

**Constitution**  
**of**  
**Neighbourhood Support Waitākere**  
**2025**

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# 1. Introductory Rules

## A. Name

The name of the society is Neighbourhood Support Waitākere Incorporated (in this **Constitution** referred to as '**NSW**').

## B. Charitable status

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

## C. 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.

"**Affiliated Member**" means any person who is a member of Auckland Council, Civil Defence, Fire Service, Community Patrols NZ, and any Police Officer whose duties involve him/her partly or fully in Community Policing or with any **Neighbourhood Support** activities, or other organisations/applicants who the committee approves. **Affiliated Members** may receive **NSW** communications, participate in **NSW** events/training, & be acknowledged as a supporter but not have the decision-making rights of a Full **Member** in governance matters. '**Annual General Meeting**' means a meeting of the **Members** of **NSW** held once per year which, among other things, will receive and consider reports on **NSW's** activities and finances.

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

'**Committee**' means **NSW's** governing body.

"**Common Name of Society**". Nothing shall prevent a change of order of the words of the name of the society to that of "**Neighbourhood Support Waitākere Incorporated**".

'**Constitution**' means the rules in this document.

'**Vice Chairperson**' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

"**District Representative**" has the same meaning as "**Delegate**" and means any member[s] of **NSW** who has been selected by the **NSW** to represent **NSW** at **Neighbourhood Support New Zealand Incorporated** meetings.

**‘General Meeting’** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of **NSW**.

**‘Honorary Member’** means a person honoured for services to **NSW** or in an associated field & invited to join as a Full **Member** of **NSW**; as an **Honorary Member**, by resolution of a Committee or General Meeting passed by a simple majority of those present and voting.

**‘Household Subscriber’** means a person living within West Auckland / Waitākere, who has joined **NSW** as a subscriber by completing the joining form requirements. **Household Subscribers** are not members of **NSW** by virtue of having joined only.

**‘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—

- i. **NSW’s** performance of its activities or exercise of its powers; or
- ii. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by **NSW**.

**‘Member’** means a person who has consented to become a Full **Member** of **NSW** and has been properly admitted to **NSW** who has not ceased to be a **Member** of **NSW**.

**‘Neighbourhood Support’** in this instance is a collective term, inclusive of the descriptions **Neighbourhood Support**, and **Rural Support**.

**‘Notice’** to **Members** includes any notice given by email, post, or courier.

**‘NSNZ’** means **Neighbourhood Support New Zealand Incorporated**, the national organisation whose meetings may be attended by delegates appointed at district committee level.

**‘Officer’** means a natural person who is:

- i. a member of the **Committee**, or
- ii. occupying a position in **NSW** that allows them to exercise significant influence over the management or administration of **NSW**, including any Chief Executive or Treasurer.

**“Police District”** and **“District”** have the same interpretation as follows: any area defined by the New Zealand Police as a police area.

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

**“Registered Neighbourhood Support Group”** means a **Neighbourhood Support Group** whose details are registered with the **local Neighbourhood Support Organisation**.

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

**‘Social Media Subscriber’** means a person who has joined a **NSW** social media group as a subscriber. **Social Media Subscribers** are not members of **NSW** by virtue of having subscribed.

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

**‘Waitākere’** means the whole of West Auckland, being the western part of Auckland including: Anawhata, Avondale, Bethells Beach, Blockhouse Bay, Cornwallis, Glen Eden, Glendene, Green Bay, Henderson, Herald Island, Hobsonville, Huia, Karekare, Kelston, Konini, Kumeu, Laingholm, Lincoln, McLaren Park, Massey, New Lynn, New Windsor, Oratia, Parau, Piha, Ranui, Royal Heights, Sunnyvale, Swanson, Te Atatu, Te Atatu Peninsula, Te Atatu South, Titirangi, Waiatarua, Waima, Waitākere Township, Westgate, West Harbour, Western Heights, Whenuapai, Wood Bay, and surrounding townships. And encompasses the following local boards: Whau, Waitākere Ranges, Henderson Massey and half of Upper Harbour Local Boards

**‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## D. Purposes

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

benefiting the community by enhancing community development, safety and wellbeing. Actively assisting in building strong, caring, supportive communities with the capability to establish resilience, community, pride, and safety. **NSW** aligns with the **NSNZ** national strategic framework in creating safe, resilient and connected communities, including complying and following our membership/affiliation obligations with NSNZ Brand Guidelines, NSNZ Trademarks, all Committee, Staff, and Volunteers to complete a security clearance and signing the NSNZ Code of Conduct as required and supply reporting and snapshots to NSNZ head office for accountability reports in a timely manner. Our network includes a sustainable and ongoing communication network – unique to our membership.

- i. To raise the profile and encourage the development of **Neighbourhood Support** in Waitākere (West Auckland) in order to:
  - a. Create safer, more caring communities.
  - b. Reduce the incidents and effects of criminal offending.
  - c. Strengthen community networks.
  - d. Provide support in local and Civil Defence emergencies.
  - e. Improve quality of life.
- ii. To promote **Neighbourhood Support** policy and encourage uniformity of service.
- iii. To provide resource, support and direction to **Neighbourhood Support** groups in Waitākere.
- iv. To recognise and respect the autonomy of local **Neighbourhood Support** groups.
- v. To represent and promote the views and wishes of **Neighbourhood Support** members.
- vi. To carry the views, actions and concerns of local area, city and district committee to **NSNZ** as appropriate and report on the activities and decisions of **NSNZ**.
- vii. To respect people of all cultures in New Zealand and encourage their involvement in **Neighbourhood Support** groups.
- viii. To maintain a strong working and supportive partnership with the New Zealand Police, Auckland Emergency Management, Fire and Emergency New Zealand, Auckland Council & Community Patrols New Zealand.
- ix. To liaise with other organisations and bodies having similar objectives to **NSW**.
- x. To provide a city-wide administration system and formalise and standardise the recording of relevant statistics.
- xi. To source funding and obtain sponsorship to affect the aims and objectives of **NSW**.
- xii. **NSW** shall be non-party in politics, non-sectarian in religion and shall operate according to the Human Rights Act and the Treaty of Waitangi.
- xiii. To do all such other lawful things to affect the aims and objectives of **NSW**.

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

## E. Act and Regulations

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

## F. Registered office

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

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

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

## G. Contact person

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

**NSW's** contact person must be:

- i. At least 18 years of age, and
- ii. 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:

- i. a physical address or an electronic address, and
- ii. a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within **20 Working Days** of that change occurring, or **NSW** becoming aware of the change.

## 2. Tikanga and Kawa (Cultural Practices and Protocols)

### A. Respect for the Land and Community:

- All members shall honour the whenua (land) of Waitākere, recognizing the historical and cultural significance of the area. Activities and decisions

shall be made with the well-being of the environment and local community in mind.

## **B. Inclusivity and Whanaungatanga (Relationships):**

- We commit to fostering a sense of belonging and kinship among all members, regardless of background. Every voice shall be heard and respected, ensuring that decisions are made collectively and with consideration of diverse perspectives.

## **C. Guardianship (Kaitiakitanga):**

- Members shall act as guardians of our resources, environment, and cultural heritage. This includes sustainable practices in all organizational activities and preserving the tikanga and kawa that underpin our identity.

## **D. Commitment to Learning and Growth (Ako):**

- Our organization is committed to the ongoing learning and development of its members. We will uphold the value of ako, where both teaching and learning are reciprocal, ensuring that our practices evolve in response to the needs of our community.

# **3. Members**

## **A. Minimum number of members**

**NSW** shall maintain the minimum number of **Members** required by the **Act**.

## **B. Becoming a member: consent**

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

## **C. Becoming a member: process**

Membership is limited to people involved in pursuance, control, administration or organisation of **Neighbourhood Support** within **Waitākere**.

Membership to **NSW** is made free to members, with no subscription fee payable.

**Members** can be either **Members**, **Honorary Members**, existing **Committee Members** or **Officers**. **Affiliated Members**, who do not have decision-making rights in governance matters, are classified as supporters or participants, not **Members** of **NSW**.

**Members** should preferably reside or work in **Waitākere** and may not hold membership in another **Neighbourhood Support Incorporated Society** simultaneously.

An applicant for membership must complete and sign any application form, supply any requested information, or attend an interview as may be reasonably required by the

**Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

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

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

## D. Obligations to Members (and Subscribers)

**NSW** shall seek to provide members of **NSW** with the following support services:

- i. Access to advice and support based on the city, district and national experience.
- ii. Ongoing support including the provision and development of resources.
- iii. Updates of local and national trends and programmes.
- iv. An opportunity to access a National Statistical Database if/when in place.
- v. Assistance in liaison with Police, local bodies and other like-minded organisations.
- vi. Assistance in strengthening community networks.
- vii. Provide regular newsletters to our **Household Subscribers**

## E. Members' obligations and rights

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

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

## F. Confidentiality

Members shall accept that information from the Police, from individual **Neighbourhood Support** Groups, or about the members or activities of such groups may be confidential and all members shall respect that confidentiality. No confidential information is to be divulged. Members have no authority to discuss any matter affecting **NSW** or members of **NSW** with the Media, other persons, or organisations unless authorised by the Committee or the Executive.

Personal information concerning any member(s) or subscribers is subject to the Privacy Act 2020 and is to be complied with at all times.

## G. Ceasing to be a member

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

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

- iii. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- iv. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- v. by resolution of the **Committee** where—
- vi. In the opinion of the **Committee** the **Member** has brought **NSW** into disrepute.
- vii. Not residing or working within the West Auckland region with effect from (as applicable)—
- viii. 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
- ix. the date of termination of the **Member's** membership under this **Constitution**, or
- x. 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
- xi. the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.
- xii. The **Committee** have the right to revoke life membership if required. The **Committee** will notify the life member that their life membership has been revoked following a date specified in a resolution by the **Committee** that it has been terminated.

## 4. General Meetings

### A. Quorum

No **General Meeting** may be held unless at least **four** eligible **Honorary** or **Committee Members** attend throughout the meeting, and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of **NSW**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

### B. Minutes

**NSW** must keep minutes of all **General Meetings**.

### C. Procedures for all General Meetings

The **Committee** shall 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 **NSW** and recorded in **NSW'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 Full **Members**, **Honorary Members**, or **Committee Members** may attend, speak and vote at **General Meetings**—

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

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

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

**NSW** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. 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).

- i. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- ii. All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- iii. The person chairing a **General Meeting** has a regular vote. If the vote is tied, they have a deciding vote.
- iv. Any person chairing a **General Meeting** may —
  - a. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned



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

- i. an annual report on the operation and affairs of **NSW** during the most recently completed accounting period,
- ii. the annual financial statements for that period,
- iii. an audit or review report provided by a suitably qualified independent person, and
- iv. 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).

## F. Special General Meetings

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

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 50 percent of **Members**.

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

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

## 5. Committee

### A. Committee composition

The **Committee** will consist of at least 3 **Officers** and no more than 13 **Officers**.

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

- i. **Members** of **NSW**, or
- ii. representatives of bodies corporate that are **Members** of **NSW**.

The **Committee** has the power to co-opt liaison officers onto the committee

### B. Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, **NSW** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance

with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

### C. Powers of the committee

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

### D. Sub-committees

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

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

### E. General matters: committees

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

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

## 6. Committee Meetings

### A. Procedure

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

A meeting of the **Committee** may be held either—

- i. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- ii. by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does 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.

## B. Frequency

The **Committee** should aim to meet at least six times annually, or as required 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**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

## 7. Officers

### A. Qualifications of officers

Every **Officer** must be a natural person who —

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

**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 **NSW**, namely —

- i. a person who is under 16 years of age
- ii. a person who is an undischarged bankrupt
- iii. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or

- unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- iv. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
  - v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
    - a. an offence under subpart 6 of Part 4 of the **Act**
    - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    - c. an offence under section 143B of the Tax Administration Act 1994
    - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
    - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
  - vi. a person subject to:
    - a. a banning order under subpart 7 of Part 4 of the **Act**, or
    - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
    - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
  - vii. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

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

- i. consent in writing to be an **Officer**, and
- ii. agree to Police vetting at the date of nomination (covered by the Privacy Act)
- iii. declare any possible conflict of interest.
- iv. the Committee shall reserve the right to review and arbitrate on any decision made relating to and declaration.
- v. 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 shall be retained in **NSW's** records.

## **B. Officers' duties**

At all times each **Officer**:

- i. shall act in good faith and in what he or she believes to be the best interests of **NSW**,
- ii. must exercise all powers for a proper purpose,
- iii. must not act, or agree to **NSW** acting, in a manner that contravenes the **Act** or this **Constitution**,

- iv. 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:
  - a. the nature of **NSW**,
  - b. the nature of the decision, and
  - c. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- v. must not agree to the activities of **NSW** being carried on in a manner likely to create a substantial risk of serious loss to **NSW** or to **NSW's** creditors, or cause or allow the activities of **NSW** to be carried on in a manner likely to create a substantial risk of serious loss to **NSW** or to **NSW's** creditors, and
- vi. must not agree to **NSW** incurring an obligation unless he or she believes at that time on reasonable grounds that **NSW** will be able to perform the obligation when it is required to do so.

### C. Officer Positions

The following positions must be held by Committee members. One Committee member may hold more than one position, but the Chairperson(s) may not also hold the position of Treasurer:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

Other positions may be created as the Committee determines

The Role of these Officers

The **Chairperson** is responsible for:

- i. Ensuring that the Rules are followed
- ii. Convening meetings and establishing whether a quorum is present
- iii. Chairing meetings, or nominating another person to do so
- iv. Overseeing the operation of **NSW**
- v. Providing a report on the operations of **NSW** at each Annual General Meeting
- vi. Representing **NSW** in such a way as to promote **NSW's** objectives as directed by the Committee, Annual General Meeting, and Special General Meetings.

The **Vice Chairperson** is responsible for:

- i. Supporting the **Chairperson** in ensuring that the Rules are followed
- ii. Stepping in for the **Chairperson** when they are unavailable, including convening meetings and confirming quorum

- iii. Assisting in chairing meetings **or** nominating another person to do so when required
- iv. Providing leadership and guidance to the committee and members, ensuring smooth operation of **NSW**
- v. Helping prepare reports on **NSW's** operations, particularly for the Annual General Meeting
- vi. Representing **NSW** alongside the Chairperson, promoting its objectives as directed by the Committee, Annual General Meeting, and Special General Meetings

The **Secretary** is responsible for:

- i. Recording the proceedings at all Committee meetings, Annual General Meetings and Special General Meetings and distributing these to Committee members for perusal and to propose amendments.
- ii. Maintaining a list of Members, including officers and members of the Committee and their addresses, for submission to The Companies Office or other agencies as if required under law.

The **Treasurer** is responsible for:

- i. Keeping accurate records of **NSW's** financial transactions to allow its financial position to be readily ascertained.
- ii. Reporting financial information to meetings of the Committee and as the Committee determines.
- iii. Preparing an annual statement of finances, and reporting the independent review statement & letter, for presentation to the Annual General Meeting of **NSW**.
- iv. Monitoring **NSW's** fiduciary obligations and advising the Committee on obligations it needs to fulfil

## **D. Election or appointment of officers**

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

- i. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall 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**.
- ii. 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 an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by **NSW** at least **15 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**.

- iii. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- iv. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- v. The failure for any reason of any honorary or committee **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- vi. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of **NSW**. 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).

## E. Term

The term of office for all **Officers** elected to the **Committee** shall 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.

- i. Wherever possible, **Officers** should not be expected to serve for more than 8 consecutive terms. However, in cases where their continued service is deemed essential for **NSW's** operations and no other suitable nominee is available, an exception may be made, provided the committee approves the extension by a two-thirds majority vote. After this period, the committee will review the role to ensure alignment with **NSW's** current goals and encourage opportunities for new people to be inducted into the role or co-sharing the responsibilities, with an aim to foster fresh perspectives.
- ii. No **Chairperson** shall serve for more than 8 consecutive years as **Chairperson**.

## F. Removal of officers

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

- i. The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- ii. The **Officer** has brought **NSW** into disrepute.
- iii. The **Officer** has failed to disclose a conflict of interest.
- iv. The **Committee** passes a vote of no confidence in the **Officer**.

- v. Being or becoming an employee of **NSW** with effect from (as applicable) the date specified in a resolution of the **Committee** or **NSW**.

## G. Ceasing to hold office

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

Each **Officer** shall within 5 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of **NSW** held by such former **Officer**.

## H. Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by **NSW**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- i. to the **Committee** and or sub-committee, and
- ii. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

- iii. 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
- iv. 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
- v. 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** shall consider and determine the **Matter**.

## 8. Records

### A. Register of Members

**NSW** shall keep an up-to-date Register of Members.

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

- i. Their name, and
- ii. 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
- iii. Their contact details, including —
  - a. A physical address or an electronic address, and
  - b. A telephone number.

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

- c. postal address
- d. email address (if any)

Every current **Member** shall promptly advise **NSW** of any change of the **Member's** contact details.

**NSW** shall also keep a record of the former **Members** of **NSW**. For each **Member** who ceased to be a **Member** within the previous **Seven Years**, **NSW** will record:

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

### B. Interests Register

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

### C. Access to information for members

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

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

**NSW** must, within a reasonable time after receiving a request —

- i. provide the information, or
- ii. agree to provide the information within a specified period, or

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

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

- v. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- vi. the disclosure of the information would, or would be likely to, prejudice the commercial position of **NSW** or of any of its **Members**, or
- vii. 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 **NSW**, or
- viii. the information is not relevant to the operation or affairs of **NSW**, or
- ix. withholding the information is necessary to maintain legal professional privilege, or
- x. the disclosure of the information would, or would be likely to, breach an enactment, or
- xi. the burden to **NSW** 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
- xii. the request for the information is frivolous or vexatious, or
- xiii. 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 **NSW** 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 **Ten Working Days** after receiving notification of the charge, the **Member** informs **NSW** —

- xiv. that the **Member** will pay the charge; or
- xv. 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.

## 9. Finances

### A. Control and management

The funds and property of **NSW** shall be—

- i. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- ii. devoted solely to the promotion of the purposes of **NSW**.

The **Committee** shall maintain bank accounts in the name of **NSW**.

All money received on account of **NSW** shall be banked within **Five Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Executive Committee** or **Chairperson** for approval of payment.

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

- iii. correctly record the transactions of **NSW**, and
- iv. allow **NSW** to produce financial statements that comply with the requirements of the **Act**, and
- v. would enable the financial statements to be readily and properly audited (if required under any legislation or **NSW's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of **NSW'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 **seven completed accounting periods** of **NSW**.

## B. Balance date

**NSW's** financial year shall commence on **1 JANUARY** of each year and end on **31 DECEMBER** (the latter date being **NSW's** balance date).

# 10. Dispute Resolution

## A. Meanings of dispute and complaint

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

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

- i. 2 or more **Members**
- ii. 1 or more **Members** and **NSW**
- iii. 1 or more **Members** and 1 or more **Officers**
- iv. 2 or more **Officers**
- v. 1 or more **Officers** and **NSW**
- vi. 1 or more **Members** or **Officers** and **NSW**.

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

- vii. a **Member** or an **Officer** has engaged in misconduct

- viii. a **Member** or an **Officer** has breached, or is likely to breach, a duty under **NSW's Constitution** or bylaws or the **Act**
- ix. **NSW** has breached, or is likely to breach, a duty under **NSW's Constitution** or bylaws or the **Act**
- x. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

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

- xi. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with **NSW's Constitution**; and
- xii. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- xiii. sets out any other information or allegations reasonably required by **NSW**.

**NSW** 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—

- xiv. states that **NSW** is starting a procedure for resolving a dispute in accordance with **NSW's Constitution**; and
- xv. 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 **NSW's Constitution**.

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

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## B. How complaint is made

- i. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
  - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with **NSW's Constitution**; and
  - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and

- c. sets out any other information reasonably required by **NSW**.
- ii. **NSW** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - a. states that **NSW** is starting a procedure for resolving a dispute in accordance with **NSW's Constitution**; and
  - b. sets out the allegation to which the dispute relates.
- iii. 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.
- iv. A complaint may be made in any other reasonable manner permitted by **NSW's Constitution**.

### C. Person who makes complaint has right to be heard

- i. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- ii. If **NSW** makes a complaint—
  - a. **NSW** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an **Officer** may exercise that right on behalf of **NSW**.
- iii. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

### D. Person who is subject of complaint has right to be heard

- i. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or **NSW** (the 'respondent')—
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under **NSW's Constitution** or bylaws or this **Act**; or
  - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- ii. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- iii. If the respondent is **NSW**, an **Officer** may exercise the right on behalf of **NSW**.

- iv. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - a. 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
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

## E. Investigating and determining dispute

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

## F. Society may decide not to proceed further with complaint

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

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

## G. Society may refer complaint

- i. **NSW** may refer a complaint to—

- a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- ii. **NSW** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## H. Decision makers

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

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

## 11. Liquidation and Removal from the Register

### A. Resolving to put society into liquidation

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

The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of the proposed resolution to put **NSW** into liquidation.

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

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

### B. Resolving to apply for removal from the register

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

The **Committee** shall give **25 Working Days** written **Notice** to all **Members** of the proposed resolution to remove **NSW** from the Register of Incorporated Societies.

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

Any resolution to remove **NSW** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

## C. Surplus assets

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

In the event **NSW** wound up or liquidated, the organisation **NSW** database and associated assets are to be held by the **NSNZ** office in trust until such time as a re-establishment of the organisation in the **Waitākere** / West Auckland area commences.

## 12. Alterations to the Constitution

### A. Amending this constitution.

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

**NSW** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present.

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** shall be signed by at least 50 per cent of eligible **Members** and given in writing to the **Committee** at least 15 **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 15 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

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

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