

Constitution of

The Middle Eastern Dance Association of New Zealand (Incorporated)

Registered with the Ministry of Commerce in July 2024. Incorporated Society Number: 537744

1. Name

The name of the Society is Middle Eastern Dance Association of New Zealand Incorporated (in this **Constitution** referred to as the 'Society').

2. Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

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

- 3.1. '**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.
- 3.2. '**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.
- 3.3. '**Chairperson**' means the **Committee Member** responsible for chairing **General Meetings** and committee meetings.
- 3.4. '**Committee**' means the **Society's** governing body.
- 3.5. '**Committee Member**' means a member of the **Committee**, including the **Chairperson**, **President**, **Secretary** and **Treasurer**.
- 3.6. '**Constitution**' means the rules in this document.
- 3.7. '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.
- 3.8. '**Special General Meeting**' means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- 3.9. '**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

- 3.10. **'Interests Register'** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- 3.11. **'Matter'** means:
- 3.10.1. The **Society's** performance of its activities or exercise of its powers; or
 - 3.10.2. An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- 3.12. **'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**.
- 3.13. **'Notice'** to **Members** includes any notice given by email, post, or courier.
- 3.14. **'Officer'** means a natural person who is:
- 3.14.1. A member of the Committee, or
 - 3.14.2. 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.
- 3.15. **'President'** means the **Officer** who provides leadership for the **Society**.
- 3.16. **'Vice President'** means the **Officer** elected or appointed to deputise in the absence of the **President**.
- 3.17. **'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- 3.18. **'Treasurer'** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.
- 3.19. **'Register of Members'** means the register of **Members** kept under this **Constitution** as required by section 79 of the Act.
- 3.20. **'Working Days'** means 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.

4. Purposes

- 4.1. The primary purposes of the **Society** are:
- 4.1.1. We are a group of dance enthusiasts committed to supporting each other in the spirit of friendship. We believe in sharing information to educate both dancers and the general public about Middle Eastern Dance

4.2. We will do this by:

- 4.2.1. Providing a supportive environment and network for people interested in Middle Eastern Dance;
- 4.2.2. Fostering and encouraging interest and understanding of the art of Middle Eastern Dance;
- 4.2.3. Promoting and providing effective sharing of information to members of the Association and non-members on request. Creating and maintaining an information and reference system that members can use;
- 4.2.4. Promoting and developing ethical standards and behaviour for both dancers and their employers;
- 4.2.5. Educating dancers about the Association and its objectives and to provide a forum for the discussion of significant issues applying to the Association; and
- 4.2.6. Facilitating conferences, theatre performances, and workshops incorporating any element of Middle Eastern Dance. To provide performance opportunities for all levels of Middle Eastern Dancers.

4.3. The **Society** must not operate for the purpose of, or with the effect of:

- 4.3.1. Distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- 4.3.2. Having capital that is divided into shares or stock held by its **Members**; or
- 4.3.3. Holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

4.4. But the **Society** will not operate for the financial gain of **Members** simply if the **Society**:

- 4.4.1. Engages in trade,
- 4.4.2. Pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- 4.4.3. Distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**:
 - 4.4.3.1. is a not-for-profit entity, and
 - 4.4.3.2. is affiliated or closely related to the **Society**, and
 - 4.4.3.3. has the same, or substantially the same, purposes as those of the **Society**.
- 4.4.4. Reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,

- 4.4.5. Provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
 - 4.4.6. Provides benefits to **Members** or their families to alleviate hardship,
 - 4.4.7. Provides educational scholarships or grants to **Members** or their families,
 - 4.4.8. Pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
 - 4.4.9. Provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
 - 4.4.10. On removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a **Member** that is a not-for-profit entity.
- 4.5. 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

- 4.6. The **Society** must not be carried on for the financial gain of any of its members.
- 4.7. The **Society's** capacity, rights, powers, and privileges are subject to the following Restrictions:
 - 4.7.1. The **Society** does not have the power to borrow money.

5. Registered office

- 5.1. The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- 5.2. Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
 - 5.2.1. At least 5 working days before the change of address for the registered office is due to take effect, and
 - 5.2.2. In a form and as required by the **Act**.

Contact person

- 5.3. The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 5.4. The **Society's** contact person must be:
 - 5.4.1. At least 18 years of age, and
 - 5.4.2. Ordinarily resident in New Zealand.
- 5.5. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- 5.6. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - 5.6.1. A physical address or an electronic address, and
 - 5.6.2. A telephone number.
- 5.7. 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.

6. Members

Minimum number of members

- 6.1. The **Society** shall consist of not less than 15 **Members**.

Types of members

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

- 6.2.1. **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**.

- 6.2.2. **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. Criteria for lifetime membership includes fifteen years or longer membership to MEDANZ, served on **Committee** for at least four years, served at least two years on **Committee** Executive, and has contributed significantly in their own time to MEDANZ growth and development. No more than a maximum of 5% of the total membership can hold lifetime membership at time of nomination.

6.2.3. **Family Membership**

Family Membership shall be open to any people related by blood, legal or de facto relationship living at the same address. At least one member of the family must be a full **Member** of MEDANZ. Each person shall have the rights of a full **Member**. Each family member is entitled to receive their own copy of information about MEDANZ **General Meetings** and Festivals. Family **Members** will be required to provide documentary proof of their relationship if requested by the **Committee**.

Becoming a member: consent

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

Becoming a member: process

6.4. An applicant for membership must complete and sign any application form, supply any information as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

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

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

Members' obligations and rights

6.7. 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.

Subscriptions and fees

6.8. 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).

6.9. Membership is valid for 12 months, commencing 1 July and ceasing on 30 June of the following year. **Members** who join between 1 July and 30 April of the following calendar year shall pay the full membership fee as set by the **Committee**. Those who join after 30 April and before 30 June in any year shall be allowed a 50% discount on the membership fee for that year. The membership fee shall become due on 1 July in each year and if not paid within 1 calendar month the membership shall be considered terminated and shall 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. In case of hardship, the **Committee** is authorised to use its discretion.

Ceasing to be a member

6.10. A **Member** ceases to be a **Member**:

6.10.1. By resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or

6.10.2. On termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or

6.10.3. On death, or

6.10.4. By resolution of the **Committee** where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 1 month of the due date for payment.

with respective effect from:

6.10.5. 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

6.10.6. The date of termination of the **Member's** membership under this **Constitution**, or

6.10.7. The date of death of the **Member**, or

6.10.8. 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.

Obligations once membership has ceased

6.11. A **Member** who has ceased to be a **Member** under this **Constitution** shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).

Becoming a member again

6.12. 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**.

7. General meetings

Procedures for all general meetings

7.1. The **Committee** shall give all **Members** at least 2 months written Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

7.2. The **Notice** of meeting for the **General Meeting** shall include the cut-off date for nominations for the appointment of the **Committee** and information on voting for the **Committee** and Executive.

- 7.3. That **Notice** will be addressed to the **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**.
- 7.4. **Members** will be sent the meeting agenda at least fourteen days before the **General Meeting**. This will include at least a list of all **Committee** nominations, **Committee** reports, and the details (including proposer and background) of motions to be put to the **General Meeting**.
- 7.5. Only **Members** may attend, speak and vote at **General Meetings**:
 - 7.5.1. In person (which includes using any real-time audio, audio and visual, or electronic communication), or
 - 7.5.2. By a signed original written proxy (a scanned copy 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**
 - 7.5.3. No other proxy voting shall be permitted.
- 7.6. No **General Meeting** may be held unless at least 10 **Members** attend throughout the meeting and this will constitute a quorum.
- 7.7. 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 **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 7.8. 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 **President** or of 2 or more **Members** present, by secret ballot.
- 7.9. 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.
 - 7.9.1. For non-constitutional matters, a vote shall be carried on the assent of more than 50% of **Members** voting in the meeting.
 - 7.9.2. For constitutional matters, a vote shall be carried on the assent of more than 75% of **Members** voting in the meeting
- 7.10. Any decisions made when a quorum is not present are not valid.
- 7.11. Written resolutions may not be passed in lieu of a **General Meeting**.

- 7.12. All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** or the **Society** to chair that meeting.
- 7.13. Any person chairing a **General Meeting** may:
- 7.13.1. 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.
 - 7.13.2. 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 **President** be removed from the **General Meeting**, and
 - 7.13.3. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 7.14. 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**.
- 7.15. 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 14 **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**.

Minutes

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

Annual General Meetings: when they will be held

- 7.17. An **Annual General Meeting** shall be held once a year during the month of April 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.
- 7.18. The **Annual General Meeting** must be held no later than the earlier of the following:
- 7.18.1. 6 months after the balance date of the **Society**, or
 - 7.18.2. 15 months after the previous **Annual Meeting**.

Annual General Meetings: business

- 7.19. The business of an **Annual General Meeting** shall be to:
 - 7.19.1. Confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - 7.19.2. Adopt the annual report on the operations and affairs of the **Society**,
 - 7.19.3. Adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
 - 7.19.4. Set any subscriptions for the current financial year,
 - 7.19.5. Consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
 - 7.19.6. Elect officers for the **Committee** and the Executive, and
 - 7.19.7. Consider any general business.
- 7.20. The **Committee** must, at each **Annual General Meeting**, present the following information:
 - 7.20.1. An annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
 - 7.20.2. The annual financial statements for that period, and
 - 7.20.3. 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

- 8.1. **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 8.2. The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.
- 8.3. A **Special General Meeting** must be held within 14 days of receiving a request.
- 8.4. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 8.5. The **Committee** may be removed by a resolution of a **Special General Meeting**.
- 8.6. 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

Committee composition

- 9.1. The **Committee** will consist of at least 5 **Officers** and no more than 8 **Officers** from which the Executive will be drawn, except where the membership is less than 50 members where the Executive may be deemed to be sufficient to manage the **Society**.
- 9.2. The **Officers** on the **Committee** must be **Members** of the **Society**.
- 9.3. The Executive shall consist of **President, Vice President, Secretary, and Treasurer**, and shall not be less than three persons.
- 9.4. Should the **Committee** strength fall below the minimum outlined (in 9.3 above) a **Special General Meeting** should be called to elect new **Committee** members

Functions of the committee

- 9.5. 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**.

Powers of the committee

- 9.6. 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**.

Sub-committees

- 9.7. 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**:
 - 9.7.1. The quorum of every sub-committee is half the members of the sub-committee but not less than 2,
 - 9.7.2. Every sub-committee must have at least one Committee member,
 - 9.7.3. No sub-committee shall have power to co-opt additional members,
 - 9.7.4. A sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
 - 9.7.5. A sub-committee must not further delegate any of its powers.

General matters: committees

- 9.8. 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.
- 9.9. Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Committee meetings

Procedure

- 9.10. The quorum for **Committee** meetings shall be four members including any one of the Executive officers except where the Committee consists solely of the Executive where a quorum shall be three members.
- 9.11. A meeting of the **Committee** may be held either:
- 9.11.1. 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
- 9.11.2. By means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear or communicate with each other throughout the meeting.
- 9.12. 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
- 9.13. The members of the **Committee** shall elect one of their number as **Chairperson** of the **Committee**. If at a meeting of the **Committee**, the **Chairperson** is not present, the members of the **Committee** present may choose one of their number to be **Chairperson** of the meeting. The **Chairperson** does not have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- 9.14. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedures

Frequency

- 9.15. The **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**.

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

10. Officers

Qualifications of Officers

- 10.1. Every **Officer** must be a natural person who:
- 10.1.1. Has consented in writing to be an officer of the **Society**, and
 - 10.1.2. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- 10.2. **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely
- 10.2.1. A person who is under 16 years of age,
 - 10.2.2. A person who is an undischarged bankrupt,
 - 10.2.3. 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,
 - 10.2.4. 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,
 - 10.2.5. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years –
 - 10.2.5.1. an offence under subpart 6 of Part 4 of the **Act**
 - 10.2.5.2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 10.2.5.3. an offence under section 143B of the Tax Administration Act 1994
 - 10.2.5.4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (10.2.5.1) to (10.2.5.3)
 - 10.2.5.5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

10.2.6. A person subject to:

10.2.6.1. a banning order under subpart 7 of Part 4 of the **Act**, or

10.2.6.2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

10.2.6.3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

10.2.6.4. 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.

10.2.7. A person who is subject to an order that is substantially similar to an order referred to in paragraph (10.2.6) 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**.

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

10.3.1. Consent in writing to be an **Officer**, and

10.3.2. Certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

10.4. Nominations must include the name of a proposer and seconder. Nominees, proposers, and seconders must be **Members**. Nominations and the written consent of the nominee must be received by the **Secretary** no less than 15 days before the meeting, except where nominations are taken from the floor. Nominations may be received via post, fax, or email, as available.

Note each certificate shall be retained in the **Society's** records.

Officers' duties

10.5. At all times each **Officer**:

10.5.1. Shall act in good faith and in what they believe to be the best interests of the **Society**,

10.5.2. Must exercise all powers for a proper purpose,

10.5.3. Must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,

10.5.4. 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 10.5.4.1. the nature of the **Society**,

10.5.4.2. the nature of the decision, and

10.5.4.3. the position of the **Officer** and the nature of the responsibilities undertaken by them.

10.5.5. 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

10.5.6. 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

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

10.6.1. At least 14 **Working Days** before the date of the **Annual General Meeting**, the **Society** shall give **Notice** to all **Members** by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the **Society** by or on behalf of each nominee, in support of the nomination.

10.6.2. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) may stand for election.

10.6.3. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**. Any nominations received from the floor, will also be required to meet the 'Qualification of Officers' rule above.

10.6.4. Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine.

10.6.5. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers if utilised.

10.6.6. When only a single nomination is received for the position of **President, Vice President, Secretary, or Treasurer**, the meeting will be asked to accept the nomination and appoint the nominee. If the nominee receives fewer than 50% of the vote, nominations may be taken from the floor of the meeting.

10.6.7. If more **Members** are nominated for any position on the **Committee** than are necessary to fill such positions, or a single nominee is not confirmed by the meeting, the election shall be by ballot. A vote shall be carried on the assent of more than 50% of the **members** voting. In the event of a split vote for any

Executive nomination with less than the required majority, further ballots shall be held until a clear winner can be declared.

10.6.8. Where a ballot will be required, a list of nominees will be advised to **Members** no less than fourteen days before the meeting.

10.6.9. The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.

10.6.10. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

Term

10.7. 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.

10.8. No **President** shall serve for more than 2 consecutive years as **President**. The only members eligible for nomination to the office of **President** are members who have already served on the **Committee** for at least one year.

Removal of officers

10.9. 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**:

10.9.1 The **Officer** elected to the **Committee** has been absent from 3 consecutive committee meetings without leave of absence from the **Committee**.

10.9.2. The **Officer** has brought the **Society** into disrepute.

10.9.3. The **Officer** has failed to disclose a conflict of interest.

10.9.4. The **Committee** passes a vote of no confidence in the **Officer**.

10.9.5. By resolution of a **Special General Meeting**.

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

Ceasing to hold office

- 10.10. 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**.
- 10.11. Each **Officer** shall within 10 **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**.

Conflicts of interest

- 10.12. 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):
- 10.12.1. To the **Committee** and or sub-committee, and
- 10.12.2. In an **Interests Register** kept by the **Committee**.
- 10.13. 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**.
- 10.14. An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
- 10.14.1. Must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
- 10.14.2. Must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
- 10.14.3. May take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- 10.15. 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.
- 10.16. 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.

- 10.17. 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 Register of Members

- 11.1. The Society shall keep an up-to-date Register of Members.
- 11.2. For each current **Member**, the information contained in the **Register of Members** shall include:
- 11.2.1. Their name, and
 - 11.2.2. 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
 - 11.2.3. Their contact details, including –
 - 11.2.3.1. A physical address or an electronic address, and
 - 11.2.3.2. A telephone number.
 - 11.2.4. The register will also include whether the **Member** is financial or unfinancial.
- 11.3. Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 11.4. 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:
- 11.4.1. The former **Member's** name, and
 - 11.4.2. The date the former **Member** ceased to be a **Member**.

Interests Register

- 11.5. 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.

Access to information for members

- 11.6. A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- 11.7. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 11.8. The **Society** must, within a reasonable time after receiving a request:
- 11.8.1. Provide the information, or

- 11.8.2. Agree to provide the information within a specified period, or
 - 11.8.3. 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
 - 11.8.4. Refuse to provide the information, specifying the reasons for the refusal.
- 11.9. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- 11.9.1. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - 11.9.2. 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
 - 11.9.3. 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
 - 11.9.4. The information is not relevant to the operation or affairs of the **Society**, or
 - 11.9.5. Withholding the information is necessary to maintain legal professional privilege, or
 - 11.9.6. The disclosure of the information would, or would be likely to, breach an enactment, or
 - 11.9.7. 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
 - 11.9.8. The request for the information is frivolous or vexatious, or
 - 11.9.9. 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**.
- 11.10. 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** —
- 11.10.1. That the **Member** will pay the charge; or
 - 11.10.2. that the **Member** considers the charge to be unreasonable.
- 11.11. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

12. Finances

Control and management

- 12.1. The funds and property of the **Society** shall be—
 - 12.1.1. Controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - 12.1.2. Devoted solely to the promotion of the purposes of the **Society**
- 12.2. The **Committee** shall maintain bank accounts in the name of the **Society**.
- 12.3. All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.
- 12.4. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- 12.5. All withdrawals or payments must be approved by any two Executive **Members**.
- 12.6. The **Society** may from time to time invest and reinvest in such investments as are authorised Investments under section 162(a) of the Trusts Act 2019, or any other Act passed in substitution therefore and otherwise upon such terms as it shall think fit, the whole or any part of its funds which shall not be required for the immediate business of the Society.
 - 12.6.1. The **Society** limits the investment to non speculative conservative, easily accessed investments such as term deposits.
- 12.7. The **Committee** must ensure that there are kept at all times accounting records that—
 - 12.7.1. Correctly record the transactions of the **Society**, and
 - 12.7.2. Allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - 12.7.3. Would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 12.8. The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 12.9. 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

12.10. The **Society's** financial year shall commence on 01/01 (1 January) of each year and end on 31/12 (31 December) (the latter date being the **Society's** balance date).

13. Dispute Resolution

Meanings of dispute and complaints

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

13.2. The disagreement or conflict may be between any of the following persons:

13.2.1. 2 or more **Members**,

13.2.2. 1 or more **Members** and the **Society**,

13.2.3. 1 or more **Members** and 1 or more **Officers**,

13.2.4. 2 or more **Officers**,

13.2.5. 1 or more **Officers** and the **Society**, or

13.2.6. 1 or more **Members** or **Officers** and the **Society**.

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

13.3.1. A **Member** or an **Officer** has engaged in misconduct,

13.3.2. A Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act,

13.3.3. The **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the Act, or

13.3.4. A **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

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

13.4.1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

13.4.2. Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and

13.4.3. Sets out any other information or allegations reasonably required by the **Society**.

- 13.5. 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:
- 13.5.1. States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - 13.5.2. Sets out the allegation to which the dispute relates.
- 13.6. 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.
- 13.7. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 13.8. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 13.9. 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

How a complaint is made

- 13.10. A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
- 13.10.1. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - 13.10.2. Sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - 13.10.3. Sets out any other information reasonably required by the **Society**.
- 13.11. 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:
- 13.11.1. States that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - 13.11.2. Sets out the allegation to which the dispute relates.
- 13.12. The information given under subclause (13.10.2) or (13.11.2) 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.

13.13. 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

13.14. 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

13.15. If the **Society** makes a complaint—

13.15.1. The **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and

13.15.2. An **Officer** may exercise that right on behalf of the **Society**.

13.16. 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:

13.16.1. They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

13.16.2. An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

13.16.3. An oral hearing (if any) is held before the decision maker; and

13.16.4. 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

13.17. 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.

13.18. 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

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

13.19.1. The complaint is considered to be trivial; or

13.19.2. The complaint does not appear to disclose or involve any allegation of the following kind:

- 13.19.2.1. that a **Member** or an **Officer** has engaged in material misconduct:
 - 13.19.2.2. 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**:
 - 13.19.2.3. that a **Members'** rights or interests or **Members'** rights or interests generally have been materially damaged:
- 13.19.3. The complaint appears to be without foundation or there is no apparent evidence to support it; or
- 13.19.4. The person who makes the complaint has an insignificant interest in the matter; or
- 13.19.5. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- 13.19.6. There has been an undue delay in making the complaint.

Society may refer complaint

13.20. The **Society** may refer a complaint to—

- 13.20.1. A subcommittee or an external person to investigate and report; or
- 13.20.2. A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

13.21. 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

13.22. A person may not act as a decision maker in relation to a complaint if 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—

- 13.22.1. Impartial; or
- 13.22.2. Able to consider the matter without a predetermined view.

14. Liquidation and removal from the register

Resolving to put society into liquidation

- 14.1. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- 14.2. The **Committee** shall give 25 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 14.3. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 14.4. 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

- 14.5. The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- 14.6. 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.
- 14.7. 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**.
- 14.8. 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

- 14.9. If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 14.10. On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in some other organisation or body having objects similar the objects of the first organisation, or to some other charitable organisation or purpose within New Zealand.
- 14.11. However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

15. Alterations to the constitution

Amending this constitution

- 15.1. All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 15.2. The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by 75% of those **Members** present and voting.
- 15.3. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**
- 15.4. Any proposed resolution to amend or replace this **Constitution** shall be signed by any eligible **Member** and given in writing to the **Committee** at least 10 **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.
- 15.5. At least 10 **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.
- 15.6. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

16. Common Seal

- 16.1. The **Society** will have a common seal that must be kept in the custody of an **Officer** of the **Committee**.
- 16.2. The common seal may be affixed to any document:
 - 16.2.1. By resolution of the **Committee**, and must be countersigned by 2 **Officers**, or
 - 16.2.2. By such other means as the **Committee** may resolve from time to time.