

The Screen Industry Guild Of Aotearoa New Zealand Incorporated Constitution and Rules (2025)

Incorporated under the Incorporated Societies Act 2022.

These Rules Rescind All Previous Rules

23 September 2025

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PART I: FORMATION

1. NAME

The name of the incorporated society shall be THE SCREEN INDUSTRY GUILD OF AOTEAROA NEW ZEALAND INCORPORATED (“the Society”).

2. OFFICE

The registered office of the Society shall be at such place as the National Executive shall from time to time decide, provided it is recorded in the register of incorporated societies. (Changes to the Registered Office shall only take effect subject to giving the Registrar the notice prescribed by section 111 ISA 2022).

3. INTERPRETATION

3A. In these Rules, unless the context otherwise requires:

Annual Financial Statements means the financial statements prepared by the Society annually in accordance Rule 29E.

Annual Report means the report given at the Annual General Meeting referred to in Rule 24A(iii)(b).

Annual Return means the document prepared and filed annually with the Registrar in accordance with Rule 29H.

Branch Committee means a Branch Committee defined in Rule 16.

Ballot Officer means a person not eligible to vote in an election or secret ballot, appointed by the National Executive to oversee the ballot or election process and report the results.

Committee means either or both the National Executive and the Branch Committee, except as specified.

Complaint has the meaning in Schedule 1.

Dispute has the meaning in Schedule 1.

Engager or **engager organisation** have the meanings given in SIWA 2022.

Financial Gain of Members has the meaning in sections 23 and 24 of ISA 2022.

General Meeting shall be taken to mean any or all of the Annual General Meeting, Special General meeting or Branch General Meeting specified in Rule 24.

ISA 2022 means the Incorporated Societies Act 2022 as amended or replaced from time to time. It includes any Regulations made under the same.

National Executive means the National Executive Committee defined in Rule 15.

New Zealand screen industry has the natural and ordinary meaning as is commonly understood or customarily used in New Zealand. It includes (but is not limited to) the pre-production, production, and post-production of motion pictures, films, videos, and television programmes (including advertising programmes).

New Zealand screen industry crew has the natural and ordinary meaning as is commonly understood in the New Zealand screen industry.

Officer means a natural person who is a member of the National Executive or Branch Committee; or any other natural person occupying a position in the Society that allows that person to exercise significant influence over the management or administration of the Society.

Occupational group has the meaning given in SIWA 2022.

Occupational contract have the meaning given in SIWA 2022.

Register of Members means the Register of Members described in Rule 13A.

Registrar means the Registrar of Incorporated Societies.

Regulations means any government regulations made under ISA 2022, including the Incorporated Societies Regulations 2023 (SL 2023/240) and/or any replacement made to those from time to time.

SIWA means the Screen Industry Workers Act 2022

Majority vote means a simple majority (more than half) of the votes cast by those Members entitled to vote and voting upon the question. This definition is subject to any contrary Rule requiring a higher majority.

Members means all persons who have consented to and been admitted to Society Membership in accordance with these Rules (and who have not ceased to be Members). Each Member is either an Ordinary, Life, or Associate Member, which have the meanings in Rule 5.

Worker organisation has the meaning given in SIWA.

4. **OBJECTS & POWERS**

4A. The primary objects for which the Society is established are:

- (i) to provide for New Zealand screen industry crews a professional organisation and forum of mutual benefit,
- (ii) to promote the interests, opportunities for employment, welfare and safety of New Zealand screen industry crews,
- (iii) to promote and maintain professional standards in the New Zealand screen industry,
- (iv) to communicate and to represent the interests of Members in dealings with engagers, employers and operators in the New Zealand screen industry on matters of concern to Members, and to promote Member's collective work interests;
- (v) to study, report on, and assist in respect of, complaints and problems within the New Zealand screen industry,
- (vi) to promote and maintain liaison with kindred organisations, and
- (vii) to promote knowledge of and interest in the objects of the Society by means of meetings, exhibitions, lectures, publications, educational courses and all other forms of instruction and publicity,

subject however that:

- (viii) the Society shall at all times remain independent of, and be constituted and operate at arm's length from any engager or engager organisation; and
- (ix) Financial Gain of Members is not an Object of the Society (see Rule 32B).

4B. In furtherance of these Objects the Society shall have the following powers:

- (i) to raise monies by donations, loans or other lawful means,
- (ii) to engage in such commercial activities as the Society in General Meeting may consider appropriate,
- (iii) to establish regional Branches of the Society,
- (iv) to delegate powers to any Branch Committee or the National Executive as it may consider appropriate;

Part I: Formation

- (v) to prudently invest all or any of the monies held by the Society which are not required for the immediate operations of the Society in such mode or modes of investment and/or in such security or securities as may be beneficial to the Society,
 - (vi) to employ or engage staff to assist in the work of the Society at such wages or remuneration and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services,
 - (vii) to institute, initiate, or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society,
 - (viii) to enter into, seal, execute and perform any deeds, document instruments, agreements, papers and writings and to do all such other things, acts, deeds and matters as shall be necessary, incidental, or conducive to the attainment of the foregoing Objects or any of them, and
 - (ix) to apply for registration as a "worker organisation" pursuant to SIWA and (if so registered) to exercise any/all powers conferred on the Society by virtue of SIWA, (including but not limited to engaging in collective bargaining, representing workers in disputes, access to workplaces, and enforcing penalties);
 - (x) to take such other steps as may be necessary to ensure the Society at all times remains independent of, and is constituted and operates at arm's length from any engager or engager organisation;
 - (xi) to exercise any powers granted to the Society by virtue of ISA 2022, including the making of Society bylaws.
- 4C. The Society's powers are subject to any restrictions or limitations stated in ISA 2022 or in these Rules (such as Rule 32 regarding utilisation of income and assets).

PART II: SOCIETY MEMBERSHIP

5. MEMBERSHIP ELIGIBILITY

- 5A. Membership of the Society shall be open to natural persons (or in the case of Associate Members natural persons or bodies corporate) interested in the aims and Objects of the Society, subject to the requirements that:
- (i) that person complies with these Rules; and
 - (ii) membership is not available to “engagers” or “engager organisations” (within the meanings given by SIWA).
- 5B. Members may be accepted in the following categories:
- (i) **Ordinary Members:** being natural persons who fairly meet the definition in Rule 3 of New Zealand screen industry crew, and who have applied for and been granted membership under Rule 7.
 - (ii) **Life Members:** being natural persons who have rendered outstanding service to the Society, who may be elected (subject to their written consent) by Ordinary Members voting at an Annual General Meeting, subject to Ordinary Members receiving prior notice of any nominations.
 - (iii) **Associate Members:** being other natural persons or bodies corporate wishing to support the aims and Objects of the Society, and who have applied for and been granted membership under Rule 7.
- 5C. This Rule is subject to any other Rule to the contrary (such as regarding expulsion or suspension of Membership).

Member Grouping

- 5D. The National Executive may assign Members to one or more appropriate groups for the purposes of: (a) setting subscription rates; or (b) targeting specific activities, events, resources, training, programmes etc; or (c) targeting relevant information. The criteria for assigning Members to these groups (and/or for granting Member’s access to such activities or resources etc) shall be made available to Members. The National Executive shall exercise the power in this clause only in a lawful manner and consistent with the Objects and best interests of the Society.

6. BRANCH MEMBERSHIP

- 6A. Each Member shall belong to one branch. The Member's branch shall be the branch closest to their address held in the Register of Members unless otherwise approved by the National Executive.
- 6B. Membership of a particular branch does not limit a Member's right to participate in another branch except that, in matters pertaining to branches:
 - (i) A Member may only vote in their own branch;
 - (ii) A Member may not necessarily receive notices and information about other branches unless they request it.

7. NEW MEMBER APPLICATIONS

- 7A. Except in the case of Life Members, a person becomes a Member upon:
 - (i) satisfying the eligibility requirements in Rule 5; and
 - (ii) completing and submitting an application form in the manner and form prescribed by the National Executive from time to time (which may include using an online form or online portal). At a minimum, the form must contain the applicant's signed written consent to becoming a Member and to abiding by these Rules. The form may include any other particulars prescribed by the National Executive from time to time; and
 - (iii) paying the subscription under Rule 9.
- 7B. Rule 7A is subject, however, to the power of the National Executive Committee to review any membership application submitted to ensure the applicant's eligibility or compliance with these Rules. The National Executive may (in its discretion) require further information from the applicant, and may approve or decline any applications under this Rule or any other applicable Rule (such as regarding expulsion or suspension of Membership).
- 7C. For the avoidance of doubt, Rule 7A does not limit any other Rule regarding suspension or cessation of Membership (such as Rule 11).

8. NON-MEMBER AFFILIATES:

- 8A. Persons who do not meet the eligibility criteria for membership (such as engagers), or who do not wish to become Members, but who are interested in either subscribing to or supporting the Objects of the Society, may apply to the Society to be admitted into one of the following categories of Non-Member Affiliates:
- (i) **Non-Paying Subscribers:** being any persons who elect to receive some or all of the following notices regarding Society activities: direct messaging, electronic newsletters, public announcements, SIWA notices, and other relevant Society notices and publications.
 - (ii) **Supporters:** being any eligible person who applies to participate in a specific Society activity, programme, event, resource, training, or venture ("**Supporter Programmes**"). The National Executive may from time to time: (a) establish, amend, cancel or revoke any Supporter Programmes in accordance with the powers, aims, and Objects of the Society; and (b) create or vary any eligibility criteria and fees for participation in Supporter Programmes.
- 8B. Any non-Member person may apply for admission to one of the categories of Non-Member Affiliate by making written application to the Society in the prescribed electronic form on the Society's website. The period of admission shall remain at the National Executive's sole discretion, who may by notice amend, revoke, or remove admitted persons (for any reason).
- 8C. For the avoidance of doubt, Non-Member Affiliates are not Society Members, possess no right to vote or attend General Meetings, and shall only have access to such information and resources etc as the Society determines appropriate in accordance with the aims and Objects of the Society.

9. SUBSCRIPTIONS

Every Member (other than a Life Member) shall pay to the Society by way of monthly or annual subscription such sum (if any) as may be from time to time approved or amended by a motion passed by the Society in General Meeting. Subscriptions fees

so approved may also be subject to any concessionary rates, discounts, or other fee criteria so approved by motion of the National Executive in a Committee Meeting.

10. LEVIES

Every Ordinary Member shall pay to the Society such sum or sums by way of levy as may from time to time be approved by the Society in General Meeting.

11. CESSATION OF MEMBERSHIP

11A. A person ceases to be a Society Member if:

- (i) they resign by giving written notice to the Secretary or President, or by completing the prescribed electronic form. Resignation shall take effect from the date of receipt of the written notice or form; or
- (ii) they die (or in the case of an Associate Member, upon liquidation or deregistration); or
- (iii) they are removed by a motion carried by two-thirds majority at a meeting of the National Executive, upon the grounds that they have failed to pay their overdue subscriptions or levies, the National Executive having first warned the person that failure to pay by the due date could result in termination of Membership; or
- (iv) their Membership is terminated following a dispute resolution process under Schedule 1.

11B. Prior to making any decision, the National Executive may (if necessary) immediately interim suspend the Member concerned pending investigation and determination of a matter in accordance with Schedule 1.

11C. *Consequences of ceasing Membership:* Membership rights and duties end when membership ends, except for any rights or obligations that are reasonably expected to survive membership cessation (such as those listed below). A person who ceases to be a Society Member (for whatever reason):

- (i) will cease to hold themselves out as a Society Member; and
- (ii) will cease to use any/all Confidential Information (see Rule 11D); and

- (iii) will, upon request, promptly return to the Society all materials produced by the Society (including membership certificate, handbooks and manuals), and any Society Money or other Assets.

11D. *Readmission of Former Society Members:* Any former Society Member may apply for readmission to the Society as a Society Member, and may be approved or declined by the National Executive, in accordance with and subject to the Rules for admission of new Society Members (see Rule 7).

12. **OBLIGATIONS OF MEMBERSHIP**

12A. *Members bound by Rules:* Every Society Member is bound by the Rules of this Constitution, and shall take all steps as are reasonable in the circumstances to ensure the Rules are observed, including:

- (i) not engaging in any activity that could be deemed detrimental or contrary to the aims, Objects, interests, or influence of the Society;
- (ii) promptly advising the Secretary in writing of any changes to the Member's information recorded on the Register of Members (see Rule 13A); and
- (iii) cooperating with reasonable requests of Officers or representatives of the Society; and
- (iv) behaving in a manner likely to foster confidence, goodwill, and unity within and towards the Society.

12B. *Confidentiality:* Society Members must treat all information: a) relating to commercial arrangements entered into by the Society, or b) marked or designated as confidential, or c) that should reasonably be considered as confidential given the nature of the information or circumstances surrounding its disclosure (together, "**Confidential Information**") as strictly confidential and must not disclose any information regarding the Society to any third party without the prior written approval of the National Executive.

13. REGISTER OF SOCIETY MEMBERS

13A. The Secretary will keep and maintain a Register of Members which will contain:

- (i) for every current Society Member, the full name, last known contact details, and the date at which they became a Member. [It may optionally contain that person's address and occupation]; and
- (ii) for every former Society Member, the name of each person who has ceased to be a Society Member within the previous 7 years; and the date on which each person ceased to be a Member.

13B. *Changes:* The National Executive will make arrangements to ensure the Register of Members is kept up to date. The Secretary will update the Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register.

13C. Officers may access or inspect the Register of Members for authorised purposes subject to and in accordance these Rules. Other Society Members may request copies of their own personal information contained on the Register of Members, but requests for any other information shall be subject to Rule 14 (access to information for Members). Use and access to any personal information held on the Register of Members is subject to the privacy principles contained in the Privacy Act 2020.

14. ACCESS TO INFORMATION FOR MEMBERS

14A. *Member Requests:* A Member may at any time make a written request to the National Executive for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

14B. *Response:* The National Executive must, within a reasonable time after receiving a request —

- (i) provide the information; or
- (ii) agree to provide the information within a specified period; or

- (iii) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- 14C. *Reasons for withholding:* Without limiting the reasons for which the National Executive may refuse to provide the information, the National Executive may refuse to provide the information for any of the reasons in s 81 of ISA 2022.
- 14D. *Charges for supply:* If the National Executive requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society –
 - (i) that the Member will pay the charge; or
 - (ii) that the Member considers the charge to be unreasonable.
- 14E. *Privacy:* Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.
- 14F. *Financial Statements and AGM Minutes:* If a Member makes a written request to the Society for the Annual Financial Statement that were presented at the most recent AGM, and/or the minutes of the most recent AGM, the Society must provide the same and without charge.

PART III: MANAGEMENT OF SOCIETY

15. NATIONAL EXECUTIVE COMMITTEE

15A. The Society shall be administered by a National Executive Committee comprising:

- (i) President
- (ii) A Vice President
- (iii) A Treasurer
- (iv) Each Branch Chair
- (v) No less than three and no more than fifteen additional National Executive members put forward by the Branch Committees as set out below.

15B. The National Executive shall by majority vote appoint a consenting Officer from their number to perform the role of National Secretary, at the first National Executive meeting after each AGM (and from time to time thereafter). The functions and responsibilities of the National Secretary may also be delegated in accordance with Rule 17D.

15C. The National Executive may co-opt as a non-voting member of the National Executive from time to time and for the time being any consenting Member or non-member of the Society who may be in a position to assist the National Executive with any particular subject or task.

15D. The President shall be the Chairperson of the National Executive. Where the President is unavailable for any reason, the Vice President shall assume the duties and functions of the President.

16. BRANCH COMMITTEE

16A. Each Branch of the Society shall be administered by a Branch Committee comprising:

- (i) A Chairperson,
- (ii) A Secretary,

- (iii) No more than eight additional Branch Committee members.
- 16B. If a Branch Committee is not elected, then it may be administered from the National Office and the National Executive will co-opt consenting branch Members and any elected branch representative as it sees fit.
- 16C. A minimum of 10 persons shall together represented constitute a Branch, provided that the establishment of any Branch is subject to approval by the National Executive.
- 16D. No action may be taken by a Branch that in any way contradicts or contravenes the Rules of the Society or decisions of the National Executive, or any law, Act, or regulation.
- 16E. For the avoidance of doubt, Branch Committee members shall abide by the Duties of Officers in Rule 20.
- 16F. Copies of all records, minutes, correspondence, accounts or otherwise concerning the operation of a Branch shall be made available to the National Executive as soon as practicable upon request.

17. FUNCTIONS POWERS AND DUTIES OF THE COMMITTEES

National Executive to Manage the Society

- 17A. The operation and affairs of the Society must be managed by, or under the direction or supervision of, the National Executive.

National Executive Powers

- 17B. The National Executive may exercise all the powers of the Society (see Rule 4B), and any other powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, except where these Rules limit the exercise of that power (such as requiring a power to be exercised by the Society at an AGM or a SGM).

National Executive Functions & Duties

- 17C. Without limiting the above, the National Executive shall in accordance with these Rules have the following functions, powers and duties:
 - (i) to control, administer and manage the property, funds, operations and affairs of the Society,

Part III: Management of Society

- (ii) to appoint consenting Officers, assistants and other employees or contractors whether honorary or otherwise and upon such terms and conditions and at such remuneration as the National Executive shall think fit and from time to time to remove and to replace any person so appointed,
 - (iii) to approve the establishment of new Branches,
 - (iv) to appoint sub-committees as the National Executive may from time to time deem expedient for the carrying out of the Objects. Members of any sub-committee need not necessarily be members of the National Executive,
 - (v) to maintain a digital Register of Members (see Rule 13),
 - (vi) to maintain the Interests Register (see Rule 22H),
 - (vii) to establish and maintain a satisfactory system of control of the Society's accounting records (see Rules 29 (accounts) and 30 (control of funds))
 - (viii) to review and set membership fees in accordance with Rule 9;
 - (ix) to implement member grouping in accordance with Rule 5D;
 - (x) to administer and manage any functions or powers bestowed on the Society by the SIWA 2022;
 - (xi) to ensure and uphold these Rules in a manner likely to foster the confidence, goodwill, and unity within and towards the Society;
 - (xii) to decide any matter not covered by these Rules;
- 17D. *Delegation*: where appropriate, the National Executive may, by majority vote, delegate any particular functions, duties, or responsibilities (including those of the National Secretary) to the Executive Officer of the Society or to another Officer (or to a staff member engaged by the National Executive for the purpose of assisting it with such functions, duties, or responsibilities), provided it believes on reasonable grounds that the person delegated to is reliable, willing, and competent to perform the delegation. Delegated responsibilities and the terms of delegation must be recorded in writing.

Branch Committee Functions, Powers, & Duties

17E. The Branch Committee shall have the following functions, powers and duties:

- (i) to identify issues topical to members of the Society and arrange meetings and seminars,
- (ii) to engage in fundraising activities within the area served by the Branch Committee,
- (iii) to be directly responsible to the National Executive for the day-to-day operation of that Branch (this responsibility shall be overseen by the Branch Chairperson and Branch Secretary), and
- (iv) to co-opt as a non-voting member of the Branch Committee from time to time any consenting Member or non-Member of the Society who may be in a position to assist the branch committee with any particular subject or task.

17F. For the avoidance of doubt, the Committees' powers are subject to any requirements, restrictions, or limitations stated in ISA 2022 or elsewhere in these Rules (such as Rule 32 regarding utilisation of income and assets).

18. ELECTION OF OFFICERS

18A. Every Annual General Meeting shall be preceded by the election of Committees and Officers by secret online ballot in accordance with this Rule.

18B. The following members of the National Executive will be elected by secret online ballot of voting Members:

- (i) President
- (ii) Vice President
- (iii) Treasurer

18BB. Up to three (3) additional National Executive members shall be drawn and appointed from each elected Branch Committee, as follows:

- (i) each Branch Chair shall automatically become a member of the National Executive upon their election to a Branch Committee; and
- (ii) each Branch Secretary shall automatically be offered membership to the National Executive upon their election to a Branch Committee. If, however, a Branch Secretary declines the automatic offer of membership to the National Executive, then the relevant branch may elect another

Branch Committee member to take their Branch Secretary's place on the National Executive, by secret online ballot of relevant branch voting Members; and

- (iii) in addition to (i) and (ii), each branch may elect one (1) additional Branch Committee member to the National Executive by secret online ballot of relevant branch voting Members.

18C. The following Branch Committee members will be elected by secret online ballot of relevant branch voting Members:

- (i) Branch Chair
- (ii) Branch Secretary
- (iii) Branch Committee members

18D. The highest polling candidates will be elected. For the avoidance of doubt:

- (iv) The President, Vice President, Treasurer, may be, but are not required to be members of a Branch Committee.
- (v) A Branch Chair and Branch Secretary may also hold one of the positions of President, Vice President, or Treasurer.

18E. For the avoidance of doubt, in this Rule, "voting Members" means every Ordinary Member and every Life Member. (Associate Members shall not have voting rights in Officer Elections).

18F. In the case of a special election, this Rule shall apply (with any necessary modification) to a Special General Meeting.

Procedure for Nominating Officers

18G. 8 weeks before the Annual General Meeting:

- (i) online nominations for all elected Officer positions shall open, and shall remain open for 4 weeks; and
- (ii) electronic notice shall be given to all voting Members (at their email addresses held on the Register of Members), advising that online nominations are now open for Officer elections. Notice shall include relevant information about eligibility and how to nominate (see Rule 18H), and when online Officer elections will open and close. An

accidental omission to give notice to a Member, or a failure to receive notice by a Member, does not invalidate the election proceedings.

18H. To be eligible for nomination or election:

- (i) nominations may be made and seconded by voting Members only; and
- (ii) each nominee must consent to their nomination, and declare that they meet the Officer eligibility requirements in Rule 19; and
- (iii) nominations must be made online using the prescribed Nomination Form, and submitted to the Society via the Society's website, or via email; and
- (iv) valid nominations must be received by the national Secretary no later than 4 weeks before the Annual General Meeting (2 weeks before election voting opens).

Final Notice of Candidates

18I. At least 7 days prior to the elections opening, all nominations validly received plus any background on nominees as supplied by them (if required), shall be put in an electronic notice to go to the voting Members of the Society at their email addresses held on the Register of Members. Notice shall include information about when and how voting Members can cast their election vote online.

Procedure for Voting for Officers

18J. Online Officer elections shall open 4 weeks before the Annual General Meeting. Within that timeframe, the National Executive may determine to organise or stagger Officer elections into phases (as necessary) provided however that: (i) eligible voting Members shall have a period of at least seven days in which to cast their vote for any given Office; and (ii) all phases shall have concluded on or before 7 days prior to the AGM; and (iii) proper notice and particulars of each phase shall be notified in accordance with Rule 18I.

18K. For a vote to be validly cast, voting Members must cast their vote online via the Society's website, using the prescribed voting form.

18L. Elections shall be overseen by a Ballot Officer. The Ballot Officer shall announce the election results at the Annual General Meeting.

Insufficient Nominations

- 18M. If insufficient nominations are received to fill all the required elected positions then the nomination and voting period shall remain open prior to the Annual General Meeting, to allow for additional nominations to be called to fill the relevant vacancies. If by the Annual General Meeting there are still insufficient nominations, then valid nominations may be called for during the General Meeting.
- 18N. If after undertaking the steps referred to in 18M, there are still insufficient nominations for a Branch Committee, then Rule 16B shall apply, and the National Executive may either administer the Branch Committee or appoint consenting Officers to the Branch Committee.
- 18O. If after undertaking the steps referred to in 18M, there are still insufficient nominations for the National Executive, then: if there is only one remaining elected position vacant (except that of the President) then the National Executive may, after the AGM, appoint a suitable consenting Member of the Society to this vacancy. In all other cases, a Special General Meeting shall be convened within one (1) month for the purpose of a Special Election. The Special General Meeting shall only be for the specific purpose of electing Officers to fill the required elected positions on the National Executive that still remain vacant. Those Officers who have started their term at the most recent AGM shall not be required to stand down, unless required by a two-thirds majority vote of Members; in which event all National Executive Officers shall stand down but may immediately stand for re-election or re-appointment at the Special General Meeting.

19. ELIGIBILITY FOR APPOINTMENT OR ELECTION AS OFFICER

- 19A. All appointments and elections to the National Executive, Branch Committee, or any sub-committee, are subject to the appointed or elected persons giving consent in the form prescribed by the National Executive.
- 19B. No person may be appointed or elected as an Officer of any Committee, or remain so appointed or elected, unless:
- (i) they are a natural person; and

- (ii) they are not disqualified from holding office by section 47 of ISA2022 or any rule of law ; and
- (iii) are independent of and operate at arm's length from any engager or engager organisation;
- (iv) they have signed a declaration that they meet and will continue to meet all the eligibility requirements in this Rule 19.

19C. A majority of the Officers of any Committee must be made up of Ordinary Members.

19D. **Term:** All appointments and elections to any Committee shall be to serve a term starting at the time of their election or appointment, and ending at the Annual General Meeting of the following year (unless re-elected).

20. DUTIES OF OFFICERS

20A. All Officers shall abide by:

- (i) these Rules; and
- (ii) the duties imposed on them by law, including legal duties owed to the Society under sections 54 to 60 of ISA 2022 (including to act in good faith and in the best interests of the Society; to exercise powers for a proper purpose; to exercise reasonable care and diligence; to not agree to the Society acting contrary to these Rules or ISA 2022; to not agree (or cause or allow) the Society to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Society's creditors; to not agree to the Society incurring any obligation unless the Officer believes at the time on reasonable grounds that the Society will be able to perform the obligation; and to only use information and advice in good faith);
- (iii) the conflict of interest rules for Officers (see Rule 21);
- (iv) the requirement to discharge their duties and functions at all times independently and at arm's length from any engager or engager organisation;
- (v) any Officer Code of Conduct that may be implemented by motion of the National Executive from time to time (including but not limited to such

conduct as confidentiality rules, media/social media policies, workplace behaviour policies and so forth);

(vi) any bylaws the Society creates under ISA 2022.

20B. *Publicity and Confidentiality*: No Officer shall make any public statement on behalf of the Society or concerning the Society's business or share any Confidential Information except with the prior approval of the National Executive. For the avoidance of doubt, the National Executive may give prior approvals of a general scope to some or all Officers, provided that such general approvals are subject to clear and appropriate written rules or guidelines (e.g. any information policies, social media policies, privacy policies, or other relevant policies or codes of conduct etc).

21. INDEMNITIES AND INSURANCE

21A. Subject to ISA 2022, Officers will at all times be held indemnified by the Society from and against any liability to any person (other than the Society) for carrying out in good faith the requirements of the Committee or the Society. That includes any costs incurred by the Officer in defending or settling any claim or proceedings related to that liability.

21B. For the avoidance of doubt, this shall not include any criminal liability where judgment is given against the Officer, nor any liability arising out of a failure to act in good faith.

21C. The Committee may effect insurance for the purposes of this Rule.

22. CONFLICT OF INTEREST RULES FOR OFFICERS

Duty to disclose

22A. Any Officer who is "*interested in a matter relating to the Society*" must, as soon as practically possible after the Officer becomes aware of their interest in the matter, disclose the nature and extent of that interest (including any monetary value of the interest if it can be quantified)—:

- (i) to the National Executive; and
- (ii) in the Interests Register.

22B. "**Interested in a matter relating to the Society**" has the meaning in section 62 of ISA 2022. For the avoidance of doubt this includes circumstances where:

- (i) an Officer (or their close relative) may obtain a **financial benefit** from the Society's activities, powers, transactions (or proposed transactions); and/or
- (ii) an Officer has a **financial interest** in a person related to the matter.

However, an Officer is not interested in a matter relating to the Society merely because they receive a salary, wage, or other payment or benefit that is authorised in accordance with Rule 32B, or they receive an insurance or indemnity authorised by this Constitution and ISA 2022.

Consequences of Interest

22C. An Officer who is interested in a matter relating to the Society:

- (i) must not vote or take part in any decision relating to the matter, unless all Committee Members who are not interested in the matter consent; and
- (ii) must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all Committee Members who are not interested in the matter consent; however
- (iii) can be present at the time of the decision and can contribute to the discussion leading to the decision (unless the Committee, where it considers it appropriate, excludes the Officer from any further discussion or involvement with the matter); and
- (iv) may (even if prevented from voting on a matter), continue to be counted as part of the quorum for the meeting.

22D. *Voting Contingency*: If 50% or more of the National Executive Officers are prevented from voting on a matter under Rule 22C (because they are interested in that matter), a Special General Meeting of the Society must be called to consider and determine the matter.

22E. Where 50% or more of a Branch Committee or Subcommittee's Officers are prevented from voting on a matter under Rule 22C (because they are interested in that matter), the National Executive shall consider and determine the matter unless it is also prevented by these Rules.

Failure to disclose:

22F. The Committee must notify Society Members of any failure to comply with Rules 22A (disclosure) or 22C (consequences of interest), and of any transactions affected, as soon as practicable after becoming aware of the failure. Notice shall be in the manner prescribed by the Regulations (if any).

Exceptions:

22G. Rules 22A (disclosure), 22C (consequences of interest), and 22F (failure to disclose) do not apply in relation to—

- (i) a salary, wage, or other payment paid to an Officer as referred to in Rule 32B(ii); or
- (ii) an indemnity given or insurance provided in accordance with subpart 6 of ISA 2022.

Interests Register

22H. The Committee must keep and maintain an up-to-date register of disclosures made by Officers under Rule 22A (an "Interests Register"). An Officer may inspect the Interests Register at any reasonable time.

23. VACATION OR REMOVAL FROM OFFICE

23A. The office of any National Executive Member, Branch Committee Member, sub-committee Member (or any other Officer), becomes vacant if that person:

- (i) completes their term of Office;
- (ii) ceases to be a Society Member (see Rule 11) (unless they were duly elected or appointed to Office as a non-Member);
- (iii) dies;
- (iv) resigns from Office by giving the Secretary notice in writing;
- (v) is adjudicated bankrupt, insolvent, or incapable of performing his/her duties;
- (vi) is suspended or removed from office following a dispute resolution process in Schedule 1, whether on an interim or permanent basis; or

- (vii) by a two-thirds majority vote of the relevant Committee if the Officer:
refuses to duly perform their duties, or is absent from three consecutive meetings of the relevant Committee to which they are ordinarily required to attend, without reasonable cause or without leave of absence granted by the relevant Committee; or
 - (viii) no longer meets the eligibility requirements in Rule 19 for holding office (for instance, they become disqualified from holding office under s 47(3) ISA 2022).
- 23B. If an Officer vacates their Office before completing their term, the relevant Committee may appoint some other person in his/her place who has consented in the prescribed form to fill the vacancy. That person will hold office until the first AGM after the date of their appointment.

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24. GENERAL MEETINGS OF MEMBERS

24A. Annual General Meeting

- (i) Within six months of the end of the financial year (and not later than 15 months after the last AGM) there shall be held a general meeting of Members of the Society ("the Annual General Meeting" or "AGM"), which shall be summoned by the National Executive in the manner hereafter prescribed.
- (ii) The National Executive may decide to convene and host Annual General Meetings remotely or virtually using one or a combination of the methods in 25B. Alternatively, only if the National Executive permits, each Branch of the Society may hold a separate Annual General Meeting within its region, provided that, other than specific Branch business, the business to be conducted at such separate meetings shall be the same for each meeting.
- (iii) The business to be transacted at the Annual General Meeting shall be:
 - (a) To approve the minutes of the previous Annual General Meeting.
 - (b) To receive from the National Executive a report on the operations and affairs of the Society during the Society's most recently completed accounting period ("**Annual Report**"). The Annual Report shall also include any information prescribed by section 86(2) ISA 2022;
 - (c) to receive from the National Executive a copy of the Society's **Annual Financial Statements** (see Rule 29E) for the most recently completed accounting period, for approval by Society Members by majority vote at the AGM; and
 - (d) to receive notice from the National Executive of any disclosures, or types of disclosures, made under Rule 22 (Officer's duty to disclose interests) during the most recently completed accounting period. Notice shall include a brief summary of the matters, or types of matters, to which any disclosures relate;

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- (e) The Ballot Officer shall announce and certify the result of Officer elections conducted by secret online ballot in accordance with Rule 18.
- (f) To consider and decide any other matter which may properly be brought before the Meeting.
- (iv) The prescribed notice calling an Annual General Meeting shall specify in general terms the standard business and any additional motion or business to be transacted at the AGM. In addition, an agenda may be released to Members within a reasonable timeframe ahead of the AGM to update Members on specific motions or orders of business. Time permitting, Members may raise such general business as Members may wish to raise.

24B. Special General Meeting

- (i) A Special General Meeting of Members of the Society may be summoned by the National Executive from time to time in manner hereinafter prescribed.
- (ii) The National Executive shall upon a requisition made to it in writing by not less than six eligible voting Members promptly convene a Special General Meeting. Any requisition so made shall state the purpose of the meeting proposed to be called and shall be handed to the President or sent to the office of the Society.
- (iii) The prescribed notice calling each such meeting shall specify in general terms the motions or business for which the meeting is called and only the business so specified shall be discussed at such meetings.

24C. Branch General Meetings

- (i) A Branch General Meeting of the Society may be summoned by a Branch Committee from time to time in the manner hereinafter prescribed.
- (ii) The purpose of such Branch General Meetings shall include but not be limited to conducting the business of the Branch, discussing such issues as affect the business of individual Members, raising and debating topical issues, and presenting seminars, workshops and the like, of interest to Members from time to time.

- (iii) The prescribed notice calling such meeting shall specify in general terms the motions or business for which the meeting is called and only the business so specified shall be discussed at such meeting, with the exception of such general business as Members may wish to raise, time permitting.

25. PROCEEDINGS AT GENERAL MEETINGS

25A. Notice Requirements for Calling General Meetings

- (i) Notice of each General Meeting shall be given to Members at least seven (7) days prior (in the case of Branch or Special General Meetings) and at least twenty-eight (28) days prior (in the case of Annual General Meetings) to the date appointed for the meeting by forwarding notice thereof by email to the email address held on the Register of Members.
- (ii) Such notice shall state that the meeting is to be the Annual General Meeting or a Special General Meeting or an ordinary Branch General Meeting as the case may be and shall specify the place, date, and time at which the meeting is called.

25B. How to attend General Meetings remotely:

- (i) In order to allow Members to attend General Meetings virtually or remotely, the Committee may decide to host General Meetings using one or a combination of in person, online, or direct videoconferencing methods.
- (ii) Whichever method is used to convene and host a General Meeting, this shall be included in the prescribed notice of General Meeting (including how Members may attend and, if attending remotely or virtually, what method/s eligible Members may use to indicate their vote on resolutions or motions put at the General Meeting). Society Members who do attend via any such approved methods must be counted as present for the purposes of establishing quorum and (if entitled) voting.

25C. Voting at General Meetings

- (i) *Eligibility:* Every paid-up Member of the Society shall be entitled to attend General Meetings, and provided they (or their authorised proxy) are present at the General Meeting (see Rule 25B) at which the question is decided shall have one (1) vote on each motion proposed (except for

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Associate Members who may attend but shall have no voting rights). Non-Members shall not attend any General Meetings except with the prior written approval of the National Executive.

- (ii) *Proxies*: An online proxy form for those unable to attend a General Meeting must be circulated to all eligible voting Members (see 25C(i) above) within a reasonable timeframe to allow them to vote in absentee. For a proxy to be valid, the online proxy form must be submitted 24 hours before an General Meeting.
- (i) *Motions passed by majority vote*: Unless otherwise required by this Constitution, all motions and questions at a General Meeting shall be decided by a majority vote of Society Members entitled to vote (Rule 25C(i)) and voting on the question.
- (ii) In the case of an equality of votes, the Chairperson of the meeting shall have no second or casting vote, and the resolution shall be lost.
- (iii) *Methods of Voting*: At any Meeting a resolution put to the vote of the meeting shall be decided on the voices or show of hands, unless a poll or secret ballot is (before or on the declaration of the result of voices or on a show of hands) demanded by at least three eligible voting Members. Where any Member entitled to vote is present at the General Meeting other than in person (such as via a remote or electronic method approved under Rule 25B), then the Chair must ensure voting procedures enable all such present and entitled Members to indicate their vote.
- (iv) *Recording Votes*: Unless a poll or secret ballot is so demanded, a statement by the Chairperson that a resolution has on the voices or on a show of hands been carried or carried unanimously or by a particular majority or lost, as the case may be shall be binding on the meeting, and an entry to the effect of the Chairperson's statement in the minute book shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution. If a poll is duly demanded, it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (v) *Separate Meetings*: Votes cast on resolutions moved at Annual General or Special General Meetings shall count and combine toward a total vote

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of the Society as a whole. Where separate meetings are held (if applicable), individual Members may if able, attend more than one such meeting but may not cast more than one vote overall on each motion proposed, as if said meetings were combined.

- (vi) Resolutions adopted at any ordinary General Meeting of a particular Branch shall, if so desired by the Branch, have the force of a call for a Special General Meeting of the Society as a whole.

25D. Quorum at General Meetings

- (i) In respect of Branch and Special General Meetings, a Chairperson plus three Ordinary Members present personally (or virtually in the case of a virtual, online, or other digitally hosted meeting) shall constitute a quorum for a General Meeting.
- (ii) In respect of Annual General Meetings, a Chairperson plus sixteen Ordinary Members present personally (or virtually in the case of a virtual, online, or other digitally hosted meeting) shall constitute a quorum for a General Meeting.

25E. Chairperson

- (i) At every General Meeting the Chairperson of the Committee shall preside as Chairperson of the meeting. If at any meeting the Chairperson shall not be present within ten minutes after the time appointed for the meeting or being present is unwilling or unable to act as such Chairperson, the Ordinary Members present shall appoint one of their number to act as Chairperson of that meeting.

25F. Minutes

- (i) The Society must keep minutes of all General Meetings.
- (ii) Minutes of every General Meeting shall be kept by the Branch Secretary (in the case of Branch General Meetings), or by the National Secretary (in the case of Annual or Special General Meetings). If such persons are not able or available, then the Committee shall appoint another Officer present to keep the minutes.

25G. Other Directions at Meetings

- (i) Committees may otherwise conduct the business of the General Meetings in whatever manner they consider promotes and secures the Society's

Objects, and the fair, orderly, democratic, non-discriminatory, and lawful conduct of the General Meeting.

- (ii) If for any reason any person's presence or conduct unreasonably compromises those standards of conduct, or these Rules, or their Objects, then after first being warned that person's presence may be excluded from all or part of that General Meeting either by: (a) a resolution put to the vote of eligible voting Members at the Meeting (which may be executed by secret ballot); or (b) a two-thirds majority vote of the Committee acting in good faith pursuant to this Rule. Such resolutions may be put and voted on at any time prior to or during a General Meeting

25H. Irregularities in calling General Meetings:

- (i) An irregularity in the manner of calling a General Meeting is waived if all the Society Members present at the General Meeting and entitled to vote attend without protest as to the irregularity, or if all such Members agree to the waiver.
- (ii) An accidental omission to give notice of a meeting to a Member, or a failure to receive notice by a Member, does not invalidate the proceedings at that Meeting.

26. MEETINGS OF THE COMMITTEE

Methods of Convening

26A. The Committee may hold meetings from time to time at any convenient time and place that it shall appoint.

26B. The Chairperson may from time to time convene a meeting of the Committee to be held at such convenient time and place as the Chairperson shall determine, or shall convene a meeting upon the requisition of two members of the Committee stating the purpose for which such meeting is required.

Methods of Attending

26C. Committee members may attend committee meetings in person or remotely by conference call or videocall. Alternatively the Committee may host the meeting virtually, using online or other digital hosting methods, or via any

combination of the foregoing, as the Committee may from time to time approve.

- 26D. For the purposes of counting votes and establishing Committee quorums a Committee member may either be "present" either in person, or remotely (such as via video or teleconference), or virtually (such as where a meeting is hosted virtually using online or other digital hosting methods).

Notice of Meeting

- 26E. Notice of each meeting of the Committee shall be given by the Chairperson to all Committee members thereof at least seven (7) days prior to the date appointed for the meeting by forwarding notice thereof, provided that a meeting may be held without such notice having been given if all members of the Committee with voting rights are present at the meeting and unanimously agree to transact the business of the meeting.

27. PROCEEDINGS AT MEETINGS OF THE COMMITTEE

- 27A. At every meeting of the Committee the Chairperson shall preside as Chairperson thereof. If at any such meeting the Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as Chairperson, the Committee members present shall appoint one of their number to act as Chairperson of that meeting.

Voting

- 27B. *Chair Vote:* The Chairperson shall have a deliberative vote but no second or casting vote.
- 27C. *Decisions by majority vote:* All ordinary motions before the Committee must be carried by a majority of Committee members present and entitled to vote, and voting on the question. In the case of equality of voting, the motion is lost.
- 27D. *Entitlement to vote:* A Committee Member who is present at the Committee Meeting (Rule 26C) is entitled to one (1) vote unless:
- (i) they are a non-voting Member of the Committee; or
 - (ii) they are "*interested in a matter relating to the Society*", in which case they must follow the procedures in Rule 22 (including as they pertain to restrictions on voting by that Committee Member).

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- 27E. *Method of Voting*: votes shall be indicated by show of hands, unless the Chairperson determines in good faith to use another voting method (such as voices, electronic means, or combination of methods). Where any Committee Member entitled to vote is present at the Committee Meeting other than in person (such as via a remote or electronic method approved by the Committee under Rule 26C), then the Chair must ensure voting procedures enable all such Members to indicate their vote.
- 27F. *Recording votes*: Except where a poll is taken and recorded, or electronic means are used to count and record votes, then a declaration by the Chairperson that a vote has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the Committee's minute book, is evidence of the fact and does not require proof of the number or proportion of the votes recorded for and against that vote.

Quorum

- 27G. No business shall be transacted at any Committee meeting unless a quorum of the Committee members thereof is present at the time when the meeting proceeds to business.
- (i) for a National Executive meeting, the President or Vice President (or their nominated alternative) plus three Executive members shall constitute a quorum;
 - (ii) for a Branch Committee meeting, where a Branch has 50 or less members, the Chairperson plus two committee members shall constitute a quorum. Where a Branch has more than 50 members, the Chairperson plus three committee members shall constitute a quorum for a Branch Committee Meeting.

Minutes

- 27H. The Committee shall keep minutes of all meetings, which will be approved by the Committee at the following meeting. Any minute (or part thereof) signed by the Chairperson of the meeting shall be sufficient evidence without further proof of the matters referred to in that minute. Minutes shall include a record of:
- (i) the names of those present;
 - (ii) decisions made by the Committee; and

- (iii) any other matters discussed at the Committee Meeting.

Irregularities

- 27I. An irregularity in the manner of calling or holding a Committee Meeting is waived if all the Committee Members present and entitled to vote at the Committee Meeting attend without protest as to the irregularity, or if all such Committee Members agree to the waiver.

28. WRITTEN RESOLUTIONS & MOTIONS IN LIEU OF MEETINGS

In Lieu of a General Meeting

- 28A. A resolution in writing, signed by 75% of the Ordinary Members of the Society shall be as valid and effectual as if it had been passed at a General Meeting of the Members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Ordinary Members. Such resolutions may be notified and/or signed electronically.
- 28B. *Notice:* The Society must ensure that any written resolution proposed under this Rule is dated, and is sent to a contact address for each eligible voting Ordinary Member held in the Register of Members, in accordance with section 90 ISA 2022. However, an accidental omission to send a proposed resolution to a person entitled to vote does not invalidate a resolution.
- 28C. This Rule does not limit Rule 24A (which requires the Society to call and hold an Annual General Meeting).

In Lieu of a Committee Meeting

- 28D. A motion in writing, notified to all members of the Committee and thereafter signed by a majority of the Committee permitted to vote on the subject matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such motion may consist of several documents in like form, each signed by one or more of the Committee Members. Such motions may be notified and/or signed electronically. This Rule is subject to the requirement that at the next Committee meeting the passing of the written motion must be noted so that it can be properly

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recorded into the Committee minutes; and so that the Committee may (if appropriate) move a second motion to reopen the written motion.

- 28E. This Rule is subject to any Rule that limits an Officer's ability to vote on a particular matter (such as Rule 22 (conflict of interest), or clause 9 of Schedule 1 (acting as a Decision Maker in relation to a Complaint).
- 28F. Notice: The Secretary must ensure that any written resolution proposed under this Rule is dated, and is sent to a current contact address for each Committee Member entitled to vote.

PART V: MONEY AND ASSETS OF SOCIETY

29. ACCOUNTS

Accounting Records

- 29A. The Committee must ensure that there are kept at all times accounting records that: (i) correctly record the transactions of the Society; and (ii) allow the Treasurer to produce Annual Financial Statements that comply with the requirements of Rule 29C and 29E.
- 29B. Such accounting records shall be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.

Annual Financial Statements

- 29C. The National Treasurer shall ensure that, within 6 months after the balance date of the Society, Annual Financial Statements are:
- (i) completed in relation to the Society and that balance date; and
 - (ii) dated and signed by or on behalf of the Society by two (2) Members of the National Executive; and
 - (iii) copies for the period ending on that balance date are given to the Registrar for registration.

29D. The National Treasurer shall submit to each Annual General Meeting the Annual Financial Statements (pre-approved by the National Executive).

29E. The Annual Financial Statements must be prepared in accordance with subpart 7 of Part 3 ISA 2022 (including but not limited to the accounting practices required by section 102(2)). If the Society is a "small society" (within the meaning of section 103) for the relevant accounting period, it may choose to prepare the Annual Financial Statements in accordance with the following minimum requirements:

- (i) the income and expenditure, or receipts and payments, of the Society during the accounting period; and
- (ii) the assets and liabilities of the Society at the close of the accounting period;
- (iii) all mortgages, charges, and securities of any description affecting any of the property of the Society at the close of the accounting period;
- (iv) any other requirements prescribed by ISA 2022 or the Regulations.

29F. If, at a general meeting of the society 10% or more of the eligible voting Members vote for an audit of any financial reports, it shall be carried out.

29G. The financial year of the Society shall end on the 31st of March of each year.

Annual Return

29H. The National Executive shall ensure that, within 6 months of the Society's balance date, an Annual Return containing all the information prescribed by clause 18 of the Regulations is filed with the Registrar in the manner prescribed by clause 17.

30. CONTROL OF FUNDS

30A. The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

30B. All monies received by or on behalf of the Society shall, unless as otherwise approved by the National Executive, forthwith be paid to the credit of the Society in a bank account(s) in such bank(s) or savings bank(s) as shall from time to time be decided upon by the National Executive and all cheques, promissory notes, drafts and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or

otherwise executed as the case may be in such manner as the National Executive from time to time by resolution shall determine.

31. SIGNING OF DOCUMENTS BY SOCIETY

A document may be executed on behalf of the Society if the document is signed under the name of the Society by two National Executive Members (one of which must be the President or the Secretary).

32. UTILISATION OF INCOME

32A. The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the Objects of the Society.

Payments to Members

32B. The Society must not be carried on for the "Financial Gain of Members" (within the meaning of sections 23 and 24 of ISA 2022). It is not a violation of this Rule if any payment, gain, benefit, advantage (etc) is distributed or applied to a Society Member (including Officers) for one of the legitimate purposes stated in section 24 of ISA 2022, including (for instance):

- (i) the reimbursement of reasonable expenses legitimately incurred by the Member on behalf of the Society or while pursuing the Society's Objects (provided the expense is supported by proper documentation, and is approved by the Committee); and/or
- (ii) payment to the Member of a salary, wages, or other payments in return for services or transactions, provided the transaction is entered into upon "arm's-length terms" (which has the meaning given in section 24(3) ISA 2022).

33. DISPOSITION OF SURPLUS FUNDS

33A. In the event of the Society being wound up either voluntarily or by the High Court, the surplus assets of the Society after payment of its liabilities and the expenses of the winding up shall, unless the High Court otherwise orders, vest in such incorporated society or societies or charitable trust or trusts in New Zealand as a General Meeting of the Ordinary Members of the Society may resolve, provided that:

- (i) the resolution results in reasonable certainty about the identity of and allocation to each such entity; and
- (ii) each such entity is a "not-for-profit" (within the meaning of section 5(3) ISA 2022); and
- (iii) in considering the proposed entities, the National Executive has had regard to the Objects of the Society;
- (iv) the resolution is effective and approved under subpart 6 of Part 5 of ISA 2022 (particularly sections 228 (notice) and 229 (approval) 230).

PART VI: MISCELLANEOUS

34. ALTERATIONS OF RULES

- 34A. These Rules may be altered, added to, repealed or otherwise amended by a resolution passed by a two-thirds majority of those Ordinary Members present or by proxy vote for those in absentee at a Special or Annual General Meeting, provided that fourteen days' notice shall be given to Ordinary Members of any proposed alteration.
- 34B. Every such notice shall set forth the resolution proposed and the purport of the proposed alteration, addition, repeal or other amendment and shall except as otherwise provided in this Rule comply with Rule 0 (General Meetings of Members) hereof.
- 34C. Alternatively to Rule 34A, where a proposed amendment: (a) has no more than a minor effect; or (b) merely corrects errors or makes similar technical alterations; then the Society may make such amendments by following the process in section 31 ISA 2022.
- 34D. Duplicate copies of any/all amendments must be given to the Registrar within 25 working days of being passed under Rule 34A or Rule 34C, accompanied by all information prescribed by s 33 of ISA 2022. Amendments shall take effect from the date of registration by the Registrar.
- 34E. No addition to or alteration or rescission of these Rules shall be approved if it in any way affects Rule 33 (Disposal of Surplus Funds).

35. PROCEDURE FOR SECRET BALLOTS UNDER SIWA

35A. If the Society wishes to initiate bargaining for an "occupational contract" under SIWA, it shall first hold a secret ballot to determine whether eligible Members are in favour of the Society initiating bargaining. The National Executive shall determine the process for holding this secret ballot, ensuring it is in accordance with [section 36 SIWA](#) and [clause 26A Employment Relations Authority Regulations 2000](#). The secret ballot process shall ensure:

- (i) a process for identifying and validating which Members are eligible under SIWA to vote (being any Society Member who does the work of the relevant "occupational group" (i.e. "Technician (production)" as defined in SIWA));
- (ii) a process for notifying eligible Members about who is eligible, when and how they may vote, and any other information the National Executive considers relevant to assisting eligible Members to make an informed choice;
- (iii) a process for ensuring that eligible Members' votes can be cast secretly, and that information about any Member's vote is held confidentially and used only for the purposes of SIWA (and in accordance with Privacy Act 2020 principles);
- (iv) the question for the ballot will be phrased so as to allow eligible Members to clearly indicate whether or not they are in favour of the Society initiating bargaining for the relevant occupational contract;
- (v) the required majority shall be: of those eligible members, a simple majority who voted by secret ballot voted in favour of the applicant initiating bargaining.

35B. If the required majority is met, the National Executive may apply to the Employment Relations Authority on behalf of the Society to initiate bargaining for an occupational contract, subject that the National Executive shall also comply with the application requirements specified in [section 36 SIWA](#) and [clause 26A ERA Regulations 2000](#).

35C. If the Society wishes to sign or ratify a draft occupational contract, it must first conduct a ratification vote under SIWA. The National Executive shall

determine the final process for conducting the ratification vote (which may or may not be a secret ballot), provided it ensures the process is in accordance with section 48 SIWA, and allows any Member and any non-Member person who meets the eligibility criteria in s 48(5) SIWA to cast a vote.

36. ELECTRONIC NOTICES

36A. For the avoidance of doubt any notices, forms, minutes, declarations, or other documents required under these Rules to be in writing may be in physical, digital, or electronic formats.

36B. A notice or document (etc) that is required to be delivered, will be considered to have been electronically received if it is delivered to a person's authorised electronic address for notice. That means:

- (i) In the case of Members, delivery is to that Member's email address recorded on the Register of Members.
- (ii) In the case of the Society, delivery is to the Society's contact email on the Society's website, or uploaded to an online portal managed by the Society and provided to the sender for the purpose of receiving digital documents.
- (iii) In the case of any other person, to that person's email address provided by them.

37. ELECTRONIC SIGNATURES

37A. Any signatures required under these Rules may be executed digitally or electronically by any conventional electronic signature methods. That includes (but is not limited to) a person inserting a digital image of their signature, or typing their full name, in a relevant field or area indicated for their signature. The Committee may use any other digital authentication method it approves.

37B. Documents may be signed (physically or electronically) in one or more identical counterparts, and will be binding on all signatory parties as if they had all signed the one document.

38. SOCIETY CONTACT PERSON

- 38A. The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. Each contact person’s name must be provided to the Registrar, along with their contact details (including a physical address or an electronic address, and a telephone number).
- 38B. A contact person can be appointed (or removed) by the National Executive, or elected by Members at a General Meeting. The contact person must be at least 18 years of age, and ordinarily resident in New Zealand. The position of contact person may be held separately or in conjunction with any office in the Society.
- 38C. Any change in contact person, or to a contact person’s name or contact details, shall be advised to the Registrar within 20 Working Days of that change occurring, or the Society becoming aware of the change.

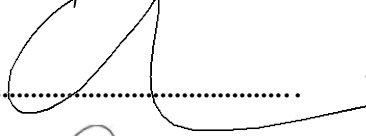
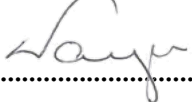
39. DISPUTE RESOLUTION

- 39A. If a "Dispute" or "Complaint" arises between persons to whom these Rules apply, it shall be resolved using the dispute resolution procedures in Schedule 1.

- ENDS -

In accordance with the Rules of the previous Constitution, this Constitution was amended and approved at an Annual General Meeting held on _____.

Signed by members:

Name	Signature	Office	Date
Christian Gower		President	22 October 2025
Adrian Hebron		Vice President	22 October 2025
Tyrone Payne		National Secretary	22 October 2025

SCHEDULE 1: Procedures for making Complaints & resolving Disputes

Definitions

In these Rules (including this Schedule 1) the following definitions apply:

1. A **"Dispute"** means a disagreement or conflict provided that:
 - 1.1. **it is between** any of the following persons:
 - (a) 2 or more Members; or
 - (b) 2 or more Officers; or
 - (c) 1 or more Members and 1 or more Officers; or
 - (d) the Society and 1 or more Members and/or Officers;and provided that
 - 1.2. **it relates to** one or more of the following **"Grounds of Complaint"**, meaning an allegation that:
 - (a) a Member or an Officer has engaged in misconduct; or
 - (b) a Member or an Officer has breached, or is likely to breach, an obligation or duty under the Society's Rules or bylaws, or under ISA 2022; or
 - (c) a Member or Officer has acted in a manner contrary to the aims and Objects of the Society, or in way that brings the Society into disrepute, or otherwise damages or prejudices the Society; or
 - (d) the Society has breached, or is likely to breach, a duty under the Society's Rules or bylaws, or under ISA 2022 (or any other Act); or
 - (e) a Member's rights or interests as a Member (or their rights or interests more generally) have been damaged.
2. **"Complaint"** means that one or more Complainants has commenced a formal procedure to resolve the Dispute in accordance with Schedule 1, clause 6.
3. **"Complainant"** means any Member and/or Officer and/or the Society who commences a Complaint in accordance with Schedule 1, clause 6.
4. **"Respondent"** means any Member and/or Officer and/or the Society who is the subject of an alleged Ground of Complaint set out in a Complaint Notice (clause 6.2). A Respondent may respond to the Complaint in accordance with this Schedule 1.
5. **"Decision Maker"** in relation to a Complaint means the person or body appointed under these Rules to determine that Complaint. This includes (as applicable):

SCHEDULE 1: Procedures for Resolving Disputes

- (a) the National Executive, if it is required by these Rules to determine the Complaint; and/or
- (b) a Complaints Subcommittee or an external expert, if the Complaint is referred for determination under Schedule 1, clause 8.2(b); and/or
- (c) an arbitral tribunal, if the Complaint has been consensually submitted to arbitration under Schedule 1, 8.31.1(b); and/or
- (d) the Society, if determining an appeal under Schedule 1, clause 12.

How to Commence a Complaint

6. How to commence a Complaint:

- 6.1. Where a "Dispute" arises between persons to whom these Rules apply, and it is not appropriate to or the parties are unwilling to resolve the Dispute informally, then a Complainant may commence a formal Complaint by delivering a Complaint Notice in writing to the National Executive (or to a Complaints Subcommittee, if applicable).
- 6.2. A Complaint Notice must –
 - (a) state who the Complainant/s are, and that the Complainant/s are starting a procedure for resolving a Dispute in accordance with these Rules; and
 - (b) set out the "Grounds of Complaint" (see clause 1.2), specify whom each Grounds of Complaint is against, and supply any other material information about the Dispute. The information must be enough to ensure that each Respondent is fairly advised of any allegations concerning them, with sufficient details given to enable them to prepare a response; and
 - (c) state any specific resolution, conduct, or outcome desired by the Complainant that would resolve or remedy the Complaint;
 - (d) set out any other information reasonably required by these Rules or by the National Executive (or a complaints Subcommittee).
- 6.3. If the National Executive (or a Complaints Subcommittee) receives a Complaint Notice that materially complies with clause 6.2 then, unless it decides under clause 10 to proceed no further it shall: forward the Complaint Notice to each Respondent; and explain that the Complaint shall be resolved using the formal resolution procedures in this Schedule 1; and inform the Complainant/s and Respondent/s of their right to be heard (see clause 7) and their right to seek advice.

SCHEDULE 1: Procedures for Resolving Disputes

7. Right to be heard:

- 7.1. Complainant/s and Respondent/s each have a right to be heard before the Complaint is resolved or any outcome is determined. (Where the Society is the Complainant or Respondent, then the National Executive shall appoint an Officer to exercise the right to be heard on the Society's behalf).
- 7.2. **Nature of right to be heard:** Without limiting the manner in which the Complainant/s and Respondent/s may be given the right to be heard, they must be taken to have been given the right if—
- (a) they have a **reasonable opportunity** to be heard in writing; and
 - (b) the Complainant/s' and Respondent/s' written statements or submissions (if any) **are considered** by the Decision Maker; and
 - (c) if the Decision Maker considers that an oral hearing is needed to ensure an adequate hearing, then the Complainant/s' and Respondent/s' are given a **reasonable opportunity** to be heard at the oral hearing (if any); and
 - (d) the oral hearing (if any) **is held before** the Decision Maker; and
 - (e) the Decision Maker is satisfied that the Respondent was **fairly advised** of all allegations concerning them, with sufficient details and time given to enable them to prepare a response.

Decisions

8. Investigating, referring, and determining the Complaint

- 8.1. Investigation: The National Executive (or a Complaints Subcommittee) must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint Notice commenced in accordance with these Rules, ensure that the Complaint is investigated, and then either:
- (a) determined by them; or
 - (b) referred to another Decision Maker under clause 8.2(b) or clause 8.3(b).
- 8.2. Referral: The National Executive may refer a Complaint to a Complaints Subcommittee or to an external expert, to either:
- (a) investigate and report back to the National Executive; or
 - (b) investigate and make a decision.

SCHEDULE 1: Procedures for Resolving Disputes

- 8.3. Alternative Dispute Resolution: The National Executive (and any other Decision Maker) may, with the consent of all parties to a Complaint, refer the Complaint to:

- (a) any other type of consensual dispute resolution (for example, informal discussion, mediation, facilitation, or a tikanga-based practice); and/or
- (b) independent arbitration under the Arbitration Act 1996, for a binding determination.

Where mediation or arbitration is agreed on, the parties to the Complaint will sign a suitable written mediation or arbitration agreement. Where the parties to the Complaint otherwise reach a settlement by agreement, they shall record their agreement in writing.

- 8.4. Notice of Decision: Promptly after determining a Complaint, the Decision Maker shall give written notice of its decision to the parties to the Complaint. Notice will include informing the parties of the decision, the reasons, any orders made, and (if applicable) of the right to appeal in Clause 12.

9. Decision Makers to be impartial

- 9.1. A person may not act as a Decision Maker in relation to a Complaint if 2 or more Members of the National Executive or a Complaints Subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view; or
- (c) able to ensure the conditions of Clause 7.2 (which provides that a party must be given a right to be heard). For instance, if a proposed Decision Maker does not have sufficient time or availability to consider the parties' written statements (if any); or the proposed Decision Maker was not present at an oral hearing of the Complaint (if any)).

10. Decision Maker may decide not to proceed further with Complaint

- 10.1. Despite clause 8, the Decision Maker may decide not to proceed further with a Complaint if—

- (a) the Complaint is trivial; or
- (b) the disagreement or conflict falls outside the meaning of "Dispute" in clause 1, for instance:

SCHEDULE 1: Procedures for Resolving Disputes

- (i). the disagreement or conflict is between parties to whom these Rules do not apply; or
- (ii). the Complaint does not appear to disclose or involve any "Grounds of Complaint" (see clause 1.2), or the Ground of Complaint alleged is not of a material kind; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the Complainant has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under these Rules; or
- (f) there has been an undue delay in making the Complaint.

11. Orders

- 11.1. **Interim orders:** The National Executive (and any other Decision Maker) may immediately interim suspend any party to a Complaint, pending full investigation and final determination of the Complaint, only if reasonably necessary in the interests of the Society or in the interests of preventing harm to any person. Interim suspension may apply to that person's Membership of the Society, and/or their position as an Officer.
- 11.2. **Final orders:** After determining a Complaint, a Decision Maker may make or issue any one or more of the following (with or without attaching conditions):
 - (a) a declaration that a person has, or is likely to have, committed one or more Grounds of Complaint listed in clause 1.2;
 - (b) a caution or warning;
 - (c) a censure or rebuke;
 - (d) a direction that the party refrain from acting in a manner contrary to Society's Constitution, bylaws, or ISA 2022;
 - (e) a direction that a party perform or comply with any obligation or duty contained in the Society's Constitution, or bylaws, or ISA 2022;
 - (f) an order suspending or removing of an Officer from any position of Office;
 - (g) an order suspending or terminating a Society Member's Membership;
 - (h) an order to return Society property, or confidential information;

SCHEDULE 1: Procedures for Resolving Disputes

- (i) (if all parties to a Complaint agree in writing) restorative justice orders, such as apologies or forms of reparation to amend for or correct harm done;
 - (j) any other just direction or order that the subject of the order consents to.
- 11.3. Where a Complaint has been consensually submitted to arbitration under clause 8.3(b), the arbitral tribunal may make any other order or exercise any other powers available to it under the Arbitration Act 1996.

Appeals

12. Appeals to the Society

- 12.1. **Grounds of Appeal:** Subject to the following clauses, a person who is the subject of a final order made under any of clauses 11.2 (d) to (h), has the right to appeal that final order to the full Society.
- 12.2. **Notice of Appeal:** Appeals to the Society must be made by notifying the Secretary in writing, within 14 days of receiving the notice of the decision ("Notice of Appeal").
- 12.3. **How Appeals are heard:** Where the Secretary receives a Notice of Appeal to the Society, then provided the National Executive considers that the Notice of Appeal is not trivial, vexatious, or frivolous then:
 - (a) the Secretary shall give notice to eligible voting Members that a Special General Meeting will be convened to hear the appeal (and any other appeals due for hearing);
 - (b) the Special General Meeting must be convened within two months of the Secretary receiving the Notice of Appeal;
 - (c) the Society's decision shall be made by majority vote of all Society Members present and entitled to vote at that Special General Meeting;
 - (d) the Society may:
 - (i). make any decision it thinks should have been made by the Decision Maker; or
 - (ii). direct the Decision Maker to rehear the matter concerned or to consider or determine any matters that the Society directs; or
 - (iii). make 1 or more orders under clause 11.

SCHEDULE 1: Procedures for Resolving Disputes

- (e) in making its decision, the Society shall apply the clauses in Schedule 1 (including for instance giving the parties to the Complaint a right to be heard by the Society (clause 7));
 - (f) the Society's decision is final.
- 12.4. Where a Complaint has been previously dismissed under clause 10, an appeal to the Society shall only be allowed by leave of the Decision Maker.
- 12.5. Where a Complaint has been determined by one of the Alternative Dispute Resolution procedures in clause 8.3, then any right to appeal is strictly subject to any limitations or exclusions in any written agreement made between the parties to the Complaint (e.g. any mediation agreement, settlement agreement, or arbitration agreement).

General Principles

- 12.6. All Decision Makers, Complainants, and Respondents shall conduct any Disputes or Complaints in accordance with the following general principles:
 - (a) **Fairness & efficiency:** Disputes and/or Complaints shall be dealt with under these Rules in a fair, efficient, timely, and effective manner and with minimum disruption to the Society's activities.
 - (b) **Confidentiality:** The Decision Makers and all parties to a Dispute or Complaint must treat the Dispute or Complaint (and all non-public information obtained during the dispute resolution process) in strict confidence. Confidential information may only be shared: (a) in confidence with the parties' professional advisors; or (b) as the Decision Maker directs; or (c) otherwise as the parties to the Dispute or Complaint may mutually agree.
 - (c) **A.D.R.:** Any Decision Maker determining a Complaint must consider and discuss with the parties whether a Complaint may best be resolved using the Alternative Dispute Resolution methods available in clause 8.3.