

NZAVS Constitution

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Introductory rules

1.0 Name

1.1 The name of the society is New Zealand Anti-Vivisection Society Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 The Society is not to merge with any other organisation.

2.0 Registered Address

2.1 The registered mailing address is 25 Mailer Street, Mornington, Dunedin 9040.

3.0 Te Tiriti o Waitangi

3.1 The New Zealand Anti-Vivisection Society Incorporated is actively committed to being responsive to Māori as tangata whenua and recognising Te Tiriti o Waitangi as Aotearoa, New Zealand's founding document.

4.0 Charitable status

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

5.0 Definitions

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

5.2 '**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.

5.3 '**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.

5.4 '**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

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

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

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

5.8 '**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

5.9 **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

5.10 **'Matter'** means:

- i. the **Society's** performance of its activities or exercise of its powers; or
- ii. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

5.11 **'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**.

5.12 **'Notice'** to **Members** includes any notice given in writing.

5.13 **'Officer'** means a natural person who is a member of the **Committee**, or is occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**.

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

5.15 **'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

5.16 **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

5.17 **'Working Days'** mean as defined in the Legislation Act 2019.

6.0 Purposes of the Society

6.1 The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to end animal experimentation and the harmful use of animals for research, testing, and teaching in Aotearoa New Zealand.

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

6.3 Financial gain is not a purpose of the Society.

7.0 Act and Regulations

7.1 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.

8.0 Contact person

8.1 The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

8.2 A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

8.4 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Members

9.0 Types of members

9.1 Membership may be fixed at different prices as decided by the Committee e.g. waged and unwaged.

9.2 Members have the rights and responsibilities set out in these Rules.

9.3 The Society shall no longer create "life members".

9.4 Any existing life **Members** can be removed in accordance with Rule 14 or at the discretion of the **Committee** if no contact has been made within one year. Contact includes donating to the Society.

10.0 Becoming a member

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

10.2 Every applicant for membership must consent in writing to becoming a **Member**.

10.3 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**.

10.4 The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision. 12.4 The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

11.0 Members' obligations and rights

11.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

11.2 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

11.3 Any Member that is employed by the Society on a permanent, part-time, or contract basis is ineligible to vote on any motion or proposal that affects their employment. They are eligible to speak on any such proposals or motions.

11.4 Any **Member** failing to pay the annual membership (including any periodic payment), any levy, within 3 calendar month(s) of the due date for payment shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 180 **Working Days** of the due date for payment, the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**). The **Society** shall send at least one reminder of amounts due to the contact details recorded prior to termination.

12.0 Ceasing to be a member

12.1 A **Member** may cease to be a **Member**

- i. by written notice signed by that **Member** to the **Committee**, effective from the date of receipt by the **Committee** of the **Member's** notice of resignation (or any subsequent date stated in the notice of resignation), or
- ii. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, effective from the date specified in the **Committee** resolution which will be promptly notified to the former **Member** in writing, or
- iii. by resolution of the **Committee** where the **Member** has failed to pay a membership fee, levy or other amount due to the **Society** within 180 **Working Days** of the due date for payment, effective from the 180th **Working Day** the money remained unpaid.
- iv. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), effective from the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution).
- v. If for any reason whatsoever the **Committee** is of the view that a **Member** is breaching the Rules or acting in a manner inconsistent with the purposes of the **Society**, the **Committee** may give written notice of this to the **Member** ("the **Committee's** Notice").

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

- i. remains liable to pay all membership fees and other fees to the **Society's** next balance date,
- ii. shall cease to hold oneself out as a **Member** of the **Society**, and
- iii. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- iv. shall cease to be entitled to any of the rights of a **Society Member**.
- v. may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

General meetings

13.0 Procedures for all general meetings

13.1 The **Committee** shall give all **Members** at least 8 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

13.2 That **Notice** will be addressed to the **Member** at the contact address 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**.

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

13.4 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 30 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). Notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

13.5 Only financial **Members** may attend, speak and vote at **General Meetings**:

- i. in person, or
- ii. by electronic participation, where the **Committee** has arranged facilities to allow real-time attendance, speaking, and voting by audio, audiovisual, or other electronic means, in accordance with procedures set by the **Committee**.
- iii. **by postal or electronic ballot**, where the **Committee** has approved the use of such a ballot for that meeting in accordance with procedures set by the **Committee**, provided that completed voting papers or electronic forms are received by the Society no later than the deadline stated in the notice of meeting.
- iv. No other voting methods shall be permitted unless expressly approved by the **Committee** in advance of the meeting.

13.6 No **General Meeting** may be held unless at least 10% of eligible financial **Member** attends throughout the meeting and this will constitute a quorum. Any decisions made when a quorum is not present are not valid.

13.7 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting may stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**.

13.8 **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.

13.9 All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting attendees shall elect an **Officer** to chair that meeting.

13.10 Any person chairing a **General Meeting** may:

- i. 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.
- ii. 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
- iii. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

13.11 A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy. Voting at a **General Meeting** may be by voice, or by show of hands or by secret ballot on demand of the chairperson or of 2 or more **Members** present, or by prior postal or electronic voting.

13.12 Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of valid votes casted.

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

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

13.15 A resolution of the **Members** may be passed without holding a general meeting if the resolution is set out in writing and is approved in writing by at least 75% of the members entitled to vote. A resolution passed under this rule is valid and effective as if it had been passed at a **General Meeting**. This rule does not apply to resolutions requested to be passed at an **Annual General Meeting**.

14.0 Annual General Meetings

14.1 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.

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

- i. 6 months after the balance date of the **Society**
- ii. 15 months after the previous annual meeting.

14.3 The business of an **Annual General Meeting** shall be to:

- i. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- ii. adopt the annual report on the operations and affairs of the **Society**,
- iii. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- iv. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- v. consider any general business.

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

- i. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- ii. the annual financial statements for that period, and
- iii. 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).

15.0 Special General Meetings

15.1 **Special General Meetings** may be called at any time by the **Committee** by resolution

15.2 The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 50 percent of **Members**.

15.3 Any resolution or written request for a **Special General Meeting** must state the business that the meeting is to deal with. A **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

15.4 The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**

Committee

16.0 Committee composition

16.1 The **Committee** will consist of at least 5 **Officers**. There should be an aim to have a minimum of two **Officers**, in addition to the elected **Officers** (Chair, Secretary, and Treasurer), and up to a maximum of 8 **Officers** in total.

16.2 The elected **Officers** may include a Māori Cultural Advisor and such other **Officers** as the Society shall decide.

16.3 A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of corporate bodies that are **Members** of the **Society**.

17.0 Functions of the committee

17.1 From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**, including but not limited to:

- i. Carry out the purposes of the **Society**, and use money or other assets to do that; that;
- ii. In conjunction with the Executive Officer, provide leadership in regards to the **Society's** financial affairs, including approving the annual financial statements for presentation to the **Members** at the **Annual General Meetings**;
- iii. In conjunction with the Executive Officer, set accounting policies in line with generally accepted accounting practice;
- iv. Delegate responsibility and request assistance from **Members** where necessary;
- v. Liaise with the Executive Officer in ensuring that all **Members** follow the **Society's** Rules;
- vi. Set Membership fees, including subscriptions and levies;
- vii. Review the organisation's Strategic Plan annually in alignment with the regulations of the **Society** and recommend any changes to those regulations.

17.2 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**.

18.0 Sub-committees

18.1 The **Committee** may 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**:

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

19.0 General matters: committees

19.1 The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

19.2 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Committee meetings

20.0 Procedure

20.1 The quorum for **Committee** meetings is at least half the number of members of the **Committee**. If quorum is not met within 10 minutes of the agreed meeting time, the meeting will be dissolved. The meeting shall be rescheduled by the Chairperson. No business can be complete without quorum present.

20.2 A meeting of the **Committee** may be held either in person, or by means of audio, or audio and visual communication, or by any other format as the **Committee** decides where by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

20.3 The **Committee** shall meet at least monthly (but need only meet once in the December-January period) 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**.

20.4 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.

20.5 A resolution of the **Committee** is passed if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.

20.6 **Officers** may cast votes on major **Committee** decisions without being present at a meeting provided that the absent **Officer** has received all the relevant information relating to the decisions and the vote is submitted within the timeframe and manner specified by the **Committee**.

20.6 The members of the **Committee** shall elect one of their number as **Chairperson** of the **Committee**. 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**.

20.7 Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Officers

21.0 Officers' duties

21.1 At all times each **Officer**:

- i. shall act in good faith and in what said **Officer** believes to be the best interests of the **Society**,
- ii. must exercise all powers for a proper purpose,
- iii. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- iv. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- v. must not agree to the **Society** incurring an obligation unless said **Officer** believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

21.2 The **Officers** with defined roles are responsible for, but not limited to, the following:

- i. **Chairperson**: Ensuring the rules and Society regulations are met, leading meetings, and reporting on operations of the Society at each Annual General Meeting.
- ii. **Secretary**: Recording meeting minutes, maintaining records (unless otherwise delegated to the Executive Officer), and ensuring compliance with filing and notice requirements.
- iii. **Treasurer**: Managing finances, overseeing banking and preparing budgets and financial reports (unless otherwise delegated to the Executive Officer).
- iv. **Māori Cultural Advisor**: Embedding Te Tiriti o Waitangi principles into governance and strategic planning, and advising on how to incorporate tikanga Māori into aspects of the Society.

22.0 Election or appointment of officers

22.1 Prior to election or appointment as an **Officer** a person must:

- i. consent in writing to be an **Officer**, and
- ii. declare that they are eligible to be elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

22.2 Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

22.3 There is no maximum to the number of newly appointed **Officers** as long as the total **Officers** doesn't exceed the maximum composition allowed per Rule 16.1.

22.3 The election of **Officers** shall be conducted as follows.

- i. **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**). Any such appointment must be ratified at the next **Annual General Meeting**.
- ii. A candidate's written nomination, accompanied by the written consent of the nominee with a declaration that the nominee is not disqualified from being appointed or holding office as a **Officer** shall be received by the **Society** at least **7 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**.
- iii. 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).
- iv. Despite rule 22.3(iii), votes may also be cast in writing prior to the Annual General Meeting. Written votes shall be treated as valid votes for the purposes of electing Officers under this Constitution.
- v. The nominees seeking appointment to the Committee must abstain from voting for themselves, however can vote for other nominees. Any nominee votes for themselves will be rendered void.
- vi. 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.
- vii. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- viii. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint 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**. 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**.

22.4 Nominees may attend **Committee Meetings** prior to being elected as an observer subject to approval of the **Committee**. They may provide advice, however cannot vote on decisions and

do not bear **Officer** responsibilities or liabilities until officially elected. Committee nominees may be provided with relevant committee documentation for the purpose of orientation and informed participation, subject to committee approval. Access may be limited to non-confidential materials unless otherwise agreed, and nominees must maintain confidentiality.

23.0 Ceasing to be an Officer

23.1 The term of office for all **Officers** elected to the **Committee** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

23.2 No **Officer** shall serve for more than three consecutive terms in the same role.

23.3 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society**, with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**, where in the opinion of the **Committee** or the **Society**:

- i. The **Officer** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- ii. The **Officer** has brought the **Society** into disrepute.
- iii. The **Officer** has failed to disclose a conflict of interest.
- iv. The **Committee** passes a vote of no confidence in the **Officer**.

23.4 An **Officer** may cease to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

23.5 Each **Officer** shall, within 30 **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**.

24.0 Conflicts of interest

24.1 An **Officer** or member of a sub-committee who is an **Interested Member** in respect to any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- i. to the **Committee** and or sub-committee, and
- ii. in an **Interests Register** kept by the **Committee**.

24.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

24.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:

- i. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** 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 members of the **Committee** who are not interested in the **Matter** consent; but

- iii. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

24.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

24.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

24.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

Records

25.0 Register of Members

25.1 The **Society** shall keep an up-to-date Register of Members. For each current **Member**, the Register of Members shall include:

- i. Their name
- ii. 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')
- iii. Their contact details, including a physical or an electronic address, and a telephone number.

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

25.3 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:

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

26.0 Interests Register

26.1 The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

27.0 Access to information for members

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

27.2 The **Society** 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.

27.3 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if:

- i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
- iii. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
- iv. the information is not relevant to the operation or affairs of the society, or
- v. withholding the information is necessary to maintain legal professional privilege, or
- vi. the disclosure of the information would, or would be likely to, breach an enactment, or
- vii. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- viii. the request for the information is frivolous or vexatious, or
- ix. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

27.4 If the **Society** 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.

27.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Finances

28.0 Control and management

28.1 The funds and property of the **Society** shall be:

- i. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- ii. devoted solely to the promotion of the purposes of the **Society**, and
- iii. Not for the sole personal or individual benefit of any Member.

28.2 The **Committee** shall maintain bank accounts in the name of the **Society**.

28.3 All money received on account of the **Society** shall be banked within 30 **Working Days** of receipt.

28.4 The **Committee** must ensure accounting records are kept in accordance with the **Act** at all times and maintain a satisfactory system of control of the **Society's** accounting records.

28.5 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

29.0 Financial Year

29.1 The **Society's** financial year shall commence on 01 April of each year and end on 31 March of the next year (the latter date being the **Society's** balance date).

Dispute resolution

30.0 Meanings of dispute and complaint

30.1 A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

30.3 The disagreement or conflict relates to any of the following allegations:

- i. a **Member** or an **Officer** has engaged in misconduct
- ii. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- iii. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- iv. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

30.3 A **Member** or an **Officer** may make a complaint by giving to the **Committee** a notice in writing (post, or email, or any other reasonable manner permitted by the **Committee**) that:

- i. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- ii. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- iii. sets out any other information or allegations reasonably required by the **Society**.

33.4 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 (post or email, or any other reasonable manner permitted by the **Committee**) that:

- i. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- ii. sets out the allegation to which the dispute relates.

33.5 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.

33.6 All **Members** (including the **Committee**) are obliged act in good faith to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

33.7 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.

33.8 A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or if a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be impartial or is unable to consider the matter without a predetermined view.

34.0 All parties involved in the complaint have right to be heard

34.1 A **Member**, **Officer** or **Society** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

34.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

34.3 If the **Society** makes a complaint or is the respondent an **Officer** may exercise that right on behalf of the **Society**.

34.4 Without limiting the manner in which the complainant or respondent may be given the right to be heard, they must be taken to have been given the right if:

- i. 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
- ii. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iv. an oral hearing (if any) is held before the decision maker; and
- v. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

35.0 Investigating and determining dispute

35.1 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.

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

35.3 The **Society** may refer a complaint to:

- i. a subcommittee or an external person to investigate and report; or
- ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- iii. refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice) with the consent of all parties to a complaint.

35.4 The **Society** may decide not to proceed further with a complaint if:

- i. the complaint is considered to be trivial; or
- ii. the complaint does not appear to disclose or involve any allegation per rule 30.3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- iii. the person who makes the complaint has an insignificant interest in the matter; or
- iv. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- v. there has been an undue delay in making the complaint.

Liquidation and removal from the register

36.0 Resolving to apply for removal from the register

36.1 The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

36.2 The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

36.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

36.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

37.0 Surplus assets

37.1 If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Alterations to the constitution

38.0 Amending this constitution

38.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

38.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

38.3 That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

38.4 Any member-proposed resolution to amend or replace this **Constitution** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **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.

38.5 At least 7 **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.

38.6 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.

38.7 If 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.

Other

39.0 Common seal

39.1 The **Society** will have a common seal that must be kept in the custody of—
Executive Officer

39.2 The common seal may be affixed to any document:

- i. by resolution of the **Committee**, and must be countersigned by 2 **Officers** or
- ii. by such other means as the **Committee** may resolve from time to time.

40.0 Bylaws

40.1 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.