



Multiple Sclerosis
Otago

Constitution

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Introductory Rules

Name

The name of the society is Otago Multiple Sclerosis Society Manatōpū Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable status

The **Society** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

Definitions

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

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

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

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

'**Co-Chairperson**' means the **Officers** responsible for chairing **General Meetings** and Executive Committee meetings, and who share the role of providing leadership for the **Society**.

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

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

'**Deputy Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

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

'**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**.

'**Matter**' means—

1. the **Society's** performance of its activities or exercise of its powers; or
2. 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** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

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

'**Officer**' means a natural person who is:

- a member of the **Executive Committee** , or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

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

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

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

'**Working Days**' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Purposes

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

(Note: these are the objects in the current MS Otago Rules)

1. To assist and support people with multiple sclerosis and/or related conditions (MSRC) whether members of the Society or not, who reside permanently or temporarily in Otago
2. To encourage and provide opportunities for persons and corporate bodies within New Zealand to take an active interest in all aspects of MSRC.
3. To inform and educate persons who have or are affected by MSRC.
4. To work in cooperation with all Otago health and disability support services
5. To share information about progress made in research and treatment

6. To work in cooperation with any disability service established in Otago or assist people who have MSRC.
7. To raise and employ funds for any educational or charitable purposes within Otago as authorised by these purposes.
8. To promote the recognition and support of the Society's objects by government, local authorities and other statutory bodies.
9. To do all such things as are conducive or incidental to the attaining of the said purposes of any of them.

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

Act and Regulations

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

Restrictions on society powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

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

Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Executive Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

Contact person

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

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

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

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

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

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

Minimum number of members

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

Types of members

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

- An **Individual Member** is any individual natural person, who has not ceased to be a Member.
- A **Family Member** is a group of natural persons who define themselves as a family, who have not ceased to be a Member.
- A **Corporate Member** may be any incorporated body, who has not ceased to be a Member.
- A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

- **Honorary Member**

An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

Becoming a member: consent

Every applicant for membership must show consent to becoming a Member. This consent may be shown by letter, email or in a digital membership form.

Becoming a member: process

An applicant for membership must complete any application form, supply any information, or attend an interview as may be reasonably required by the **Executive**

Committee regarding an application for membership and will become a **Member** on acceptance of that application by the **Executive Committee**.

The **Executive Committee** may accept or decline an application for membership at its sole discretion. The **Executive Committee** must advise the applicant of its decision.

The consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

Members' obligations and rights

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.

- **All Members** shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- **A Member** is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- An **Individual Member** shall be entitled to one vote at any general or special meeting. Nominated Individual Members may be elected to the Executive Committee .
- A **Family Member** shall be entitled to nominate one representative who shall be entitled to one vote at any general or special meeting. Individuals nominated as part of a family may be elected to the Executive Committee although their family membership as such may not be so elected.
- A **Corporate Member** shall provide the Executive Committee , 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. The Corporate Member is entitled to one vote at any General or Special Meeting. Individuals nominated as a representative of a corporate membership may be elected to the Executive Committee although their corporate membership as such may not be so elected.
- The **Executive Committee** may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Executive Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Ceasing to be a member

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

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Executive Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Executive Committee** where—
- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 120 **Working Days** of the due date for payment.
- In the opinion of the **Executive Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

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

Obligations once membership has ceased

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

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

Becoming a member again

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

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

General meetings

Procedures for all general meetings

The **Executive Committee** shall give all **Members** at least 14 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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

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

- in person, or
- by consented proxy form, paper or digital, in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Executive Committee** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Executive Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 20 percent of eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the

Society, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

The **Proxy Vote** shall be made on the paper or digital form provided for the meeting. This form will indicate the consent of the member transferring their vote, and the member being authorised to carry the proxy. The use of Proxy Votes is to be advised to the Administrator at least 2 days before the meeting. In exceptional circumstances proxies may be accepted on the day.

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

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

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the eligible financial **Members** voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 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).

- **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.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, no casting vote.
- Any person chairing a **General Meeting** may —
 - 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.

- 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
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Executive Committee** may propose motions for the **Society** to vote on ('**Executive Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Executive Committee** at least 21 **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 **Executive Committee** before a written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

Minutes

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

Annual General Meetings: when they will be held

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

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

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

Annual General Meetings: business

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

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

- elect the Officers
- elect a Patron.

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

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

Special General Meetings

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

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

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

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 **Executive Committee's** resolution or the written request by **Members** for the **Meeting**.

Executive Committee

Executive Committee composition

The **Executive Committee** will consist of at least 5 **Officers** and no more than 12 **Officers**.

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

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

Functions of the Executive Committee

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 **Executive Committee**, in

accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

Powers of the Executive Committee

The **Executive 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**.

The **Executive Committee** will elect a **Chairperson** and **Deputy Chairperson**, or two **Co-Chairpersons** at the first meeting following the Annual General Meeting.

The **Chairperson** shall be the Chief Executive Officer of the Society. The Chairperson shall preside at all meetings of the Society and Executive Committee Meetings, and shall be an ex-officio member of all Sub-Committees. The **Chairperson** shall have general and active management responsibilities and shall see that all orders and resolutions of the Executive Committee are carried into effect.

The **Deputy Chairperson** elected will perform such duties and exercise such powers as may be delegated by the Chairperson and in the absence of the Chairperson, the Deputy Chairperson shall perform the duties and exercise the powers of the Chairperson. The Deputy Chairperson will otherwise perform such duties and exercise such powers as may, from time to time, be assigned to them by the Executive Committee.

The **Co-Chairpersons** will share the responsibilities of the Chairperson role, in a manner agreed by the Co-Chairpersons and the Executive Committee.

Sub-Committees

The **Executive 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 **Executive Committee** —

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

General matters: Committees

The **Executive 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 **Executive Committee** or Sub-Committee meeting.

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

Executive Committee meetings

Procedure

The quorum for **Executive Committee** meetings is at least half the number of members of the **Executive Committee**.

A meeting of the **Executive Committee** may be held either—

1. by a number of the members of the **Executive Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Executive Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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

The members of the **Executive Committee** shall elect one of their number as Chairperson, Deputy Chairperson or two of their number as Co-Chairpersons of the **Executive Committee**. If at a meeting of the **Executive Committee**, the Chairperson, Deputy Chairperson, or both Co-Chairpersons are not present, the members of the **Executive Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Executive Committee** .

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

Frequency

The **Executive Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other **Executive Committee** member nominated by the **Executive Committee** , shall give to all **Executive Committee** members not less than 5 **Working Days'** notice of **Executive Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Officers

Qualifications of officers

Every **Officer** must be a natural person who —

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** or section 16 of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 1. an offence under subpart 6 of Part 4 of the **Act**
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the **Act**, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
2. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New

Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

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

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

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

Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. 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 taking into account, 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
5. 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
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or appointment of officers

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

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Executive 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 a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **5 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Executive Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Executive 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 **Executive 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** (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all **Officers** elected to the **Executive Committee** shall be 2 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.

No **Officer** shall serve for more than 5 consecutive terms.

No **Chairperson** shall serve for more than 6 consecutive years as **Chairperson**.

Removal of officers

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

- The **Officer** elected to the **Executive Committee** has been absent from 2 Executive Committee meetings without leave of absence from the **Executive Committee** .
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The **Executive Committee** passes a vote of no confidence in the **Officer**.

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

Ceasing to hold office

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

Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Executive Committee** all books, papers and other property of the **Society** held by such former **Officer**.

Conflicts of interest

An **Officer** or member of a sub-Executive Committee 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)—

1. to the **Executive Committee** and or sub-Executive Committee , and
2. in an **Interests Register** kept by the **Executive Committee** .

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

An **Officer** or member of a sub-Committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Executive Committee** and/or Sub-Committee relating to the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Executive Committee** and/or Sub-Committee relating to the **Matter** and be present at the time of the decision of the **Executive Committee** and/or Sub-Committee (unless the **Executive Committee** and/or Sub-Committee decides otherwise).

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.

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.

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

Records

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 —

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

The register will also include each **Member's** —

- email address (if any)

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

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:

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

Interests Register

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

Access to information for members

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.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. refuse to provide the information, specifying the reasons for the refusal.

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

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. 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**.

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** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

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

Finances

Control and management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

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

All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Executive Committee** for approval of payment.

The **Executive Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

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

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

Balance date

The **Society's** financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Society's** balance date).

Dispute resolution

Meanings of dispute and complaint

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

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subExecutive Committee) a notice in writing that—

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

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

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

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

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

The complainant raising a dispute, and the **Executive Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subExecutive Committee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
2. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
3. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—

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

Investigating and determining dispute

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.
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**.

Society may decide not to proceed further with complaint

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

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

Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a Sub-Committee or an external person to investigate and report; or
 2. a Sub-Committee, an arbitral tribunal, or an external person to investigate and make a decision.

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

Decision makers

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

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

Liquidation and removal from the register

Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Executive Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Executive 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**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

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**.

The **Executive 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.

The **Executive 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**.

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.

Surplus assets

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 charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

Alterations to the constitution

Amending this constitution

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**.

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**.

Any 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 **Executive Committee** at least 21 **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.

At least 14 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive Committee** has.

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.

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

Bylaws

The **Executive 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.

