

Neighbourhood Support New Zealand

CONSTITUTION

21 October 2019



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INTERPRETATIONS

BOARD means the Society's governing body.

DISTRICT REPRESENTATIVE FORUM means a committee of persons who have been selected by members from within the same Police District.

DISTRICT REPRESENTATIVE means any individual who is a Society Member and has been selected to represent the Society in any Police District.

GROUPS refers to the households which form Neighbourhood Support groups in their localities.

MEMBER means any person or organisation accepted for membership to the Society.

OFFICERS means The Chairperson, The Vice Chairperson, The Treasurer, and/or The Returning Officer.

POLICE DISTRICT means any geographic area defined by the New Zealand Police as a Police District.

REMOTE BALLOT is a ballot conducted by mail or email, rather than at a physical meeting.

RETURNING OFFICER refers to an independent person (i.e. not a Member) nominated by the Board to conduct elections or votes. The person may be a staff member.

RULES means these rules, being the Rules of the Society.

SOCIETY means Neighbourhood Support New Zealand Incorporated

SPECIAL RESOLUTION means a resolution passed by not less than a 75% share of votes at board meetings.

STATUTE means the Incorporated Society's Act 1908, or any statute passed in substitution of the same, including amendments.

SUBSCRIPTION means a fee for membership of the Society and paid by Members on an annual basis.

WRITTEN CONSENT AND WRITTEN NOTICE have the same interpretation as follows: hand-written, printed or electronic communication of words, or a combination of these methods

RULES OF THE SOCIETY

THE SOCIETY

1. NAME

1.1 The name of the Society is Neighbourhood Support New Zealand, hereinafter referred to as the 'Society'.

1.2 The Society was incorporated on 2 August 2000 under the Incorporated Societies Act 1908, and this Constitution was adopted on 31 October 2018.

2. PURPOSES OF THE SOCIETY

To create safe and caring neighbourhoods and communities by helping to reduce the incidence and effects of crime; building community resilience; and strengthening community networks to improve quality of life and promote well-being.

2.1 In order to achieve these purposes the Society will:

- a) Encourage and promote the development of the Neighbourhood Support concept in New Zealand.
- b) Provide support to our network of member organisations in order that they are able to develop and be successful in providing consistent and innovative Neighbourhood Support services in their communities, while still respecting their autonomy.
- c) Form a District Representative Forum, which enables a representative from each of the twelve geographical districts that form the Society to participate in a forum for the purposes of sharing ideas and good practice, discussing issues and opportunities and working constructively with the Board.
- d) Develop and maintain effective partnerships with other organisations and agencies that share the Society's objectives, including New Zealand Police.
- e) Operate in such a way that is non-political, non-sectarian and is respectful and inclusive of all people and cultures, and acknowledges the special place of Tiriti o Waitangi.
- f) Do anything, allowable within these Rules, that is necessary or helpful to achieving the above purposes.

2.2 Any income, benefit or advantage will be applied to the charitable purposes of the Society.

- a) No Member of the Society or any Associated Person will derive any personal financial gain from membership of the Society, other than that permitted by law.
- b) Nothing in these rules shall prevent:
 - (i) The Society engaging in trade.
 - (ii) Reasonable payments to members and officers for legitimate professional services rendered.
 - (iii) Full reimbursement to members and officers for any actual and reasonable costs incurred when undertaking legitimate Society business.

3. POWERS OF THE SOCIETY

3.1 The Society shall have power to:

- a) Represent and promote the interests of Members of the Society
- b) Make regulations, bylaws and policies to advance or achieve its purposes.
- c) Establish codes of conduct applicable to Members.
- d) Do anything, allowable within these Rules, to contribute to or advance the Society's purposes.

4. REGISTERED OFFICE

The registered office of the Society shall be situated at such a place as the Board determines from time to time, and changes shall be immediately notified to the Registrar of Incorporated Societies.

4.1. The Society's records shall be held at the Registered Office, in either physical or digital formats, or on a reputable cloud service that meets NZ legal requirements.

5. SOCIETY MEMBERSHIP

5.1 The Society shall maintain the minimum number of members required by the Statute.

5.2. The classes of membership are:

- a) **Full Member:** An established organisation which is involved in the establishment and maintenance of Neighbourhood Support groups within New Zealand. Full Members shall be eligible to use the Neighbourhood Support brand, vote, have a representative hold office, attend all meetings and receive all Society information.
- b) **Associate Member:** An organisation or group which is seeking to become a Full Member, but is not yet fully established. Associate Members shall be eligible to use the Neighbourhood Support brand, attend and speak at meetings and receive all Society information. They are not eligible to vote or hold office.
- c) **Individual Member:** An individual who supports the purposes of the Society and wishes to contribute to achieving its goals. Individual Members shall be eligible to attend and speak at Meetings, to receive Society information and to be a Board member. They shall not be eligible to vote, unless they are a duly elected Board member.
- d) **Life Member:** The Annual General Meeting may elect as Honorary Life Member any person of special distinction who has rendered outstanding service to the Society. A proposal for such Honorary Life Membership can be made to a member of the Board by any Full Member. The Board must then approve the proposal before it can be put to the AGM.
 - (i) An Honorary Life Member shall not be liable to pay an annual subscription.
 - (ii) Honorary Life Members may attend and speak at all General Meetings but shall not be eligible to vote.

- (iii) A Life Member may also stand for the Board if they still currently meet the eligibility as a Full Member or Individual Member under Rule 6.1.b.

5.3 Admission of Members

- a) Every Member must expressly consent to becoming a Member, and complete an application form.
- b) Each Full and Associate Member organisation must nominate one person to be their representative for the purposes of being the main contact for their organisation and/or voting; and/or standing for or holding office.
- c) No employee of the Society can also be on the Board of the Society, or involved in the governance or management of an organisation that is a Member of the Society.
- d) Membership applications shall be considered by the Board, and may involve an interview.
- e) The Board shall have discretion as to whether or not to admit a member, and shall advise the applicant of its decision (but is not required to provide reasons for that decision).
- f) Successful applicants shall be required to immediately pay any annual subscription which has been set by the Society.

5.4 Re-admission of former Members

- a) Any former Member may apply for re-admission in the manner prescribed for new applicants.

5.5 Membership Register

The Chief Executive Officer shall be responsible for:

- a) Keeping an up-to-date Register of Members, which shall contain the name, name of the nominated representative, postal and email addresses, telephone numbers of all Members, and the dates at which they became Members.
- b) If a Member's contact details change that Member shall advise the Chief Executive Officer.
- c) Each Member shall provide such other details as the Board requires.
- d) Members shall have reasonable access to the Register of Members.

5.6 Cessation of Membership

- a) Any Member may resign by giving written notice to the Chief Executive Officer.

- a) The Board may revoke Membership if that Member ceases to be qualified to be a Member; or it is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society. The Board must give the Member written notice, explaining:
 - (i) How the member is breaching the rules or acting in a manner inconsistent with the purposes of the Society;
 - (ii) What the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership.
 - (iii) That if, within ninety (90) days of the Member receiving the Board's Notice, and if the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's membership.
 - (iv) That if the Board terminates a Membership, that Member may appeal to the Society.
- b) The member has 90 days from receipt of the written notice to provide a response in writing.
 - (i) If no response is received in this time, the Board may in its absolute discretion by majority vote terminate the Member's membership by giving the Member a written 'Termination Notice', which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next meeting by giving written notice ("Member's Notice") to the Chief Executive Officer within 14 days of the Member's receipt of the Termination Notice.
 - (ii) If a response is received then the Board must give consideration to the response before determining to either stop the cessation process OR to issue a termination notice.
- c) If the Member gives the Members Notice, the Member will have the right to be fairly heard at the next scheduled meeting of the Society. The Member may provide a written explanation of the events to the Chief Executive Officer and may request that it is to be circulated to every other Member seven days prior to the Society Meeting.
- d) When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision shall be final.
- f) A Member who resigns or whose membership is terminated will remain liable for any unpaid fees, subscriptions and levies outstanding at the time of resignation. The member shall immediately cease to hold themselves as a member of the society and will no longer have any of the benefits of membership. Any materials owned by the Society shall be returned immediately.

5.7 Obligations of Members

All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to cause damage, unfavourable publicity, loss or other harm to the Society or its reputation, or bring the Society into disrepute.

5.8 Subscriptions and Levies

- a) The Board shall have the power to determine an Annual Subscription for all classes of Membership, which shall be voted on at the Annual General Meeting.
- b) If any Member does not pay a Subscription or levy by the date set by the Board or the Society, they will be given written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated.

5.9 Grievances, Disputes, Complaints and Discipline

All disputes (including Member grievances, complaints and disciplinary action against Members) shall be dealt with in accordance with the Statute and the procedures set out in *Schedule One* to this Constitution.

6. GOVERNANCE AND MANAGEMENT OF THE SOCIETY

6.1 The Board

Governance of the Society shall be vested in the Board.

- a) The Board shall comprise a minimum of 5 and maximum of 7 persons, including the following Officers:
 - (i) The Chair
 - (ii) The Vice Chair
 - (iii) The Treasurer
- b) Only individuals who are the nominated representatives of a Full Member organisation, or an Individual Member may be Board members.
- c) The Board has the power to co-opt members onto the Board for a specific purpose or time, providing they are eligible to be Board members under Rule 5.
- d) Co-opted members will have the same entitlement to participate in board meetings and have a vote in board decisions, until their function is complete or until the next Board election, at which time they may stand for election, if desired.
- e) A person may hold positions on both the Board and the District Representative Forum.
- f) At all times each Board member:
 - (i) Shall act in good faith and in what they believe to be in the best interests of the Society.
 - (ii) Must exercise all powers for a proper purpose.
 - (iii) Shall exercise the care and diligence expected of a reasonable person.

6.2 Functions and Powers of the Board

- a) The Board shall govern the Society for a two-year term, from the end of one Annual General Meeting until the end of the AGM at the completion of the term. The Board shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.
- b) The management and control of the affairs of the Society shall be vested in the Board which shall have all the powers of the Society which are not expressly required to be done or exercised by the Society in a General Meeting or as otherwise provided by these rules.
- c) It is expressly declared that the Board may exercise and perform the following powers of duties:
 - (i) Carry out the purposes of the Society and use money or other assets to do that;
 - (ii) Manage the Society's financial affairs;
 - (iii) Set accounting policies in line with accepted accounting practice;
 - (iv) Ensure that all members follow the Rules;
 - (v) Decide how a person becomes a Member, and how a person stops being a Member.
 - (vi) Decide the times and dates for Meetings and set the agenda for Meetings;
 - (vii) Make, negotiate and enter all contracts entered into by the Society;
 - (viii) Delegate all or any of its powers or duties to committees consisting of such members of the Board and other members co-opted by the Board as may be thought fit;
 - (ix) Co-opt any person to attend one or more meetings of the Board in any advisory capacity;
 - (x) The Board may appoint a Chief Executive Officer ("CEO") who is responsible to the Chair and the Board, to fulfil such delegated duties as shall be required by the Board;
 - (xi) Establish and recommend the annual subscription for membership of the Society. Such recommendation is to be duly circulated and voted on, at each Annual General Meeting;
 - (xii) Chair and liaise with the District Representative Forum, which shall operate as a standing Sub-Committee of the Board for the purpose of representing the voice of Members and sharing and promoting good practice.

d) Sub-Committees

The Board will have the power to form any sub-committee(s) that may be deemed necessary. Each Sub-Committee shall have a Terms of Reference set out by the Board. Such committees will be responsible to the Board and shall report in writing to the Board. Unless otherwise resolved by the Board:

- (i) The quorum of every sub-committee is half the members of the Sub-Committee.
- (ii) No Sub-Committee will have power to co-opt additional members.
- (iii) A Sub-Committee must not commit the Society to any financial expenditure without express authority, and
- (iv) A Sub-Committee must not further delegate any of its powers.

6.3 Election of Board Members

- a) The Board of the Society shall be elected at an Annual General Meeting and shall consist of a minimum of five and a maximum of seven persons. Only those persons who are the nominated representatives of Full Members of the Society or are Individual Members are eligible to stand for election.

- b) At the end of their two-year term at least half the Board must stand down but will be eligible for re-election. Half the Board will stand down at every AGM to ensure effective succession on the Board.
- c) No more than two people from the same Police District may serve on the Board at the same time. In the event that more than two nominations are received the Returning Officer will refer the nominations back to the District, through the District Representative, to determine which nominations should proceed.
- d) The election of Board Members shall be conducted as follows:
 - i. At least two months prior to the date proposed for the next Annual General Meeting the Chief Executive Officer shall notify all Members calling for nominations for the Board.
 - ii. Such notice shall include a nomination form, which will specify the date at which nominations must be received by the CEO, which should be no less than one month prior to the AGM.
 - iii. Nominees must be eligible under Rule 5, and nominations shall contain the nominee's signature and shall be proposed and seconded by not less than two Full Members of the Society.
 - iv. At least three weeks prior to the AGM the CEO shall notify all Members of the nominations received and forward a voting paper, accompanied by biographies of the candidates, if an election is required.
 - v. The Board may appoint a Returning Officer to conduct elections. In the event of an election, votes must be in the hands of the Returning Officer not less than three working days prior to the AGM.
 - vi. Those candidates polling the highest number of votes shall be declared elected at the AGM.
 - vii. In the event of any vote being tied the tie shall be resolved at the AGM.
- e) The Chair, Vice Chair and Treasurer will be elected by the Board Members at their first meeting of their term following the Annual General Meeting.
- f) No Chairperson shall serve for more than three consecutive terms as Chairperson.
- g) The Board has power to appoint eligible Members to fill vacancies not filled at the Annual General Meeting. Such persons will serve for the remainder of that term and, if they so wish, can then stand for election at the next Annual General Meeting.
- h) In the event that any member of the Board is absent from three (3) consecutive meetings without leave of absence, the Chair may declare that person's position to be vacant.
- i) In the event of a mid-term vacancy in the elected members of the Board, or in the positions of Chair, Vice Chair or Treasurer, the method of filling the vacancy shall be left to the discretion of the Board.

6.4 Selection of the District Representative Forum

- a) The District Representative Forum shall comprise twelve persons, democratically elected from Members within each of the Police Districts and who will serve a two-year term.

- (i) In addition the District Representative Forum may include a Police Commissioner's Representative, who will sit on the Forum in an ex-officio capacity.
- b) To be eligible for nomination a person must be someone who can fulfil the requirements of the role and is in a role (either voluntary or employed) which is primarily focused on achieving the purposes of the Society (as defined in Rule 2) for an organisation which is either a current Full Member of the Society; OR an existing District network or District committee of the Society.
- c) The role of the District Representative shall be to:
 - i. Attend District Representative Forum meetings.
 - ii. Act as a liaison between the members in a District and the Society's Board and National Office.
 - iii. Ensure that at least two meetings of Neighbourhood Support members within a District are convened each year.
 - iv. Ensure there is a democratic selection of a District Representative and Deputy District Representative prior to the Society's AGM. This shall include a call for nominations and, if necessary, an election carried out with due process.
- d) The District Representative shall notify the Chief Executive Officer of the outcome of the selection process no later than three (3) weeks prior to the Society's AGM.
- e) In the event that the District Representative resigns or is not able to fulfil their duties the Deputy District Representative shall assume the role, and have the same powers and voting rights, in regards to the District Representative Forum.

6.5 Cessation of Board and District Representative Forum Membership

- a) Persons cease to be Board and/or District Representative Forum members when:
 - i. They resign by giving written notice to the Chair.
 - ii. They are removed by majority vote of the Society at a Society Meeting.
 - iii. Their two-year term expires, at which point they are eligible to stand for election again.

7. CONDUCT OF MEETINGS

7.1 Annual General Meeting

- a) The Annual General Meeting of the Society shall be held within **six (6) months** of the end of the financial year.
- b) Notice of the Annual General Meeting and a call for notices of motion, remits and nominations for office shall be made two months prior to the Annual General Meeting, and sent to the most recent contact details provided by each Member.
- c) Notices of Motion, remits and nominations for office shall be in the hands of the nominated Returning Officer not later than one month before the date of the Annual General Meeting and to be circulated to all voting Members no later than three weeks before the Annual General Meeting.
- d) The Quorum at the AGM shall be 10 members.

- (i) The agenda and business of the AGM shall include:
- (ii) Minutes of the previous AGM.
- (iii) The Annual Report of the Board
- (iv) The financial statements for the most recent financial year.
- (v) Election of the Board and ratification of the District Representative Forum.
- (vi) Appointment of a suitably qualified independent person as Auditor or Reviewer.
- (vii) Setting the annual membership subscription.
- (viii) Remits and notices of motion, as received in writing by the Returning Officer.
- (ix) Appoint a Patron (optional), which shall be an honorary position for a period of two years, at which point they will be eligible for re-election.

7.2 Special General Meetings

- a) Special General Meetings shall be called by:
 - i. The Board, or
 - ii. Within a calendar month of a written request to the Chief Executive Officer, signed by not less than 75% of the voting members, which specifies the business to be considered at the Special General Meeting.
- b) A Special General Meeting shall consider and deal only with the business specified in the written request and/or as specified the Board.
- c) If the Board fails to give notice to voting Members within 21 days of receipt of the written request, those Members making the request may convene it in accordance with the procedures set out in Rule 7.3 (Meeting Procedures).
- d) Notice to Voting Members should be sent to the most recent contact details provided the Member. Failure to receive the notice or information shall not invalidate the meeting or its proceedings.

7.3 Board and District Representative Forum Meetings

- a) A quorum will be no less than fifty percent (50%) of the members of either the Board or District Representative Forum.
- b) The Board will meet a minimum of four times every year, or as required.
- c) The District Representative Forum will meet a minimum of twice (2) every year, or as required.
- d) Meetings will be minuted and this record will be available to any member of the Society.

7.4 Meeting Procedures for General and Special General Meetings

- a) Meetings of the Society may be held at two or more venues using any technology that allows Members the opportunity to participate.

- b) Meetings of the Society shall be chaired by the Chair or, if the Chair is absent, the Vice Chairperson, or another Board member duly nominated if both are absent.
- c) Quorums for Society Meetings shall be 10 Full Members. If a quorum is not achieved within 30 minutes the meeting will be adjourned or, if the meeting was convened at the request of members, the meeting will be dissolved.

7.5 Voting

- a) Each organisation that is a current Full Member is entitled to one vote. This vote may be cast by the nominated representative as recorded in the Membership Register.
- b) No person employed as a staff member of the Society shall be entitled to vote at any General Meeting of the Society or at any meeting of the Board and its committees.
- c) Members unable to attend a Meeting may transmit their views in writing upon any proposal to be submitted to such meeting and such written statement shall be circulated to the Members attending such meeting before a vote is taken.
- d) Voting shall be by show of hands, or if a person present wishes it, by secret ballot.
- e) The Board may decide to conduct a vote by remote ballot. Ballot papers will be sent to voting Members 15 working days prior to the closing date for votes to be received by the Returning Officer. The result shall be declared by the Returning Officer and will be as effective and binding as a resolution passed at a General Meeting.
- f) Decisions shall be decided by simple majority of those voting. The Chair shall have a casting vote, except in the situation of a tied vote in a Board election for Chair. In this case, the Board will continue to vote until a majority is reached.
- g) Voting may be either personally or by proxy. The document appointing a proxy shall be in writing signed by the appointer who is a financial member of the Society and is to be lodged with the Returning Officer before the commencement of the meeting. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

8. FINANCIAL PROCEDURES

- 8.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the following year.
- 8.2 The Board will be responsible for overseeing the finances of the Society and ensuring that the Society fulfills its statutory obligations. Duties may be delegated to staff and the Board may seek independent professional advice from time to time.

- 8.3 The funds of the Society shall be devoted to furthering its objects as set out in these Rules.
- 8.4 All monies shall be banked in the name of the Society in the appropriate bank account at a Bank named by the Board.
- 8.5 All payments and transactions shall be made by cheque or electronic banking with the signatories being any two of the Chair, the Treasurer, one other member of the Board or the CEO.
- 8.6 The Board shall be responsible for setting and monitoring monthly financial reporting procedures.
- 8.7 The accounts of the Society shall be either audited or reviewed each year. Any audit or review report shall be circulated with the statement of accounts prior to the Annual General Meeting.
- 8.8 The Board will approve the annual financial statements for presentation to the Members at the AGM.

9. INDEMNITY FOR THE BOARD

- 9.1 No *Board member* shall be liable for the acts or defaults of any other *Board member* or any consequential loss caused by such acts or defaults, unless caused by their own wilful default or by their own wilful acquiescence.
- 9.2 The *Board* and each *Board member* shall be indemnified by the *Society* for all liabilities and costs incurred by them acting in good faith AND in the proper performance of their functions and duties. The *Society* shall maintain adequate current statutory and public liability insurance policies for that purpose, but no such indemnity shall be provided where this is prohibited by the *Statute*.

10. COMMON SEAL

- 10.1 A common seal of the Society shall be retained by the Chief Executive Officer at the registered office of the Society.
- 10.2 The seal shall be affixed to any document only by resolution of the Board.
- 10.3 Every document to which the common seal is affixed shall be signed by the Chairperson, and countersigned by any two of the Vice Chairperson, or one other member of the Board or the CEO.

11. ALTERING THE RULES

- 11.1 These rules may be amended, revoked, or added to only at an Annual General Meeting of the Society, or at a Special General Meeting convened for the purpose; provided that no amendment, revocation or addition shall have effect unless passed by a majority of votes of the Members present at such meeting and entitled to vote, and do not affect the Society's charitable status.

- 11.2 Notices of every proposed amendment to these rules are to be lodged with the Board at least two months prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- 11.3 The Board is responsible for verifying that the proposed amendments are legal and not inconsistent with the objects of the Society.
- 11.4 The Board is responsible for ensuring that a formal motion to amend the rules is circulated prior to the Meeting.

12. WINDING UP

- 12.1 The *Society* may be wound up or liquidated or removed from the Register of Incorporated Societies under the provisions of the *Statute*.
- 12.2 In accordance with Rule 7.2 and Rule 11 the *Chief Executive Officer* shall:
 - a) notify all *Members* of the proposed motion to wind up the *Society* or remove it from the Register of Incorporated Societies and
 - b) of the Special General Meeting at which any such proposal is to be considered, and
 - c) of the reasons for the proposal, and
 - d) of any recommendations from the *Board* in respect to such notice of motion.
- 12.3 Any resolution to wind up the *Society* or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of Members present and voting.
- 12.4 If the *Society* is wound up or liquidated or removed from the Register of Incorporated Societies no distribution shall be made to any *Member*.
- 12.5 In the event of agreement to wind up the *Society* any surplus monies and properties remaining after payment of all liabilities shall be applied to the furtherance of such charitable purposes as the Members present shall decide, provided that no entity which is not a registered charity shall be entitled to participate in or receive any benefit from any such surplus on winding up.

SCHEDULE ONE: GRIEVANCES, DISPUTES, COMPLAINTS AND DISCIPLINE

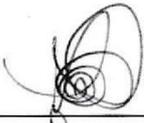
The following disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of *grievances* and *complaints* in a manner that complies with the requirements set out in the *Statute*. All *Members* (including the *Board*) are obliged to comply with these procedures to resolve *grievances* and *complaints*, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the *Society's* activities.

- (a) Any grievance by a *Member*, and any complaint by anyone, is to be lodged in writing by the complainant with the *Chief Executive Officer*.
- (b) The complainant raising a grievance or complaint and the *Board* must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any grievance or complaint, the *Board* may:
 - (i) Appoint a sub-committee to deal with the same, or
 - (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the *Statute* are satisfied, and the *Board* or any such sub-committee or person considering any grievance or complaint is referred to in the balance of this Rule as the "decision-maker."
- (d) The decision-maker shall:
 - (i) Consider whether to investigate and deal with the *grievance* or *complaint*, and
 - (ii) May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it, the matter is trivial or does not appear to disclose material misconduct or material, the matter raised appears to be without foundation or there is no apparent evidence to support it, some damage to *Members'* interests may arise, or the conduct, incident, event or issue has already been investigated and dealt with by the *Society*).
- (e) Where the decision-maker decides to investigate and deal with a *grievance*, the following steps shall be taken:
 - (i) The complainant and the *Member* complained against must be advised of all details of the *grievance*,
 - (ii) The *Member* or the *Society* which is the subject of the *grievance* must be given an adequate time to prepare a response,
 - (iii) The complainant and the *Member* or the *Society* which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) Where the decision-maker decides to investigate and deal with a *complaint*, the following steps shall be taken:
 - (i) The complainant and the *Member* complained against must be advised of all allegations concerning the *Member* and of all details of the *complaint*,
 - (ii) The *Member* complained against must be given an adequate time to prepare a response,
 - (iii) The *Member* complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

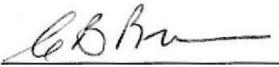
- (g) A *Member* may not make a decision on or participate as a decision-maker regarding a grievance or complaint if two or more *Board members* or the decision-maker considers that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the *Society* and the particular case, and may include consideration of facts known by the other *Members* about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).
- (h) The decision-maker may:
- (i) Dismiss a *grievance* or *complaint*, or
 - (ii) Uphold a *grievance* and make such directions as the decision-maker thinks appropriate (with which the *Society* and *Members* shall comply),
 - (iii) Uphold a *complaint* and:
 - Reprimand or admonish the *Member*, and/or
 - Suspend the *Member* from membership for a specified period, or
 - Terminate the *Member's* membership, and
- (i) Order the complainant (if a *Member*) or the *Member* complained against to meet any of the *Society's* reasonable costs in dealing with a *complaint*.

If the *Member* complained against resigns after a complaint is received the *Society* shall have power to continue to follow the procedures set out for investigating and making decisions on the complaint and, if the complaint is upheld, of imposing penalties and making orders for payment of costs.

These Rules were accepted at the Annual General Meeting of the Society, held in Wellington on 21 October 2019.

Signed:  Member Organisation: Waitakere

Signed:  Member Organisation: Pauanui

Signed:  Member Organisation: Manukawa.