. Such nominees must also meet the qualification specified in clause 6.1 Qualifications of Officers.
- 6.2.3 Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- 6.2.4 Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 6.2.5 The failure for any reason of any financial **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- 6.2.6 In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint up to 12 other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. These officers must meet the qualifications specified in clause 6.1 Qualifications of officers.

6.3 Term

- 6.3.1 The term for each **Officer**, unless otherwise determined by resolution of two-thirds (2/3) of the **Committee**, shall be as follows:
- 6.3.1.1 The **At-large Officers** and the **Secretary** shall be elected to the **Committee** for a term of two (2) years;

- 6.3.1.2 The **Membership Secretary** and **Treasurer** shall be elected to the **Committee** for a term of four (4) years;
- 6.3.1.3 If after the initial two-year or four-year term an **Officer** wishes to continue in their role, they can be re-elected for a further term;
- 6.3.1.4 After an **Officer** has served for three (3) consecutive terms, the **Officer** must stand down for two (2) years before being eligible for election again. However, there is no stand down period for being elected to a different Office;
- 6.3.1.5 The **President** shall be elected to the **Committee** for a term of two (2) years;
- 6.3.1.6 After the initial two-year term the **President** shall serve for a term of two (2) years as **Past President**;
- 6.3.1.7 No current **President** or current **Past President** may stand for election as **President**.

6.4 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

1. The **Officer** elected to the **Committee** has been absent from four (4) **Committee** meetings without leave of absence from the **Committee**;
2. The **Officer** has brought the **Society** into disrepute;
3. The **Officer** has failed to disclose a conflict of interest;
4. The **Officer** no longer meets the qualifications outlined in section 47(3) of the Act;
5. The **Officer** has in the opinion of a majority of the other **Officers**, become physically or mentally incapable of acting as an **Officer**;
6. The **Officer** is accused or convicted of a criminal offence which, in the opinion of a majority of the other **Officers**, makes their position as an **Officer** undesirable; or
7. The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

6.5 Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, become disqualified to be an officer of a Society under section 47(3) of the Act or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each Officer shall within twenty (20) Working Days of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the Society held by such former Officer.

6.6 Conflicts of interest

6.6.1 The **Society** will maintain a conflict of interest policy in accordance with the **Act**.

6.6.2 The **Committee** shall ensure compliance with the conflict of interest policy and at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

7 Records

7.1 Register of Members

7.1.1 The **Society** shall keep an up-to-date **Register of Members** which will be maintained by the **Secretary**.

7.1.2 For each current **Member**, the information contained in the **Register of Members** shall include —

- a. Their name, and
- b. The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- c. Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.
 - email address (if any)
 - whether the **Member** is unfinancial as described in clause 2.6.2

7.1.3 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

7.1.4 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- a. The former **Member's** name, and
- b. The date the former **Member** ceased to be a **Member**.

7.2 Access to information for members

- 7.2.1 The **Society** will maintain an access to information policy in accordance with the **Act**.

8 Finances

8.1 Control and management

- 8.1.1 The funds and property of the **Society** shall be—
- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - devoted solely to the promotion of the purposes of the **Society**.
- 8.1.2 The **Committee** shall maintain bank accounts in the name of the **Society**.
- 8.1.3 All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.
- 8.1.4 All accounts paid or for payment shall be submitted to the **Treasurer** and approved by 2 officers for payment.
- 8.1.5 The **Committee** must ensure that there are kept at all times accounting records that—
1. correctly record the transactions of the **Society**, and
 2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 8.1.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

8.2 Balance date

The **Society's** balance date is 31 March, unless otherwise determined by the **Committee**.

9 Dispute resolution

9.1 Meanings of dispute and complaint

- 9.1.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 9.1.2 The disagreement or conflict may be between any of the following persons—
1. 2 or more **Members**
 2. 1 or more **Members** and the **Society**
 3. 1 or more **Members** and 1 or more **Officers**
 4. 2 or more **Officers**
 5. 1 or more **Officers** and the **Society**
 6. 1 or more **Members** or **Officers** and the **Society**.
- 9.1.3 The disagreement or conflict relates to any of the following allegations—
1. a **Member** or an **Officer** has engaged in misconduct
 2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 9.1.4 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 3. sets out any other information or allegations reasonably required by the **Society**.
- 9.1.5 The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
- 9.1.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- 9.1.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 9.1.8 All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 9.1.9 The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

9.2 How complaint is made

- 9.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
- 9.2.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
- 9.2.3 The information given under 9.1.1 item 2 or 9.1.2 item 2 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 9.2.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

9.3 Person who makes complaint has right to be heard

- 9.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 9.3.2 If the **Society** makes a complaint—
1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.

- 9.3.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 Person who is subject of complaint has right to be heard

- 9.4.1 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 9.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 9.4.3 If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 9.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining dispute

- 9.5.1 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.

9.5.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a **Member** or an **Officer** has engaged in material misconduct;
 - b. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - c. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

9.7 Society may refer complaint

9.7.1 The **Society** may refer a complaint to—

1. a subcommittee or an external person to investigate and report; or
2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

9.7.2 The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

10 Liquidation and removal from the register

10.1 Request for removal from register or liquidation of society.

10.1.1 If at any time the **Society** becomes non-operational or it is desirable for the **Society** to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 10.2 of this **Constitution** and under the power given to the **Society** under section 215 of the **Act**. The **Society** may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the **Society's** removal from the register must be made in accordance with clause 10.1.3. The resolutions described in this clause may be made at the same meeting of the **Society**.

10.1.2 The **Society** may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 10.1.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 10.2.

10.1.3 The **Society** may resolve to authorise a request for the **Society's** removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the **Act** subject to the following modifications:

10.1.3.1 The **Committee** shall give twenty-five (25) **Working Days** written **Notice** of the **General Meeting** of all the **Members** at which resolution is to be considered.

10.1.3.2 The **Notice** must include the matters required by section 228(4) of the **Act**.

10.1.3.3 The resolution must be passed by a three-quarter (3/4) majority of the **Financial Members** present and entitled to vote.

10.2 Surplus assets on request for removal from register or liquidation

10.2.1 On a **Member** vote in accordance with clause 10.1.1 or 10.1.2 any remaining portion of the **Society's** funds or the net proceeds arising from the sale of the assets of the **Society** must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the **Society** as may be determined by a three-quarter (3/4) majority of the **Financial Members** in accordance with clause 10.2.2.

10.2.2 A resolution providing for the disposal of the **Society's** surplus assets must be made in accordance with the provisions of Part 5 of the **Act** subject to the following modifications:

- 10.2.2.1 the **Committee** shall give twenty-five (25) **Working Days' Notice** of the **General Meeting** of all the **Members** at which the resolution is to be considered;
 - 10.2.2.2 the **Notice** must include the matters required under section 228(4) of the **Act**;
 - 10.2.2.3 the resolution must be passed by a three-quarter (3/4) majority of the **Financial Members** present and entitled to vote; and
 - 10.2.2.4 the resolution must set out which charitable entities the **Society's** surplus assets shall be applied to in accordance with clause 10.2.1.
- 10.2.3 To be clear, a resolution under this clause 10.2 may be made at the same **General Meeting** as a resolution under clause 10.1.

11 Alterations to the Constitution

11.1 Amending this Constitution

- 11.1.1 All amendments to or replacements of the **Society's Constitution** must be made in writing, and in accordance with this **Constitution**.
- 11.1.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Financial Members** present and voting.
- 11.1.3 Amendments to the **Constitution** can also be approved by a written resolution passed in lieu of a **General Meeting**, using the procedures in clause 3.1.6.
- 11.1.4 No amendment or replacement shall be permitted if it would modify the intent of the charitable purpose set out in this **Constitution** except to the extent required to register the **Society** as a charity under the Charities Act 2005 or result in the society losing its status as a "charitable entity" under the Charities Act.
- 11.1.5 Any proposed resolution to amend or replace this **Constitution** shall be signed by either all **Officers** or at least five (5) per cent of **Financial Members** and given in writing to the **Committee** at least twenty (20) **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 11.1.6 At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

11.1.7 The **Committee** may amend the terms of this Constitution by a unanimous resolution of the **Committee** if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the **Committee** provides written **Notice** of the amendment to every Member of **the Society**, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the **Member's** right to object to the amendment.
- (c) If no **Financial Member** objects within twenty (20) Working Days after the date on which the Notice is sent, the Committee may make the amendment.
- (d) If a **Financial Member** objects to the amendment made under clause 11.1.7 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

11.1.8 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration. As the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that **Act**.

12 Other

12.1 Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

12.2 Method of contracting

12.2.1 Documents will be executed for the **Society** pursuant to a resolution of the **Committee** and the **Society** may enter into contracts by two (2) **Officers** signing under the name of the **Society** and any other method approved in the **Act**.