



Podiatry New Zealand Incorporated

# Rules

Incorporated Societies Act 2022

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## **1) The Name / Te Ingoa**

The name of the Society is Podiatry New Zealand - Te Roopu Tiaki Waewae O Aotearoa Incorporated (in this Constitution referred to as the Society).

## **2) Charitable Status / Tūnga Kaupapa Atawhai**

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

## **3) Definitions / Whakamāramatanga**

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

- **'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.
- **'Board'** means the Society's governing body and is the Society's committee for the purposes of the Act.
- **'Chairperson'** means the Officer responsible for chairing General Meetings and meetings of the Board, and who provides leadership for the Society.
- **'Constitution'** means the rules in this document.
- **'Financial Year'** means the 12-month period ending on 30 June in every year.
- **'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 and 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 Board, or

- Occupying a position in the Society that allows them to exercise significant influence over the management of administration of the Society, including the Chief Executive or Treasurer.
- ‘**Secretary**’ means the Officer responsible for 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.
- ‘**Special Resolution**’ means a resolution that requires not less than two-thirds (66%) of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.
- ‘**Working Days**’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but may not be limited to the following: - a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, regional anniversary days, the Sovereign’s birthday, Te Rā Aro ki a Matariki/ Matariki Observance Day, Christmas Day, Boxing Day, 1<sup>st</sup> and 2<sup>nd</sup> January and Labour Day.

#### **4) Purpose / Whāinga**

##### **4.1) Primary Purposes:**

- a) Communicate to Members relevant information on matters affecting the podiatry profession and other information as may seem relevant to any of the objects of the Society.
- b) Promote the general advancement of the science and practice of podiatry.
- c) To represent generally the views and interests of the podiatry profession and uphold the rights and legal status of podiatrists generally.
- d) To preserve and maintain professional integrity by requiring compliance with rules of conduct adopted by the Society from time to time as a condition of on-going membership.
- e) Provide opportunities for lectures, exhibitions, meetings, classes and conferences which advance the cause of education in the podiatry profession whether general, professional or technical.
- f) Promote the training of students of podiatry, advise on it and assist the educator approved by the Regulatory Authority to fulfill this task.
- g) Grant recognised certificates of professional development to those engaged in the profession.
- h) Provide opportunities including social occasions for Members to discuss and debate matters of common interest related to the practice of podiatry.
- i) To consider and respond to enquiries or concerns involving or affecting the profession of podiatry in New Zealand.

- j) Promote and maintain quality standards for stakeholders in the podiatry profession within New Zealand.
- k) Become a member of, support, amalgamate, affiliate or cooperate with any other institution or association whose kaupapa is altogether or in part similar to those of the Society.
- l) Promote improvements in the law and support or oppose alterations by any legislative body or authority and promote deputations or such other relevant actions that support the furtherance of any of the purposes of the Society.
- m) To purchase, take on lease, exchange, hire or otherwise acquire or dispose of any real and personal property, which may be deemed necessary or convenient for any of the purposes of the Society.
- n) To receive any gift of property whatever subject to any special trust, or not, for any one or more of the purposes of the Society.
- o) To do all such other lawful things as are incidental or conducive to the attainment of the above purposes.

#### **4.2) Exclusions**

The Society will not operate for the purpose of, or with effect of:

- a) Distributing, any gain profit, surplus, dividend or other similar financial benefit to any of its Members (whether in money or kind); or
- b) Having capital that is divided into shares or stock held by its Members; or
- c) Holding property in which its Members have a disposable interest (whether directly or indirectly).

#### **4.3) No financial gain**

But the Society will not operate for the financial gain of its Members simply if the Society:

- a) Engages in trade
- b) Distributes funds to a Member to further the purpose of the Society and the Member is:
  - i) A not-for-profit entity, and
  - ii) Is affiliated or closely related to the Society, and
  - iii) Has the same or substantially the same purposes as those of the Society;
- c) Reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society, while pursuing the Society's purposes;
- d) Provides benefits to Members or their families to alleviate hardship;
- e) Provides educational or scholarship grants or awards to Members;

- f) Pays a Member a salary or wages for services to the Society on arm's length terms and which does not include any share of a gain, profit or surplus, percentage of revenue in the generation of revenue for the Society or
- g) 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 of the type described in clause 22 (Disposal of Assets) of this Constitution.

#### **4.4)      Act and Regulations**

Nothing in the 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.

#### **4.5)      Registered Office**

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

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

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

#### **4.6)      Contact Person**

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

The Society's contact person must be:

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

A contact person can be appointed by the Board 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 a contact 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 that change.

### **5) Membership / Mematanga**

#### **5.1)      Minimum Number.**

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

A Register of Members shall be kept by the Society and shall contain at least –

- Name,
- The date on which they became a Member (where known)
- Address (physical and / or email address),
- Occupation,
- Phone number,
- Membership Category.

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

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

### **5.2) Membership Categories**

Membership of the Society may consist of different categories of Member as determined by the Board from time to time. The Board will set the eligibility criteria and membership fee for each category of Membership and will publish those criteria and associated fees on the Society's website. The individual members of all categories of membership of the society shall be counted together as Members for the purpose of determining the total number of Members of the Society.

Every applicant who satisfies the criteria for a membership category is eligible to be a Member of the Society membership if that applicant:

- Completes the relevant application form,
- Consents to become a member, and
- Pays the appropriate membership fee.

The Board will consider applications submitted and may grant, postpone, or refuse an application, or grant an application subject to the applicant agreeing to conditions, and cause the applicant to be notified of the outcome of their application.

### **5.3) Membership Obligations and rights**

Every Member shall provide the Society in writing that Member's name and contact details (namely, physical and/or email address and a telephone number) and promptly advise the Society in writing of any changes to those details. The Society will update the Register as soon as practicable after becoming aware of changes to the information recorded in the Register.

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

A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings (if category is eligible), accessing or using the Society's facilities and equipment, and participating in Society activities) if all fees have been paid by their due dates.

No Member is liable for an obligation of the Society by reason only of being a Member.

#### **5.4) Membership Fees**

The annual fee and any other fees for the current year shall be determined by the Board and notified to the membership at least 20 Working Days prior to any change coming into effect.

Any Member failing to pay the annual membership fee (including any periodic payment), within 20 Working Days of the date the payment was due shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until the arrears are paid. If such arrears are not paid within 40 Working Days of due date for payment the Society may determine what action may be taken. Such action could include:

- A final letter warning of imminent cessation of membership, and / or
- Termination of membership with prior notice, and / or
- Transfer of debt to another agency.

#### **5.5) Ceasing to be a Member**

A Member ceases to be a Member –

- a) By resignation from that Member's Category of membership by written notice signed by that Member to the Society, or
- b) On termination of a Member's membership following a dispute resolution process under this Constitution, or
- c) On death of the Member, or
- d) By resolution of the Board where –
  - i) The Member has failed to pay any amounts due to the Society within 40 Working Days of that payment being due, or
  - ii) In the reasonable opinion of the Board the Member has brought the Society into disrepute.
- e) Membership shall cease with effect from (as applicable):
  - i) The date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation, or
  - ii) The date of termination of the Member's membership under this Constitution, or

- iii) The date of death of the Member, or
- iv) The date specified in a resolution of the Board
- f) when a Member's membership has been terminated by resolution of the Board, the Secretary shall promptly notify the former Member in writing of the decision, the reasons for it and inform the Member of their right to dispute the decision in accordance with the dispute resolution provisions of this Constitution.

#### **5.6) Obligations once membership has ceased**

A Member who ceases to be a Member under this Constitution –

- a) Remains liable to pay all fees due to and owing to the Society up to the date their membership ceased,
- b) Shall cease to hold themselves out as a Member of the Society, and
- c) Shall cease to be entitled to any of the rights of a Member of the Society.

#### **5.7) Reinstatement as a Member**

A former Member may apply for reinstatement as a Member in the manner prescribed for new applicants and may be re-admitted by resolution of the Board.

If the former Member's membership was terminated following a disciplinary or dispute resolution process the applicant may be re-admitted by special application to the Board under a process to be determined by the Board from time to time.

### **6) General Meetings / Hui nui**

#### **6.1) Procedures for All General Meetings**

The Society shall give all Members at least 14 Working Days written notice of any General Meeting and of the business to be conducted at that meeting. General Meetings may be held at one or more locations by Members present in person and/or using any real-time audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

The 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 that General Meeting.

Only financial members may attend, speak and vote at General Meetings and they may do so –

- a) In person, or
- b) By a signed original written proxy in favour of some individual entitled to attend the meeting and received by the Board before the commencement of the meeting.

The Society may pass a written resolution in lieu of a General Meeting. A written resolution is valid for the purposes of the Act and this Constitution as if it had been

passed at a General Meeting if it is approved by no less than 75% of the number of Members who are entitled to vote. A Member may give their approval by signing the resolution or by electronic means.

## **6.2) Quorum**

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

If, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. The Chair of the Board may determine a future date and time for the General Meeting and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to be constitute a sufficient quorum.

## **6.3) Voting**

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

Unless otherwise required by this Constitution, all motions shall be decided by a simple majority of those in attendance in person or by proxy and voting on the motion.

Decisions made without a quorum are not valid.

The Board may propose motions for the Society to vote on (Board Motions) which shall be notified to Members with the notice of the General Meeting.

Any Member may request that a motion be voted on (Member's Motion) at a General Meeting, by giving Notice to the Secretary at least 5 Working Days before that meeting. The Member may also provide supporting information. If Notice of the Member's Motion is given prior to the notice of the General Meeting that notice shall be provided to Members with the written notice of the meeting.

## **6.4) Chairing**

All General Meetings shall be chaired by the Chair of the Board. If the Chair is unable to attend the meeting Members shall choose another member of the Board to chair the meeting.

Any person chairing a General Meeting may:

- a) With the consent of a simple majority of Members present at the General Meeting adjourn the 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. (No new business may be conducted at the adjourned meeting).

- b) 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 Chair be removed from the General Meeting, and
- c) In the absence of a quorum, or in the case of an emergency, adjourn the General Meeting or declare it closed.

#### **6.5) Minutes**

The Society must keep minutes of all General Meetings.

### **7) Annual General Meetings / Hui ā-tau**

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

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.

#### **7.1) Business of the Annual General Meeting**

The business of an Annual General Meeting shall be to –

- a) Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- b) Adopt the annual report on the operations and affairs of the Society,
- c) Set any subscriptions for the current financial year,
- d) Consider any motions of which prior notice has been given to Members with the notice of the Annual General Meeting, and
- e) Consider any general business.

The Board must, at each Annual General Meeting present the following information –

- a) An annual report on the operations and affairs of the Society during the most recently completed accounted period,
- b) The annual financial statements for that period,
- c) 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 / Hui nui motuhake**

Special General Meetings may be called at any time by the Board by resolution, specifying the time and place of the meeting and its objects.

The Board must call a Special General Meeting if it receives a written request signed by at least 40 of the Members. Upon receiving such a written request, the Secretary shall convene a Special General Meeting to be held not less than 10 days nor more than 40 days after the Secretary received the request.

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

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and the Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the meeting.

## **9) Board / Te Rūnanga Whakahaere**

### **9.1) Board Composition**

The Board shall consist of at least 5 and up to 8 Officers.

5 members of the Board must be Members of the Society and elected by Members of the Society at the Annual General Meeting, in accordance with 12.2 below.

One Podiatrist Māori representative shall be appointed by the Board to be a member of the Board on the advice of a representative body (recognised by the Board).

Up to 2 persons may be co-opted as members of the Board by the Board, who may consider the need for particular strengths. Such person(s) may or may not be a current member of the Society. The Board shall determine the extent of voting rights for co-opted members and this shall be recorded in the minutes of the first Board meeting that a co-opted member attends. The term of the appointment of a co-opted member of the Board shall be until the following Annual General Meeting unless the Board determines otherwise. Each co-opted member must 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 13.2 below).

The term of each elected member of the Board shall be 2 years. No person shall be a member of the Board for more than 6 consecutive years. A Member may be nominated for a further Board position after two years of absence from the Board.

Should a position on the Board become vacant through death, resignation or for any other reason in the period between the end of one Annual General Meeting and the end of the next the Board may, if it deems necessary, appoint a suitable replacement from the membership to act in that office until the next election of Board members would occur in accordance with 13.1 below. Each such member must 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 13.2 below).

## **9.2) Functions of the Board**

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direct supervision of the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act and this Constitution.

## **9.3) Powers of the Board**

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

- a) Appoint and remove the Chief Executive,
- b) Delegate to the Chief Executive responsibility for managing the operations and affairs of the Society without releasing final accountability,
- c) Set strategic and annual plans and direct the Chief Executive to implement them, and
- d) Set an annual budget within which the Chief Executive shall operate.
- e) Invest funds, not currently required in a reputable New Zealand financial institution.
- f) Borrow or raise money from time to time from a reputable financial institution upon such terms as the Board deems to be responsible and appropriate to the Society's purposes.

The Board may from time to time make and amend by-laws and policies for the conduct and control of Society activities and codes of conduct applicable to Members. No such by-laws or policies shall be inconsistent with the Constitution or the Act or any other legislation.

When exercising powers or performing duties as an officer each Officer—

- a) Shall act in good faith and in what the officer believes to be in the best interests of the Society,
- b) Must exercise all powers for a proper purpose
- c) Must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution
- d) 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
  - i) The nature of the Society; and
  - ii) The nature of the decision; and
  - iii) The position of the Officer and the nature of the responsibilities undertaken by them.

- e) Must not agree to, or cause to allow the activities of the Society to be carried out in a manner likely to create a substantial risk of serious loss to the Society's creditors, and
- f) Must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

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

- a) The quorum of the sub-committee shall be half of the members of the sub-committee and no less than 2,
- b) No sub-committee shall have the power to co-opt additional members,
- c) A sub-committee shall not commit the Society to any financial expenditure without express and prior authority from the Board, and
- d) A sub-committee shall not further delegate any of its powers.

#### **9.4) Procedure**

The quorum for Board meetings is at least half plus one the number of members of the Board.

The Board shall hold a minimum of 5 meetings each year at a physical location or by means of audio and visual communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

The Secretary of the Board shall give notice of each Board meeting at least 5 Working Days prior to the meeting. In cases of urgency a shorter notice period shall suffice.

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

The Chair does not have a casting vote in the event of a tied vote on any resolution of the Board. A tied vote requires further discussion or delay until further information is made available to enable the Board to reach a majority decision.

Minutes of all Board meetings will be kept and shall include –

- The names of those in attendance
- The business considered at the meeting
- Any resolution on which a vote is taken and the result of the vote
- Any material personal interest disclosed by a member.

At the first Board meeting after the Annual General Meeting, the Board will appoint a Board member as Chair by consensus or a simple majority vote of the Board. The Board member proposed as Chair may participate in any such vote.

If at a meeting of the Board the Chair is not present the members of the Board present may choose one of their number to be Chair of that meeting.

Except as otherwise provided in this Constitution the Board may regulate its own procedures.

## **10) Officers / Ngā kaiwhakahaere**

### **10.1) Election of Officers**

Officers shall be elected during Annual General Meetings, however if a vacancy occurs between Annual General Meetings that vacancy may be filled by resolution of the Board. Any such resolution must be ratified at the next Annual General Meeting.

Notifications calling for nominations to vacant positions must be sent in writing to all Members at least 40 Working Days prior to the Annual General Meeting.

Nominations must be received by the Secretary no later than 25 Working Days prior to the Annual General Meeting and must be signed by a proposer and seconder who must be Members of the Society. The nominee must also sign the nomination.

In the event that nominees do not exceed the number of vacancies, the Board may declare the nominees duly elected without need for a vote of the Members.

Voting papers will be sent to Members at least 15 Working Days prior to the Annual General Meeting and will close at least 5 Working Days prior to the to the Annual General Meeting.

Two members (who are not nominees) or non-members appointed by the Chair shall act as scrutineers for the counting of the votes and destruction of any voting papers.

### **10.2) Qualifications of Officers**

Every Officer must be a natural person who –

- a) Has consented in writing to be an officer, and
- b) Certifies 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 from being appointed or otherwise holding office as an Officer of the Society, namely

- a) A person under the age of 16 years
- b) A person who is an undischarged bankrupt
- c) 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.

- d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- e) A person who has been convicted of any of the following and has been sentenced for the offence within the last 7 years –
  - i) An offence under subpart 6 of Part 4 of the Act
  - ii) A crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961
  - iii) An offence under section 143B of the Tax Administration Act 1994
  - iv) An offence under section 22(2) of the Act
  - v) An offence, in a country, State or territory other than New Zealand, that is substantially similar to an offence described above.
  - vi) A money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) A person subject to –
  - i) A banning order under subpart 7 of Part 4 of the Act,
  - ii) An order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii) A forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv) 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.
- g) A person who is subject to an order that is substantially similar to an order referred to above 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) made under the Act.
- h) A person who does not comply with any applicable qualifications for their appointment as an officer contained in this Constitution.

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

- a) Consent in writing to be an Officer, and
- b) Certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

### **10.3) Removal of Officers**

An Officer shall be removed as an Officer by resolution of the Board or the Society where in the opinion of the Board or the Society recorded in a resolution –

- a) The Officer has been absent from 3 Board meetings without leave of absence from the Chair,

- b) The Officer has brought the Society into disrepute,
- c) The Officer has failed to disclose a conflict of interest, or
- d) The Board passes a vote of no-confidence in the Officer.

This shall take effect from the date specified in the resolution of the Board or Society.

#### **10.4) Ceasing to Hold Office**

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

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver all property of the Society to the Secretary or other such person designated by the Board.

#### **11) Conflicts of Interest / Ngā take pānga taharua**

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 Board and or sub-committee, and
- In an Interests Register kept by the Board.

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—

- a) Must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
- b) Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
- c) May take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board 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 Board shall consider and determine the Matter.

**12) Register of Interests / Te rēhita o ngā pānga**

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

**13) Access to Information for Members / Ka āhei atu ngā mema ki ngā mōhiohio**

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 —

- a) Provide the information, or
- b) Agree to provide the information within a specified period, or
- c) 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
- d) 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 —

- a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
- c) 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
- d) The information is not relevant to the operation or affairs of the society, or
- e) Withholding the information is necessary to maintain legal professional privilege, or
- f) The disclosure of the information would, or would be likely to, breach an enactment, or

- g) 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
- h) The request for the information is frivolous or vexatious, or
- i) The request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —

- a) That the Member will pay the charge; or
- b) That the Member considers the charge to be unreasonable.

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

## **14) Control and Management / Mana whakahaere**

The funds and property of the Society shall be

- Controlled, invested and disposed of by the Board subject to this Constitution, and
- Devoted solely to the promotion of the purposes of the Society.

The Board shall maintain bank accounts in the name of the Society.

All money received on account of the Society shall be banked within 3 Working Days of receipt.

The Board shall regularly review the management of finances and assure themselves that the Chief Executive is operating within the financial delegations imposed. The Board may agree to requests for expenditure outside delegation as described in the Financial Delegations policy.

The Board must ensure that there are kept at all times accounting records that –

- Correctly record the transactions of the Society, and
- Allow the Society to produce financial statements that comply with the requirements of the Act, and
- Enable the financial statements to be readily and properly audited as required by the Constitution.

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

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

**15) Balance Date / Mutunga o te tau**

The Society's financial year shall commence on 1 July of each year and end on 30 June (the latter date being the Society's balance date).

**16) Disputes and Complaints / Ngā wenewene me ngā amuamu**

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—

- a) 2 or more Members
- b) 1 or more Members and the Society
- c) 1 or more Members and 1 or more Officers
- d) 2 or more Officers
- e) 1 or more Officers and the Society
- f) 1 or more Members or Officers and the Society.

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

- a) A Member or an Officer has engaged in misconduct
- b) A Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- c) The Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- d) 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 Board (or a complaints subcommittee) a notice in writing that—

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

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

- States that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- Sets out the allegation to which the dispute relates.

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

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 Member or Officer or the Society who has made the complaint has a right to be heard before the complaint is resolved or any outcome is determined.

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

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

The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with the Constitution, ensure that the complaint 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.

The Society may decide not to proceed further with a complaint if—

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

The complainant raising a dispute, and the Board, 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.

The Society may refer a complaint to –

- a) A sub-committee or an external person to investigate and report, or
- b) A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

A person may not act as decision maker in relation to a complaint if 2 or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that person may not be –

- Impartial, or
- Able to consider the matter without a predetermined view.

## **17) Liquidation of Society / Te whakamutu kaupapa**

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

The Board shall give 20 Working Days written notice to all Members of the proposed resolution to put the Society into liquidation.

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

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

## **18) Removal from Register / Whakakore rēhitatanga**

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

The Board shall give 20 Working Days written notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

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

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

**19) Surplus Assets / Toenga rawa**

If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member unless they are a not-for profit organisation of the type described in this clause and identified by resolution as contemplated in this clause.

On the liquidation or removal from the Register of Incorporated Societies, its surplus assets – after payment of all debts, costs and liabilities – shall be vested in other such organisations in New Zealand as have similar purposes to those of the Society, as may be decided at or before the time of liquidation or removal from the Register of Incorporated Societies.

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.

**20) Amendments to the Constitution / Whakarerekētanga ture**

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.

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 may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 5 per cent of eligible Members and given in writing to the Board at least 20 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 Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

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