Wildlife Rehabilitators Network of New Zealand's Constitution

Introductory rules

Title

The title of the **Society** is "WILDLIFE REHABILITATORS NETWORK OF NEW ZEALAND INCORPORATED"

Charitable status

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

Definitions

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

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

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

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

'**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**. Also, a person 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 Chief Executive or Treasurer.

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

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

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

‘**Working Days**’ 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.

Purposes

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

- Facilitating educational opportunities by delivering annual conferences, workshops, support meetings, and by developing or promoting informational resources and guidelines for standards of care and response.
- Collaborating with key industry partners, including the Department of Conservation (DOC), the Ministry for Primary Industries (MPI), and SPCA New Zealand, to provide support, guidance, advocacy, and consistency across wildlife rehabilitation practices.
- Providing a platform for safe networking and collaboration for **Member**s to share knowledge, experience, and best practices in wildlife rehabilitation.
- Providing a platform for public awareness, information, and advice through the Society’s website, social media channels, and other communication platforms to promote understanding of wildlife welfare and rehabilitation.

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

Act and Regulations

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

Registered office

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

Changes to the registered office must be notified to the Registrar of Incorporated Societies:

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

Contact person

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

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

At least 18 years of age, and

Ordinarily resident in New Zealand.

A contact person can be appointed by the **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 must be advised to the Registrar of Incorporated Societies within 10 Working Days of that change occurring, or the **Society** becoming aware of the change.

Members

Minimum number of Members

The **Society** must maintain the minimum number of **Members** (10 **Members**) as required by the Act.

Types of **Members**

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

- A Community **Member** is an individual within New Zealand or overseas, interested in New Zealand wildlife information, education, rescue and rehabilitation.
- Wildlife Rehabilitators **Members**hip is for individuals actively involved in wildlife conservation or rehabilitation in rescue centers either in New Zealand or Internationally.
- Vet Clinic **Members**hip is designed to support veterinary clinics actively involved in New Zealand wildlife rehabilitation.
- Associate Organisations **Members**hip is for all organisations professionally involved with New Zealand wildlife, and those actively involved in wildlife rescue and rehabilitation internationally.

- Corporate Supporters **Members**hip is for all businesses and organisations in New Zealand and internationally, wanting to support New Zealand wildlife rescue and rehabilitation.
- Life **Member** is a person honoured for highly valued services to the **Society** and is 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** must have all the rights and privileges of a **Member** and must be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
- 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 **Members**hip rights, privileges or duties.

Becoming a Member: consent

Every applicant for **Members**hip must consent in writing to becoming a **Member**, via the application form found on the **Society**'s website.

Becoming a Member: process

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

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

The signed written consent of every **Member** to become a **Society Member** must be retained in the **Society**'s **Members**hip records.

Members' obligations and rights

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

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

A **Member** is only entitled to exercise the rights of **Members**hip (including attending and voting at **General Meeting**s, accessing or using the **Society**'s information and training manuals held in the website, 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**.

Any **Member** that is a body corporate must provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person must be deemed to be the organisation's proxy for the purposes of voting at **General Meeting**s.

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.

Subscriptions and fees

The annual subscription and any other fees for **Members**hip for the then current financial year must be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments). If a **General Meeting** does not set subscriptions for a financial year, the previous year's subscriptions continue to apply until changed by a **General Meeting.**

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 28 Working Days of the date the same was due for payment must be considered as unfinancial and must (without being released from the obligation of payment) have no **Members**hip rights and must 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 30 Working Days of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the **Member**'s **Members**hip (without being required to give prior **Notice** to that **Member**).

Ceasing to be a Member

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

- by resigning from that **Member**'s class of **Members**hip by written **Notice**(including by email) from that **Member** to the Committee, or
- on termination of a **Member**'s **Members**hip following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Committee where—
    - The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 28 Working Days of the due date for payment.
    - In the opinion of the Committee the **Member** has brought the **Society** into disrepute.
    - If the committee is of the opinion that a **Member** has breached the Rules or has acted in a manner inconsistent with the purposes of the **Society** with effect from (as applicable)
- 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
- the date of termination of the **Member**'s **Members**hip under this **Constitution**, or
- the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- the date specified in a resolution of the Committee and when a **Member**'s **Members**hip has been terminated the Committee must promptly notify the former **Member** in writing.

Obligations once Membership has ceased

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

- remains liable to pay all subscriptions and other fees to the **Society**'s next balance date,
- must cease to hold themselves out as a **Member** of the **Society**, and
- must cease to be entitled to any of the rights of a **Society Member**.

Becoming a Member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants. If a former **Member**'s **Members**hip 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.

But, if a former **Member**'s **Members**hip 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.

General Meetings

Procedures for all General Meetings

The Committee must give all **Members** at least **15 Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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

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

- in person, or
- by a written proxy (including by email or electronic copy) in favour of an individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the Committee, and
- no other proxy voting must be permitted.

No **General Meeting** may be held unless a quorum is present when the lesser of 8 or 20% of eligible financial **Members** (rounded up) are in attendance, but not fewer than 5.

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** – must be dissolved. In any other case it must 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 must 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** must be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions must 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 a simple majority of the **Members** who cast a vote during the specified voting period, provided that the number of votes cast is at least equal to the quorum required for a **General Meeting**. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **General Meeting**s may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meeting**s must be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson must chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may
  - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business must be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
  - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The Committee may propose motions for the **Society** to vote on (Committee Motions'), which must be notified to **Members** with the **Notice** of the **General Meeting**.

Minutes

The **Society** must keep minutes of all **General Meeting**s.

Annual General Meetings: when they will be held

An Annual **General Meeting** must 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 Meeting**s must apply.

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

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

Annual General Meetings: business

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

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

- consider any general business.

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

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

Special General Meetings

Special **General Meeting**s 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 51 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 Meeting**s must apply to a Special **General Meeting**, and a Special **General Meeting** must only consider and deal with the business specified in the Committee's resolution or the written request by **Members** for the **Meeting**.

Committee

Committee composition

The Committee will consist of at least 3 Officers and no more than 10 Officers.

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

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

Functions of the committee

From the end of each Annual **General Meeting** until the end of the next, the **Society** must 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

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

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—

- the quorum of every sub-committee is half the **Members** of the sub-committee but not less than 2,
- no sub-committee must have power to co-opt additional **Members**, Non-**Members** appointed to sub-committees do not have voting rights unless expressly authorised by the Committee, and all sub-committee **Members** (whether **Members** or not) are subject to the **Society**'s conflicts of interest rules.
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the Committee. Non-members appointed to sub-committees do not have voting rights unless expressly authorised by the Committee. All sub-committee **Members** (whether **Members** or not) are subject to the **Society**'s conflicts of interest rules.
- a sub-committee must not further delegate any of its powers.

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 must 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.

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—

- 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
- 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 must have one vote.

The Chairperson chairs meetings of the Committee. If the Chairperson is absent, the Deputy Chairperson chairs the meeting; if both are absent, the Committee **Members** present may choose one of their number to chair that meeting. If at a meeting of the Committee, the chairperson is not present, the **Members** of the Committee present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Committee.

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

Frequency

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

The Secretary, or other Committee **Member** nominated by the Committee, must give to all Committee **Members** not less than 10 Working Days' **Notice** of Committee meetings, but in cases of urgency a shorter period of **Notice** must suffice.

Officers

Qualifications of officers

Every Officer must be a natural person who —

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

Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the **Society**, namely —

- A person who is under 16 years of age.
- A person who is an undischarged bankrupt.
- 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
- A person who is disqualified from being a **Member** of the governing body of a charitable entity under section 36C of the Charities Act 2005.
- A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
- an offence under subpart 6 of Part 4 of the Act
- a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
- an offence under section 143B of the Tax Administration Act 1994
- an offence under section 22(2) of the Act
- an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
- a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- A person subject to:
- a banning order under subpart 7 of Part 4 of the Act, or
- an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
- a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
- 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.
- a person who is subject to an order that is substantially similar to an order referred to in the previous paragraph 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.
- A person who does not comply with any qualifications for officers contained in this **Constitution**.

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

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this **Constitution** or the Act.
- Note that only a natural person may be an Officer and each certificate must be retained in the **Society**'s records.

Officers' duties

At all times each Officer:

- must act in good faith and in what he or she believes to be the best interests of the **Society**,
- must exercise all powers for a proper purpose,
- must not act, or agree to the **Society** acting, in a manner that contravenes the Act or this **Constitution**,
- when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the **Society**,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
- 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
- must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

Election or appointment of officers

The election of Officers must be conducted as follows.

- Officers must be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy must be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
- A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) must be received by the Society at least 110 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- Votes must be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie must be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- Two Members (who are not nominees) or non-Members appointed by the Chairperson must act as scrutineers for the counting of the votes and destruction of any voting papers.

- The failure for any reason of any financial Member to receive such Noticeof the General Meeting must not invalidate the election.
- 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 must have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

Term

The term of office for all Officers elected to the Committee must be 1 year(s), expiring at the end of the Annual **General Meeting** in the year corresponding with the last year of each Officer's term of office.

No **Officer** must serve for more than 10 consecutive terms.

No **Chairperson** must serve for more than 5 consecutive years as **Chairperson**.

Removal of officers

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

- The Officer has brought the **Society** into disrepute.
- The Officer has failed to disclose a conflict of interest.
- The Committee passes a vote of no confidence in the Officer.

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

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 must within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee any **Society** property (including equipment, merchandise, workshop materials, consumables, or documents) held by such former Officer.

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)—

- to the Committee and or sub-committee, and
- 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—

- 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
- 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
- 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).
- However, an Officer or **Member** of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special **General Meeting** must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- Where 50 per cent or more of the **Members** of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee must consider and determine the Matter.

Records

Register of Members

The **Society** must keep an up-to-date Register of **Members**.

For each current **Member**, the information contained in the Register of **Members** must include —

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

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

- postal address
- email address (if any)
- occupation
- whether the **Member** is financial or unfinancial

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

The **Society** must also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

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

Interests Register

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

Access to information for Members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

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

- provide the information, or
- agree to provide the information within a specified period, or
- agree to provide the information within a specified period, or
- refuse to provide the information, specifying the reasons for the refusal.

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

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- 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
- 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
- the information is not relevant to the operation or affairs of the **Society**, or
- withholding the information is necessary to maintain legal professional privilege, or
- the disclosure of the information would, or would be likely to, breach an enactment, or
- 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
- the request for the information is frivolous or vexatious, or
- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the Act.

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

Finances

Control and management

The funds and property of the **Society** must 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 must maintain bank accounts in the name of the **Society**. All money received on account of the **Society** must be banked within 10 Working Days of receipt.

All accounts paid or for payment must be submitted to the Committee for approval of payment.

The Committee must ensure that at all times accounting records are kept 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 under any legislation or the **Society**'s **Constitution**).

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**.

Balance date

The **Society**'s financial year must commence on 01/04 of each year and end on 31/03 (the latter date being the **Society**'s balance date).

Dispute resolution

Meanings of dispute and complaint

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

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

- 2 or more **Members**
- 1 or more **Members** and the **Society**
- 1 or more **Members** and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the **Society**
- 1 or more **Members** or Officers and the **Society**.

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

- a **Member** or an Officer has engaged in misconduct
- a **Member** or an Officer has breached, or is likely to breach, a duty under the **Society**'s **Constitution** or bylaws or the Act

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

How a complaint is made

- 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 or allegations to which the dispute relates and whom the allegation is against; and
  - sets out any other information reasonably required by the **Society**.
- 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 i**n 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 given under subclause (1b.) or (2b.) 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.
- 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

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.

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**.
- 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.

Person who is subject of complaint has right to be heard

This clause applies if a complaint involves an allegation that a **Member**, an Officer, or the **Society** (the ‘respondent’)

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the **Society**’s **Constitution** or bylaws or this Act; or
- has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

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

If the respondent is the **Society**, an Officer may exercise the right on behalf of the **Society**.

Without limiting the manner in which a respondent may be given the 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.

Investigating and determining dispute

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.

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

Society may decide not to proceed further with complaint

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

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

Society may refer complaint

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

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

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

Decision makers

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

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

Liquidation and removal from the register

Resolving to put Society into liquidation

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

The Committee must give 28 Working Days written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

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

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

Resolving to apply for removal from the register

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

The Committee must give 28 Working Days written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The Committee must also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** must 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 two-thirds majority of all **Members** present and voting.

Surplus assets

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

Alterations to the constitution

Amending this constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments must 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.

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

Any proposed resolution to amend or replace this **Constitution** must be signed by at least 51 per cent of eligible **Members** and given in writing to the Committee at least 28 Working Days before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **10 Working Days** before the **General Meeting** at which any amendment is to be considered the Committee must 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 must be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and must take effect from the date of registration.

If the **Society** is registered as a charity under the Charities Act 2005 the amendment must also be notified to Charities Services as required by section 40 of that Act.