



Constitution of the Rare Breeds Conservation Society of New Zealand Inc

Name

The name of the society is Rare Breeds Conservation Society of New Zealand Inc (in this **Constitution** referred to as the '**Society**').

Charitable status

The **Society** is already 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 committee meetings – this will usually be the President.

'**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—

- the **Society's** performance of its activities or exercise of its powers; or
- 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 **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 **Secretary**, Chief Executive Officer (CEO) or Treasurer.

‘President’ means the **Officer** who provides leadership for the **Society** and acts as the **Chairperson** responsible for chairing **General Meetings** and committee meetings.

‘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.

Constitution

1. Purposes

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

- benefitting the community by ensuring the conservation of breeds, breeding groups and the genetic diversity of domestic livestock, for the benefit of members of the public as well as for the benefit of future generations of agriculturists.

The Purpose shall be achieved by:

- (a) periodically conducting a census of surviving stocks of interest to the Society and providing information to present or potential breeders and researchers.
- (b) co-operating with breeders’ associations and where appropriate providing registration facilities.
- (c) carrying out and promoting research into matters relating to the Purpose of the Society and publishing the results of such research.
- (d) compiling and issuing any publication relevant to the Purpose of the Society.
- (e) holding exhibitions and shows of livestock.
- (f) promoting discussion and co-operation with the decision makers at all levels designed to further the Purpose of the Society.
- (g) co-operating with, affiliating with or otherwise supporting, financially or otherwise, any other club or organisation in New Zealand whose objects are consistent with that of the Society, but not by financially assisting overseas organisations.
- (h) undertaking all such acts, matters and things as may be necessary or expedient for the purposes of the Society or conducive to achievement of the Purpose of the Society

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

2. 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.

3. Registered office

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

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

- at least five (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.

4. Contact person

The Society shall have at least one (1) but no more than three (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 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.

5. Members

(a) Minimum number of members

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

(b) Types of members.

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

i. Member

A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member.

ii. Life Member

A Life Member is a person honoured for highly valued services to the Society elected

as a Life Member by resolution of a General Meeting passed by a simple majority of those 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.

iii. Honorary Member

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

(c) Becoming a member: consent

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

(d) Becoming a member: process

An applicant for membership must complete an application form, and supply any information as may be reasonably required by the Committee regarding an application for membership and will become a Member on payment of an appropriate subscription fee.

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

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

(e) Members' obligations and rights

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

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

ii. 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.

iii. Any Member that is a body corporate shall provide the 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.

iv. The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

(f) Subscriptions and fees

The annual subscription 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) within three (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 and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six (6) calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

(g) Ceasing to be a member

A Member ceases to be a Member—

- i. by resignation from that Member's class of membership by written notice-by that Member to the Committee, or
- ii. on termination of a Member's membership following a dispute resolution process under this Constitution, or
- iii. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- iv. by resolution of the Committee where—
- v. The Member has failed to pay a subscription, levy or other amount due to the Society within 90 Working Days of the due date for payment.
- vi. In the opinion of the Committee the Member has brought the Society into disrepute.

The date that the Member ceases to be a member will take effect from (as applicable)—

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

(h) Obligations once membership has ceased

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

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

(i) Becoming a member again

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

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

6. General meetings

(a) Procedures for all general meetings

The Committee shall give all Members at least 21 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

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

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

- i. in person, or
- ii. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting, or
- iii. through the authorised representative of a body corporate as notified to the Committee, and
- iv. no other proxy voting shall be permitted.

No General Meeting may be held unless at least 15 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 two (2) or more Members present, by secret ballot.

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 one (1) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one (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).

- i. 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.

- ii. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- iii. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- iv. The Committee may propose motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- v. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Committee at least 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 Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

(b) Minutes

The Society must keep minutes of all General Meetings.

7. Annual General Meetings:

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

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

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

(b) Annual General Meetings: business

The business of an Annual General Meeting shall be to—

- i. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- ii. adopt the President's annual report on the operations and affairs of the Society,
- iii. adopt the Committee's report on the finances of the Society, and the annual financial statements,
- iv. set any subscriptions for the current financial year,
- v. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- vi. consider any general business.
- vii. appoint the President and Committee Officers for the forthcoming year.
- viii. appoint persons – not necessarily Officers – to act as Registrar and Webmaster for the Society during the forthcoming year.
- ix. appoint a Patron, if the Meeting so desires.

- (c) The Committee must, at each Annual General Meeting, present the following information—

- i. the President's annual report on the operation and affairs of the Society during the most recently completed accounting period,
- ii. the annual financial statements for that period, and

- iii. notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

8. Special General Meetings

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

The Committee must call a Special General Meeting if it receives a written request signed by at least 10 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 Committee's resolution or the written request by Members for the Meeting.

9. Committee

(a) Committee composition

The Committee will consist of the President and at least three (3) other Officers to form a total of no more than 10 Officers.

The Officers on the Committee must be either:

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

(b) Functions of the 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 Committee, in accordance with the *Incorporated Societies Act 2022*, any Regulations made under that Act, and this Constitution.

(c) Powers of the committee

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

(d) Sub-committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee –

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

(e) General matters: committees

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

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

(f) Committee meetings: Procedure

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

A meeting of the Committee may be held either—

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

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

If at a meeting of the Committee, the President is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting. Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

10. Officers

(a) 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 —

- i. a person who is under 16 years of age
- ii. a person who is an undischarged bankrupt
- iii. 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.
- iv. 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*.
- v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - a) an offence under subpart 6 of Part 4 of the Act
 - b) a crime involving dishonesty (within the meaning of section 2(1) of the *Crimes Act 1961*)
 - c) an offence under section 143B of the *Tax Administration Act 1994*.
 - d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- vi. a person subject to:

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- a) a banning order under subpart 7 of Part 4 of the Act, or
 - b) an order under section 108 of the *Credit Contracts and Consumer Finance Act 2003*, or
 - c) a forfeiture order under the *Criminal Proceeds (Recovery) Act 2009*, or
 - d) 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.
- vii. 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.
- (b) Nomination and election of Officers (President and Committee members):
- i. Nominations for Officers shall be called for by the Secretary by notice to all members at least 42 days before the Annual General Meeting.
 - ii. Nominations in writing for any Officer must be received by the Secretary at least 28 days before the Annual General Meeting. Nominations must be made by the proposer and a seconder, and also the nominee must advise the secretary in writing of their willingness to accept the nomination and certify that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
 - iii. All nominees for office holders must be Members or Life Members of the Rare Breeds Conservation Society of New Zealand Inc. A member nominated for the position of President is required to have served at least two full years on the Committee to be eligible for nomination.
 - iv. A nominee for President may also be nominated by a separate nomination for a Committee member.
- (c) President and Committee Members:
- i. The Annual General Meeting will elect the President and not less than three additional Committee members but the total number of persons holding office shall not exceed 10.
 - ii. The quorum of the Committee shall be not less than half of its total number.
 - iii. The Committee has power to co-opt temporary replacements for office-holders to serve on the Committee until the next Annual General Meeting.
 - iv. The Committee may appoint sub-committees whose composition and business will be conducted according to whatever regulations the Committee may stipulate.
- (d) The President and Committee Members shall be elected by a ballot, conducted as follows:
- i. At least 21 days before the Annual General Meeting the Secretary shall send to each financial Member a voting paper containing the names and a brief profile if available of all nominations for the President and Committee.
 - ii. Each voter shall indicate on the voting paper by ticking the box next to the name of any candidate for office whom he or she wishes to vote for.
 - iii. Each voting paper shall be returned to the Secretary prior to the Annual General Meeting.
 - iv. The Secretary shall hold all voting papers for counting by scrutineers at the Annual General Meeting.
 - v. At least two scrutineers shall be elected at the beginning of the meeting from those present at the Annual General Meeting.
 - vi. The Secretary shall supply the scrutineers with a list of names of all paid up Members on which they will make note of receipt of each vote provided by the member.
 - vii. When the scrutineers have scrutinized and counted the votes, the results shall be handed to the Chairperson of the meeting who shall announce them before the conclusion of the meeting.

- viii. In the event of a person being nominated for both the President and as a member of Committee, the office of the President shall precede that of the Committee. In the event of a tie for President a revote by the members present at the Annual General Meeting will decide who becomes President.
- (e) All correspondence required under this section may be provided electronically or by hard copy posted or provided in person to the Secretary.
- (f) The term of office for all Officers elected to the Committee shall be 1 year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- (g) Removal of officers
- An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society —
- i. The Officer has brought the Society into disrepute.
 - ii. The Officer has failed to disclose a conflict of interest.
 - iii. The Committee passes a vote of no confidence in the Officer.
- with effect from the date specified in a resolution of the Committee or Society.
- (h) Ceasing to hold office
- An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- Each Officer shall within 30 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.
- (i) Conflicts of interest
- An Officer or member of a sub-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)—
- i. to the Committee and or sub-committee, and
 - ii. in an Interests Register kept by the Committee.
- Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- An Officer or member of a sub-committee who is an Interested Member regarding a Matter—
- iii. 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.
 - iv. 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.
 - v. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

11. Records

(a) 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, an electronic address, and a telephone number.
- Whether the Member is financial or unfinancial

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 seven (7) years, the Society will record:

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

(b) Interests Register

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

12. Access to information for members

(a) 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 —

- i. provide the information, or
- ii. agree to provide the information within a specified period, or
- iii. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- iv. refuse to provide the information, specifying the reasons for the refusal.

(b) Reason(s) for Refusal of access to information. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

- i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- iii. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- iv. the information is not relevant to the operation or affairs of the society, or
- v. withholding the information is necessary to maintain legal professional privilege, or
- vi. the disclosure of the information would, or would be likely to, breach an enactment, or

- vii. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
 - viii. the request for the information is frivolous or vexatious, or
 - ix. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- (c) Charges. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —
- i. that the Member will pay the charge; or
 - ii. that the Member considers the charge to be unreasonable.

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

13. Finances

(a) Control and management

The funds and property of the Society shall be—

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

The 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 Committee for approval of payment.

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

- correctly record the transactions of the Society, and
- allow the Society to produce financial statements that comply with the requirements of the Act, and
- would enable the financial statements to be readily and properly audited if required.

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

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

(b) Balance date

The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

- (c) The signatories to any bank account shall be any two of the following:
 - i. President,
 - ii. Secretary.
 - iii. Treasurer,
 - iv. Any designated Committee member,
- (d) The income of the Society, from whatever source derived, shall be applied solely towards the promotion of the Purpose of the Society and no portion of the funds shall be paid or transferred directly or indirectly to members of the Society unless in return for any service actually rendered to the Society, or in reimbursement of expenses or payments made on the Society's behalf. Committee members and appointed officers may be allowed reimbursement of meeting expenses (e.g. travel cost, teleconference costs).
- (e) As the Society encourages its Committee Members to pay their own travel costs to the AGM location, the only members eligible for reimbursement of travel expenses, not to exceed \$300 per person per AGM, are the Secretary, Treasurer and President.
- (f) The total amount of reimbursement for all AGM related expenses, including travel costs, shall be limited to a maximum of 10% of the Society's income from membership fees.
- (g) Reimbursement requests, with receipts, must be presented within one month following the AGM.
- (h) The Committee is entitled to invest such money of the Society as is from time to time available for investment, in any Trustee Security or by deposit with any Trading Bank in New Zealand.
- (i) The Financial Report shall be prepared by the Treasurer and, if deemed necessary by the Committee, a review of the accounts shall be carried out by a suitably qualified person to meet the requirements of funders and legislation.

14. Dispute resolution

(a) 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—

- i. 2 or more Members
- ii. 1 or more Members and the Society
- iii. 1 or more Members and 1 or more Officers
- iv. 2 or more Officers
- v. 1 or more Officers and the Society
- vi. 1 or more Members or Officers and the Society.

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

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

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

- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- 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—

- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- 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 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 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.

(b) How complaint is made

- i. A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) 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.
- ii. 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—
 - states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation to which the dispute relates.
- iii. The information given under the above subclauses 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.
- iv. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

(c) Person who makes complaint has right to be heard

- i. 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.
- ii. If the Society makes a complaint—
 - the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an Officer may exercise that right on behalf of the Society.
- iii. 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—
 - they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

(d) Person who is subject of complaint has right to be heard

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

(e) Investigating and determining dispute

- a) 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.

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

(f) 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—

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

(g) Society may refer complaint

- i. The Society may refer a complaint to—
 - a) a subcommittee or an external person to investigate and report; or
 - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- ii. 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).

(h) Decision makers

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

- i. impartial; or
- ii. able to consider the matter without a predetermined view.

15. Liquidation and removal from the register

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 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 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.

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

17. 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 simple majority of those Members present and voting.

At least 21 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

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.

18. Bylaws

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