



New Zealand Speleological Society Incorporated

2025 Constitution

Fully revised October 2025

Exploring and Conserving New Zealand Caves

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1. Date of effect

1. This Constitution comes into effect on the day following the Annual General Meeting of the New Zealand Speleological Society Incorporated on 25 October 2025. Prior to that date, the existing 2018 Constitution document governs the operation of the Society.

2. Name and charitable status

1. The name of the Society is New Zealand Speleological Society Incorporated, in this Constitution referred to as the 'Society'.
2. The Society is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

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

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

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

Bylaws means the administrative Rules for the Society that are a subordinate document to this Constitution and define the day-to-day operation of the Society.

Cave Search and Rescue (CaveSAR) coordinator means the officer responsible for the New Zealand Speleological Society's delivery of Cave Search and Rescue (CaveSAR) and for aligning this with the interests of New Zealand Land Search and Rescue Incorporated. This officer normally acts on behalf of the President for CaveSAR matters and chairs CaveSAR meetings.

Chairperson means the Officer responsible for chairing General Meetings and Council meetings, usually the President.

Complaint	means a communication In Writing from a Member, an Officer, or a Council Officer on behalf of the Society that is intended to initiate a dispute resolution process.
Constitution	means the rules in this document.
Council, The Council	means the Society’s governing body. The Council is equivalent to the executive committee for the purposes of the Act.
Eligible Member	means a Society Member eligible to speak and cast one vote at a General Meeting.
General Meeting	means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
Group	means a regionally based or specialty-based constituent group of the Society.
Interested Member	means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.
Interests Register	means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
In Writing	means a communication received either in hardcopy form, via email, or via any special purpose electronic form created by the Society for a specific purpose. It does not include communications transmitted via text message, social media, or via electronic means.
Matter	means— a. the Society’s performance of its activities or exercise of its powers; or b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
Member	means a person who has consented to become a Member of the Society, has been properly admitted to the Society, and has not ceased to be a Member of the Society. See also Eligible Member.

Notice	a Notice to Members includes any notice given in writing.
Officer	means a natural person who is: a. a member of the Council; or b. a member occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society. These roles are described in the bylaws.
President	means - a. the Officer who is normally the Chairperson of General Meetings and Council meetings, who provides leadership for the Society, co-ordinates the efforts of the Council Officers, and represents the Society in public matters, and b. acts as the “group chair” for the purposes of New Zealand Land Search and Rescue.
Register of Members	means the register of Members kept under this Constitution as required by section 79 of the Act.
Secretary	means the Officer responsible for the matters specifically noted in this Constitution.
Special General Meeting	means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
Treasurer	means the person elected or appointed by the Society to manage the financial affairs of the Society.
Working Days	means as defined in the Legislation Act 2019, and excludes Saturdays, Sundays, and designated national holidays.

4. Purposes

1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
 - a. Advancing education:
 - Being New Zealand’s national speleological body;
 - Explore, study, and document cave environments in New Zealand and elsewhere;
 - Support and encourage caving activities at local group level;
 - Collect and manage information about caves, caving, and karst;

- Encourage and support training in caving techniques;
- Study and promote safe caving practices;
- Encourage and support research on cave related sciences;

b. Benefitting the community:

- Promote the conservation of caves and karst landscapes in New Zealand;
- Advocate for awareness and conservation of caves and karst;
- Negotiate and advocate for access to caves;
- Operate cave search and rescue in New Zealand;
- Liaise with other cave-related groups and agencies;
- Foster a safe and enduring New Zealand caving community;
- Maintain relationships with international caving organisations.

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

5. Culture and practice

1. The culture of the Society is that—

- a. Opportunities for caving are made available to anyone through joining the Society.
- b. Encourage and facilitate the appropriate use of information on caves and karst.
- c. The preservation of caves in the most original state possible is foremost in the attitude of members.
- d. The conduct of members is guided by the Society's Minimum Impact Code.
- e. All activities are carried out without bias or prejudice.

6. Acts and Regulations

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.

7. Contact person

1. The Society shall have a contact person whom the Registrar can contact when needed. The Society's contact person must be:

- a. At least 18 years of age,
- b. Ordinarily resident in New Zealand, and
- c. An Officer of the Society.

2. The contact person will be appointed by the Council.

3. The contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a. a physical address or an electronic address, and
- b. a telephone number.

Any change in the 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.

8. Minimum number of members

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

9. Membership

1. Every applicant for membership must consent in writing to becoming a Member.
2. An applicant for membership must complete a membership application In Writing, either as an individual or joint member, and pay the appropriate subscription to a Group or directly to the Society and will become a member on acceptance of that application by the Group or Society.
3. The Group or Council may accept or decline an application for membership at its sole discretion. The Group or Council must advise the applicant of its decision.
4. The consent of every Member to become a Society Member shall be retained, in writing, in the Society's membership records.
5. Member's obligations and rights - In addition to the requirements under Records, members have the following obligations and rights:
 - a. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
 - b. Any Member that is a body corporate shall provide the Council in writing with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
 - c. The Council or relevant Group may decide what access or use Members may have of or to any premises, facilities, equipment, information or other property owned, occupied or otherwise used by the Society or relevant Group, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
6. A Member ceases to be a Member—
 - a. by resignation from that Member's class of membership by notice In writing from that Member to the Council, or
 - b. on termination of a Member's membership following a dispute resolution process under this Constitution, or
 - c. on death, or
 - d. on expiry of the Member's subscription, or

- e. by resolution of the Council, where in the opinion of the Council the Member has brought the Society into disrepute or has repeatedly threatened, the Society, a constituent Group, or Officers of either.

7. Ceasing membership takes effect from—

- a. the date of receipt of the Member's notice of resignation by the Council (or any subsequent date stated in the notice of resignation), or
- b. the date of termination of the Member's membership under this Constitution, or
- c. the date of death of the Member, or
- d. three months after the date of expiry of the Member's subscription,
- e. the date specified in a resolution of the Council, and when a Member's membership has been terminated, the Council shall promptly notify the former Member in writing.

8. A Member who has ceased to be a Member under this Constitution:

- a. shall cease to hold themselves out as a Member of the Society, and
- b. shall return to the Society any property of the Society,
- c. shall cease to be entitled to any of the rights of a Society Member.

10. Constituent Groups

1. For a caving Group to become a constituent Group of the Society, it must:

- a. Have five financial members, the majority of whom must reside in New Zealand.
- b. Have properly elected Officers, including President, Secretary, and Treasurer.
- c. Apply to the Council for recognition as a constituent Group of the Society.
- d. Require its members to also be Members of the Society.
- e. Have a financial year that ends between one and three months before the 31st of August, to facilitate the timely payment of subscriptions to the Society for the following year.

2. If the constituent Group has a Constitution, it must not be contrary to the Society's Constitution.

3. In any financial year where fewer than five members of a Group renew as Society Members, the Group will be denied constituent Group status of the Society.

4. If, in the opinion of the Council, any constituent Group of the Society is operating in a manner at odds to the Purposes of the Society, then the Council may remove that Group from being a constituent Group. Removal shall be deemed to have been notified in writing to the last known contact person or address of that Group.

11. General meetings - Procedures for all general meetings

1. The Council shall give all Members at least 30 Working Days' Notice In Writing of any General Meeting and of the business to be conducted at that General Meeting.
2. The Notice will be addressed to the Member at the contact address (either physical or email) notified to the Society and recorded in the Society's register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
3. The membership types classed as Eligible Members are defined in the NZSS Rules.
4. Only eligible members may attend, speak and vote at General Meetings—
 - a. in person, or
 - b. by proxy in writing in favour of some individual entitled to be present at the meeting and received by, or handed to, the Council before the commencement of the General Meeting, or
 - c. through the authorised representative of a body corporate as notified to the Council, and
 - d. no other proxy voting shall be permitted.
5. No General Meeting may be held unless at least 10 per cent of eligible Members attend throughout the meeting, and this will constitute a quorum.
6. If, within half an hour after the scheduled meeting start time a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
7. An eligible member is entitled to exercise one vote on any motion at a General Meeting, in person or by proxy. Voting at a General Meeting shall be by show of hands or, on demand of the President or of two or more Members present, by secret ballot. Non-eligible members or nonmembers may attend General Meetings, but are not entitled to speak, except by invitation of the President, or vote.
8. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
9. Any decisions made when a quorum is not present are not valid.
10. The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by a simple majority of the Members who are entitled to vote on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

11. 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.
12. All General Meetings shall be chaired by the President. If the President is absent, the meeting shall be chaired by a nominated Council Officer. Any person chairing a General Meeting has a casting vote in the event of a tied vote.
13. Any person chairing a General Meeting may 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.
14. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving Notice In writing to the Secretary or Council at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If Notice of the motion is given to the Secretary or Council before Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the Notice of the General Meeting.
15. The Society must keep minutes of all General Meetings. In the absence of the Secretary, the Council will appoint another person to record the minutes.

12. Annual General Meetings

1. The Council shall give all Members at least 30 Working Days' Notice In Writing of any General Meeting and of the business to be conducted at that General Meeting. The Notice of an Annual General Meeting will also call for nominations for Officer positions on the Council and will advise which current Council Officers are standing down and which are offering themselves for reelection. Officers outside Council are normally long-term appointments that are not determined by voting.
2. 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 Council and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
3. The Annual General Meeting must be held no later than the earlier of the following—
 - a. six months after the balance date of the Society
 - b. 15 months after the previous annual meeting.
4. The business of an Annual General Meeting shall be to—
 - a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - b. Receive, discuss and adopt the annual Officers' reports on the operations and affairs of the Society,
 - c. adopt the Council's report on the finances of the Society, and the annual financial statements,

- d. set any subscriptions for the following financial year,
- e. consider any motions of which prior Notice has been given to Members with Notice of the Meeting, and
- f. consider any general business.
- g. elect or appoint the Officers of the Council for the following year,

5. The Council must, at each Annual General Meeting, present the following information—

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

13. Special General Meetings

- 1. The Council shall give all Members at least 10 Working Days' Notice In Writing of any Special General Meeting and of the business to be conducted at that General Meeting.
- 2. A Special General Meeting may be called at any time by the Council.
- 3. The Council must call a Special General Meeting if it receives a request In writing from at least 10 Members, within 10 Working days of receipt of the request.
- 4. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 5. The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Council's resolution or the request In writing by Members for the meeting.

14. Council of the Society

- 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 Council, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 2. The Council 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.
- 3. The Council of the Society will consist of at least five Officers and no more than 11 Officers who are Members of the Society. The Council shall include the following Officer positions: - a.
President,
b. Secretary,

- c. Treasurer,
 - d. CaveSAR coordinator and such other Officers as are provided for in the Society's Rules. An Officer may hold either one or two Officer roles.
4. The quorum for Council meetings shall be at least half of the Officers of the Council.
 5. A meeting of the Council may be held either—
 - a. by a number of the Officers of the Council who constitute a quorum, being assembled together in person at the place, date and time appointed for the meeting; or
 - b. by means of audio, or audio and visual, communication by which all Officers of the Council participating and constituting a quorum can simultaneously hear each other throughout the meeting.
 6. A resolution of the Council is passed at any meeting of the Council if a simple majority of the votes cast on it are in favour of the resolution. Every Officer on the Council shall have one vote.
 7. The President shall normally be the Chairperson of Council meetings. If at a meeting of the Council, the President is not present, a nominated Officer will be the Chairperson of the meeting. The Chairperson has a casting vote in the event of a tied vote on any resolution of the Council.
 8. Except as otherwise provided in this Constitution, the Council may regulate its own procedure.

15. Council officers

1. Every Officer must be a natural person who has, prior to being elected or appointed as an Officer:
 - a. consented in writing to be an Officer of the Society, and
 - b. certified that they are not disqualified under section 47(3) of the Act from being elected or appointed or otherwise holding office as an Officer of the Society.
2. Each certificate shall be retained in the Society's records.
3. At all times each Officer:
 - a. shall act in good faith and in what he or she believes to be the best interests of the Society,
 - b. must exercise all powers for a proper purpose,
 - c. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
 - d. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation:
 - the nature of the Society,
 - the nature of the decision, and
 - the position of the Officer and the nature of the responsibilities undertaken by him or her

- e. must not agree to 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, 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
- f. must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

16. Election or appointment of Officers

1. Nominations must be agreed to by the nominee and sent by an eligible Member to the Secretary no later than two weeks prior to the Annual General Meeting. Self-nominations need to be seconded by another eligible member to become valid.
2. If an existing Council Officer offers themselves for re-election, then that is deemed a valid nomination without the need for a separate nomination, regardless of whether the Officer was elected or co-opted into the position.
3. The election of Officers shall be conducted as follows.
 - a. At least five Working Days before the date of the Annual General Meeting, the Society shall give Notice to all Members by posting or emailing to them a list of nominees, including incumbent Officers who are standing again.
 - b. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election, providing the Society has made a reasonable effort to contact all Members.
 - c. Nominees who are disqualified from being appointed or holding office as an Officer may not stand for election.
 - d. If there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
 - e. Votes shall be cast in such a manner as nominated by an appointed Officer of the Annual General Meeting shall determine.
 - f. If a formal vote is required, two Members (who are not nominees), or non-Members appointed by the Chairperson of the Annual General Meeting, shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - g. In the event of any vote being tied the tie shall be resolved by the incoming Council (excluding those in respect of whom the votes are tied).
4. Term of office - The term of office for all Officers elected to the Council shall be one year, expiring at the end of the Annual General Meeting, and subject to renewal, except that:
 - a. No Officer shall serve for more than ten consecutive years in the same role;
 - b. The Treasurer shall not serve for more than five consecutive years in that role;
 - c. The President shall not serve for more than three consecutive years in that role.

5. Removal of officers - An Officer may be removed as an Officer by resolution of the Council or the Society where —
 - a. The Officer has been absent from three Council meetings without leave of absence from the Council.
 - b. In the opinion of the Council the Officer has brought the Society into disrepute.
 - c. The Officer has failed to disclose a conflict of interest.
 - d. The Council passes a vote of no confidence in the Officer.
6. Ceasing to hold office - An Officer ceases to hold office when they resign (by notice In writing to the Council), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
7. Each Officer shall, within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Council all books, papers, and other property of the Society, including electronic files, passwords, and other login details for online storage or access held by the former Officer.
8. Conflicts of interest - An Officer who is an Interested Member in respect of 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)—
 - a. to the Council, and
 - b. in an Interests Register kept by the Council.
9. Disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the Matter.
10. An Officer who is an Interested Member regarding a Matter—
 - a. must not vote or take part in the decision of the Council relating to the Matter unless all members of the Council who are not interested in the Matter consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Council who are not interested in the Matter consent; but
 - c. may take part in any discussion of the Council relating to the Matter and be present at the time of the decision of the Council (unless the Council decides otherwise).
11. However, an Officer 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.
12. 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.

17. Cave Search and Rescue (CaveSAR)

1. The Society will

- a. maintain capability and readiness to deliver Cave Search and Rescue in New Zealand for the benefit of its members or others in the community in times of need;
- b. maintain and develop relationships with key stakeholders and similar organisations to enhance Search and Rescue capabilities in New Zealand,
- c. CaveSAR shall manage its national readiness by working with member groups, specialists or interested members to provide national readiness.

18. Records

1. Register of Members - The Society shall keep an up-to-date Register of Members. For each current Member, the information contained in the Register of Members shall include —

- a. Their name (which may be a preferred name rather than a legal name),
- b. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'),
- c. A physical address,
- d. A telephone number,
- e. email address (if any); and
- f. whether the Member is financial or unfinancial.

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

2. 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 seven years, the Society will record the former Member's name and the date the former Member ceased to be a Member.
3. Interests Register - The Council shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.
4. Access to information for members - A Member may at any time make a request In Writing 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.
5. The Society must, within a reasonable time after receiving a request —
 - a. provide the information, or
 - b. agree to provide the information within a specified period, or
 - c. refuse to provide the information, specifying the reasons for the refusal.
6. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —
 - a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased persons, or

- b. 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 of any other person,
- c. the information is not relevant to the operation or affairs of the Society, or
- d. withholding the information is necessary to maintain legal professional privilege, or
- e. the disclosure of the information would, or would be likely to, breach an enactment, or
- f. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) may receive from the disclosure of the information, or
- g. the request for the information is, in the opinion of the Council, frivolous or vexatious, or
- h. 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.

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

19. Finances

1. The Society will comply with the appropriate reporting standards required under the Act, such as the External Reporting Board Tier 4 Standard for Not-for-Profit Entities.
2. The funds and property of the Society shall be—
 - a. managed on behalf of the Council by the Treasurer;
 - b. overseen and scrutinised by the Council as a whole;
 - c. controlled, invested, and disposed of by the Council, subject to this Constitution, and
 - d. devoted solely to the promotion of the purposes of the Society.
3. The Council shall maintain bank accounts in the name of the Society. All money received on behalf of the Society shall be banked within 30 Working Days of receipt.
4. The Society does not have the power to borrow money without the express approval of a two-thirds majority at a General Meeting.
5. All accounts paid or for payment shall be submitted to the Council for approval of payment, which may be retrospective.
6. The Council, through the Treasurer, must ensure that there are kept at all times accounting records that—
 - a. correctly record the transactions of the Society, and
 - b. allow the Society to produce financial statements that comply with the requirements of the Act, and
 - c. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution, or a resolution of the Annual General Meeting).

7. The Treasurer must establish and maintain a satisfactory system of control of the Society's accounting records.
8. The accounting records must be kept in written form for the current accounting period, and for the last seven completed accounting periods of the Society.
9. No review or audit of the annual financial statements is required unless requested under a resolution passed at a General Meeting.
10. Balance date - The Society's financial year shall commence on 1st September of each year and end on 31st August (the latter date being the Society's balance date).

20. Dispute resolution

1. A dispute is a disagreement or conflict between any of Members, Officers, or the Society. The dispute relates to any of the following allegations—
 - a. a Member or an Officer has engaged in misconduct;
 - b. a Member or an Officer has breached a duty under the Society's Constitution or Bylaws or the Act;
 - c. the Society has breached a duty under the Society's Constitution or Bylaws or the Act; or
 - d. a Member's rights or interests have been damaged as a result of an activity of the Society.
2. How a Complaint is made - A Member or an Officer may make a Complaint by giving to the Secretary a notice In writing that—
 - a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Society.
3. The Society may make a Complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice In writing that—
 - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - b. sets out the allegation to which the dispute relates.
4. 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.
5. The Secretary registers the Complaint and refers it to the Council for processing.
6. Investigating and determining the dispute
 - a. The Society must, as soon as is reasonably practicable after receiving a Complaint made in accordance with this Constitution, ensure that the dispute is investigated and

determined. Disputes must be dealt with in a fair, efficient, and effective manner, and in accordance with the Act and this Constitution.

- b. The principles of natural justice (right to fair hearing and decisions are made by someone neutral) must be applied, and the process conducted with minimum disruption to the Society's activities.
- c. The Council must consider whether a dispute may best be resolved through informal discussions, mediation, or external arbitration.
- d. On receipt of a Complaint, the Council should meet to review the Complaint within four weeks, to decide on a process for dealing with the Complaint. Usually, the President or another Officer appointed by the Council should review the Complaint and report back to the Council.
- e. A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined. Equally, the respondent has a right to be heard before the Complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- f. Following the Council Officer's report on the Complaint and response from the subject of the Complaint, the Council should meet again to make a determination on the Complaint.

21. Liquidation and removal from the register

1. Resolving to put society into liquidation - The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
2. The Council shall give 30 Working Days' Notice In writing to all Members of the proposed resolution to put the Society into liquidation.
3. The Council shall also give Notice In writing 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.
4. Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members voting.
5. Resolving to apply for removal from the register - The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
6. The Council shall give 30 Working Days' Notice In writing to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
7. The Council shall also give Notice In writing 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.
8. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members voting.
9. Surplus assets - If the Society is liquidated 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 used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

10. New Zealand Speleological Society considers the Constituent Groups, Waitomo Caves Museum Society Incorporated, New Zealand Land Search and Rescue Incorporated, to embody the charitable purposes of New Zealand Speleological Society as contained in this Constitution.
11. Any balance of CaveSAR assets in the form of money or tangible assets should as a priority be distributed to an organisation or organisations which have CaveSAR Search and Rescue as their purpose.

22. Amending this constitution

1. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by Section 31 of the Act.
2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting. That amendment could be approved by a resolution passed in lieu of a meeting, but only if allowed by this Constitution.
3. Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Members and given in writing to the Council 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.
4. At least 20 Working Days before the General Meeting at which any amendment is to be considered, the Council shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Council has.
5. 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.
6. 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.

23. Bylaws

1. The Council 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.
2. Changes to the bylaws initiated by the Council require a simple majority decision of the Council. All changes must be promptly notified to the Members.
3. The bylaws may be reviewed by Members at a General Meeting, provided that Notice of the proposed changes has been given with the Notice of the General Meeting. Any objections of proposed bylaws may be accepted by a two-thirds majority of Members at the General Meeting.

4. Transitional provision – if there is no current bylaws as defined in this document during the period between when this constitution is adopted and when the bylaws are written, the New Zealand Speleological Society Handbook 2018 will act as the bylaws for the purposes of this constitution.

24. Approval and adoption

1. This constitution was approved and adopted at the Annual General Meeting of the New Zealand Speleological Society Incorporated on 25 October 2025.