

CONSTITUTION 2025



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1) Introductory Rules

a) Name

The name of the **Society** is Neighbourhood Support New Zealand Incorporated (in this **Constitution** referred to as the '**Society**').

The **Society** was incorporated on 2 August 2000 under the Incorporated Societies Act 1908, and re-registered to comply with the Incorporated Societies Act 2022. This **Constitution** was adopted on the 12th August, 2025.

b) Charitable Status

The **Society** is 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.
- '**Annual General Meeting**' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.
- '**Chairperson**' means the **Board Member** responsible for chairing **General Meetings** and **Board** meetings, and who provides leadership for the **Society**.
- '**Board**' means the **Society's** governing body.
- '**Board Meeting**' constitutes any meeting properly constituted by the **Board**.
- "**Code of Conduct**" refers to the document which is required to be signed and adhered to by members of the Society (currently the NSNZ Vetting and Code of Conduct Policy and Procedures - October 2024 and any subsequent updates of that policy and any related policies named in the document).
- '**Constitution**' means the rules in this document.
- '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**
- '**Groups**' refer to the households which form Neighbourhood Support groups in their localities.
- '**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 **Board Members**, kept under this **Constitution** and as required by section 73 of the **Act**.

- **'Matter'** means the **Society's** performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- **'Member'** means a person or organisation who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society**, and who has not ceased to be a **Member** of the **Society**.
- **'Notice'** to **Members** includes any notice given by email, post, or courier.
- **'Officer'** means a natural person who is:
 - a **Member** of the **Board**, or
 - occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society** such as a Chief Executive or external Treasurer.
- **'Police District'** means any geographic area defined by the New Zealand Police as Police District.
- **'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**.
- **'Remote Ballot'** is a ballot conducted by mail or email, rather than a physical meeting.
- **'Register of Members'** means the **Register of Members** kept under this **Constitution** as required by section 79 of the **Act**.
- **'Special Resolution'** means a resolution
- **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- **'Subscription'** means a fee for Membership of the **Society** and paid by **Members** on an annual basis.
- **Vice Chairperson'** means the **Board Member** elected or appointed to deputize in the absence of the **Chairperson**.
- **'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.
- **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.

d) Purposes

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

Benefitting the community by supporting communities 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.

- ii) In order to achieve these purposes the **Society** will:

- (1) Encourage and promote the development of the Neighbourhood Support concept in New Zealand.
- (2) 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.
- (3) Develop and maintain effective partnerships with other organisations and agencies that share the **Society's** objectives, including New Zealand Police.
- (4) 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.
- (5) Do anything, allowable within these Rules, that is necessary or helpful to achieving the above purposes.

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

- iv) 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.

- v) Nothing in these rules shall prevent:

- (1) The **Society** engaging in trade.
- (2) Reasonable payments to **Members** and **Officers** for legitimate professional services rendered.
- (3) Full reimbursement to **Members** and **Officers** for any actual and reasonable costs incurred when undertaking legitimate **Society** business.

e) Act and Regulations

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

f) Contact Person

- i) The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Incorporated Societies Registrar can contact when needed. This would normally include the **Board** Chair and CEO.
- ii) The **Society's** contact person must be:
 - (1) At least 18 years of age, and
 - (2) Ordinarily resident in New Zealand.
- iii) A contact person can be appointed by the **Board** or elected by the **Members** at a **General Meeting**.
- iv) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - (1) a physical address or an electronic address, and
 - (2) a telephone number, and
 - (3) an email address (if available)
- v) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2) Members

a) Minimum number of Members

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

b) Types of Members

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

i) Full Member

A **Full Member** is an autonomous Legal Entity which is committed to the purposes of the **Society**. **Full Members** shall be eligible to use the Neighbourhood Support brand, vote, attend all meetings and receive all **Society** information.

ii) Associate Member

An **Associate Member** is an organisation or group whether a legal entity or otherwise which supports the purposes of the **Society**. **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.

iii) **Individual Member:**

An **Individual Member** is an individual who supports the purposes of the **Society** and wishes to contribute to achieving its goals at a National level. **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**.

iv) **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.

- (1) A **Life Member** shall not be liable to pay an annual **Subscription**.
- (2) 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 3)a)ii) Page 11 .
- (3) **Life Members** may attend and speak at all **General Meetings** but shall not be eligible to vote, unless they are a duly elected **Board Member**.
- (4) The **Board** may exercise its powers to revoke **Life Membership**.

v) **Honorary Member**

An **Honorary Member** is a person or organisation honoured for services to the **Society** (or in an associated field) elected as an **Honorary Member** by resolution of a **General Meeting** or **Board Meeting** passed by a simple majority of those present and voting.

- (1) An **Honorary Member** has no Membership rights, privileges or duties, they are not eligible to vote.
- (2) The **Board** may resolve to revoke Honorary Membership or set the terms of Honorary Membership without the need to follow any disciplinary or complaints process set out in this Constitution.

c) **Becoming a Member: consent**

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

d) **Becoming a Member: process**

Every **Member** must expressly consent to becoming a **Member**, and complete an application form, and supply any additional information requested.

- i) 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. Where applicable, this nominated person will hold voting and speaking rights for the **Member** organisation.

- ii) 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**.
- iii) Membership applications shall be considered by the **Board**, and may involve an interview.
- iv) The **Board** shall have sole 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).
- v) Successful applicants shall be required to immediately pay any annual **Subscription** which has been set by the **Society**.
- vi) The signed **Written Consent** of every **Member** to become a **Society Member** shall be retained in the **Society's** Membership records.

e) **Members' obligations and rights**

- i) Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number and promptly advise the **Society** in writing of any changes to those details.
- ii) All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- iii) Any **Member** that is a body corporate shall provide the **Board**, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- iv) The **Board** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.
- v) Every member shall abide by the **Society's Code of Conduct**.

f) **Subscriptions and Levies**

- i) 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**.
- ii) If any **Member** does not pay a **Subscription** or levy by the date set by the **Board** of the **Society**, they will be given **Written Notice** that, unless the arrears are paid by a nominated date, the Membership will be terminated

g) **Ceasing to be a Member**

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

- i) by resignation from that **Member's** class of Membership by **Written Notice** signed by that **Member** to the **Board**, or

- ii) on termination of a **Member's** Membership following a dispute resolution process under this **Constitution**, or
- iii) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- iv) by resolution of the **Board** where—
 - (1) The **Member** has failed to pay a **Subscription**, levy or other amount due to the **Society** within 30 **Working Days** of the due date for payment; or
 - (2) The **Member** is inactive and has failed to comply with requests made by the **Society** to provide such information as Snapshots etc. for a period of 12 months or more; or
 - (3) In the opinion of the **Board** the **Member** has brought the **Society** into disrepute.
 - (4) In the opinion of the **Board** the **Member** has or is failing to abide by the Code of Conduct.
- v) with effect from (as applicable)—
 - (1) the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
 - (2) the date of termination of the **Member's** Membership under this **Constitution**, or
 - (3) 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
 - (4) the date specified in a resolution of the **Board** and when a **Member's** Membership has been terminated the **Board** shall promptly notify the former **Member** in writing.

h) Obligations once Membership has ceased

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

- i) remains liable to pay all **Subscriptions** and other fees to the **Society**.
- ii) shall cease to hold himself or herself out as a **Member** of the **Society**, and
- iii) shall return to the **Society** all material and information provided to **Members** by the **Society** (including any Membership certificate, badges, handbooks and manuals and database).
- iv) shall cease to be entitled to any of the rights of a **Society Member**.
- v) Shall return to the **Society** all other material such as databases as required by the **Society's** Code of Conduct.

i) **Becoming a Member again**

- i) Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Board**.

3) **Board**

a) **Board Composition**

- i) The **Board** shall comprise a minimum of 5 and maximum of 7 persons, including the following **Officers**:
 - (1) The Chair
 - (2) The Vice Chair
 - (3) The Treasurer
- ii) Only individuals who are the duly nominated representative of a **Full Member** organisation, or an **Individual Member**, may be **Board Members**.
- iii) The **Board** has the power to co-opt **Members** onto the **Board** for a specific purpose or time.
- iv) 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.
- v) The **Board** shall not be comprised of a majority of **Members** from any single **Police District**. The **Board** retains full discretion to determine how it manages or mitigates any circumstance that may result in, or give rise to, a majority voting block from one **Police District**, including but not limited to adjustments in **Board** appointments, **Board Member** voting rights, or other governance mechanisms as deemed appropriate.

b) **Functions of the Board**

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

c) **Powers of the Board**

- i) The **Board** has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
- ii) It is expressly declared that the **Board** may exercise and perform the following powers of duties:

- (1) Carry out the purposes of the **Society** and use money or other assets to do that;
- (2) Manage the **Society's** financial affairs;
- (3) Set accounting policies in line with accepted accounting practice;
- (4) Ensure that all **Members** follow the Rules;
- (5) Decide how a person becomes a **Member**, and how a person stops being a **Member**.
- (6) Decide the times and dates for Meetings and set the agenda for Meetings;
- (7) Make, negotiate and enter all contracts entered into by the **Society**;
- (8) 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.
- (9) Co-opt any person to attend one or more meetings of the **Board** in any advisory capacity;
- (10) 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**;
- (11) 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**;

d) Term

- i) The term of office for all **Board Members** elected to the **Board** shall be 2 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Board Member's** term of office.
- ii) 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**.
- iii) No **Chairperson** shall serve for more than 5 consecutive years as **Chairperson**.

e) Election or appointment of Board Members

- i) The **Board** of the **Society** shall be elected at an **Annual General Meeting**.
- ii) Each elected **Board Member** shall serve a two year term, and retire by rotation, but will be eligible for re-election.
- iii) Only vacancies created by **Board Members** terms expiring or other vacancies will be up for election at the **Annual General Meeting**.
- iv) **Board Members** shall be elected by **Remote Ballot** in accordance with the procedures for giving **Notice**:
- v) At least 2 months prior to the proposed Election Date, the **Board** shall:

- (1) Set the Election Date for elections to the **Board**, and
 - (2) Appoint a **Returning Officer** for those elections to the **Board**.
- vi) Within 21 **Working Days** of determining the **Annual General Meeting / Election Date** the **Society** shall give **Notice** to eligible **Members** calling for nominations for **Board** positions requiring to be filled, and such **Notice** shall include a nomination form and shall specify the date such nominations must be in the hands of the **Returning Officer** appointed under sub-paragraph above, such date being not less than 35 **Working Days** prior to the Election Date.
 - vii) A candidate's written nomination shall be 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**' 6)b) page 20 and may be accompanied by a signed biography not exceeding one A4 page.
 - viii) At least 25 **Working Days** prior to the Election Date the **Nominated Officer** shall give **Notice** to all financial **Members** of the nominations received for **Board** positions and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than 3 **Working Days** prior to the Election Date) it must be in the hands of the **Returning Officer** appointed by the **Board** to be counted as a valid vote.
 - ix) In the event of a ballot being required under sub-paragraph (d) above the candidate/s polling the highest number of votes of financial **Members** shall be declared elected by the **Society** or the **Returning Officer**.
 - x) The failure for any reason of any eligible **Member** to receive such **Notice** shall not invalidate the election.
 - xi) In the event of any vote being tied the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).
 - xii) In addition to **Board Members** elected under the foregoing provisions of this rule, the **Board** 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 **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule below.

f) **General Matters: Boards**

- i) The **Board** 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 **Board** or Sub-Committee meeting.

- ii) Other than as prescribed by the **Act** or this **Constitution**, the **Board** or any Sub-Committee may regulate its proceedings as it thinks fit.

g) Removal of Board Members

A **Board Member** shall be removed as a **Board Member** by resolution of the **Board of the Society**

- i) where in the opinion of the **Board of the Society** –
 - (1) The **Board Member** elected to the **Board** has been absent from 3 **Board** meetings without leave of absence from the **Board**, or
 - (2) The **Board Member** has brought the **Society** into disrepute, or
 - (3) The **Board Member** has failed to disclose a conflict of interest, or
 - (4) The **Board** passes a vote of no confidence in the **Board Member**, or
 - (5) The **Board Member** has failed to abide by the Code of conduct
- ii) with effect from the date specified in a resolution of the **Board of the Society**.

h) Indemnity for the Board

- i) 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.
- ii) 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.

i) Sub-Committees

- i) The **Board** may appoint Sub-Committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—
- ii) 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**:
- iii) the quorum of every Sub-Committee is half the **Members** of the Sub-Committee but not less than 2,
- iv) no Sub-Committee shall have power to co-opt additional **Members**,

- v) a Sub-Committee must not commit the **Society** to any financial expenditure without express authority from the **Board**, and
- vi) a Sub-Committee must not further delegate any of its powers.

4) General Meetings

a) Procedures for all General Meetings

- i) The **Board** shall give all **Members** at least 14 **Working Days' Written Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- ii) That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- iii) **Full Members** (through the individual who is the duly nominated representative of a **Full Member**) may attend, speak and vote at **General Meetings**—
 - (1) in person, or
 - (2) 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 **Board** before the commencement of the **General Meeting**, or
 - (3) through the nominated representative as recorded in the Membership Register, and
 - (4) no other proxy voting shall be permitted.
- iv) 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 sub-committees.
- v) A **Full Member** (through the individual who is the duly nominated representative of a **Full 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.
- vi) 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**.
- vii) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- viii) No **General Meeting** may be held unless at least 10 of the **Full Members** attend throughout the meeting and this will constitute a quorum.
- ix) Any decisions made when a quorum is not present are not valid.

- x) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting:
 - (1) if convened upon request of **Members** – shall be dissolved.
 - (2) In any other case, it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- xi) **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 may (at the **Board's** discretion) be circulated to the **Members** attending such meeting before a vote is taken.
- xii) The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the eligible financial **Members** voting 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).
- xiii) **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.
- xiv) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the **Vice Chairperson** shall chair that meeting.
- xv) Any person chairing a **General Meeting** may –
 - (1) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **Chairperson** be removed from the **General Meeting**, and
 - (3) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- xvi) The **Board** may propose motions for the **Society** to vote on ('**Board Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.

- xvii) Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Nominated Officer** or **Board** at least **30 Working Days** before that meeting.
- xviii) The **Member** may also provide information in support of the motion (**'Member's Information'**).
- xix) If notice of the motion is given to the **Nominated Officer** or **Board** before **Written Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the **Written Notice** of the **General Meeting**.

b) Minutes

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

c) Annual General Meetings: when they will be held

- i) An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- ii) The **Annual General Meeting** must be held within six (6) months of the end of the financial year.
- iii) 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**.
- iv) 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**.
- v) The Quorum at the **Annual General Meeting** shall be **10 Full Members** (attended by the individual who is the duly nominated representative of a **Full Member**)
- vi) **Members** who cannot attend may issue their proxy

d) Annual General Meetings: business

- i) The business of an **Annual General Meeting** shall be to—
 - (1) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - (2) adopt the annual report on the operations and affairs of the **Society**,
 - (3) adopt the **Board's** report on the finances of the **Society**, and the annual financial statements,

- (4) appoint a Reviewer or Auditor, as required to meet the required financial standards.
- (5) set any **Subscriptions** for the current financial year,
- (6) consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- (7) consider any general business as placed on the agenda.
- ii) The **Board** must, at each **Annual General Meeting**, present the following information—
 - (1) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
 - (2) the annual financial statements for that period, and
 - (3) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

e) Special General Meetings

- i) **Special General Meetings** may be called at any time by the **Board** by resolution.
- ii) The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 75 percent of **Members**.
- iii) Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- iv) 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 4)a).
- v) 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.
- vi) 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 **Board's** resolution or the written request by **Members** for the **Meeting**.

5) Board Meetings

a) Procedure

- i) The quorum for **Board** meetings is at least half the number of **Members** of the **Board**.
- ii) A meeting of the **Board** may be held either—

- (1) by a number of the **Members** of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (2) by means of audio, or audio and visual, communication by which all **Members** of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- iii) A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote.
- iv) The **Members** of the **Board** shall elect one of their number as **Chairperson** of the **Board** at the first convened meeting of the **Board** following the Annual General Meeting. If at a meeting of the **Board**, the **Chairperson** is not present, the **Members** of the **Board** present may choose one of their number to Chair the meeting. The **Chairperson** does have a casting vote in the event of a tied vote on any resolution of the **Board**.
- v) Meetings will be minuted and this record will be available to any **Member** of the **Society** upon request.
- vi) Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

b) Frequency

- i) The **Board** will meet a minimum of four times every year, or as required.
- ii) The **Board** shall meet 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 **Nominated Officer**.
- iii) The **Nominated Officer**, or other **Board Member** nominated by the **Board**, shall give to all **Board Members** not less than 5 **Working Days'** notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

6) Officers (Board Members)

a) Ex-Officio.

- i) Elected **Board Members** by virtue of their position, become **Officers** of the **Society** for the duration of their term.
- ii) An **Officer** ceases to hold office when their position as **Board Member** ends.

b) Qualifications of Officers

- i) All **Board Members** become **Officers** of the **Society** for the duration of their term.
- ii) Every **Officer** must be a natural person who –
 - (1) has consented in writing to be an **Officer** of the **Society**, and
 - (2) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- iii) **Officers** must not be disqualified under section 47(3) of the **Act** or section 36C of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely –
 - (1) a person who is under 16 years of age
 - (2) a person who is an undischarged bankrupt
 - (3) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 - (4) A person who is disqualified from being a Member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
 - (5) 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
 - (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act, or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - (g) a person who is subject to an order that is substantially similar to an order referred to 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.

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

c) Officers' Duties

- i) At all times each **Officer**:
 - (1) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
 - (2) must exercise all powers for a proper purpose,
 - (3) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - (4) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the **Society**,
 - (b) the nature of the decision, and
 - (c) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
 - (5) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
 - (6) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

7) Conflicts of Interest

- a) A **Board Member** or Member of a Sub-Committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - i) to the **Board** and or Sub-Committee, and
 - ii) in an **Interests Register** kept by the **Board**.

- b) Disclosure must be made as soon as practicable after the **Board Member** or Member of a Sub-Committee becomes aware that they are interested in the **Matter**.
- c) A **Board Member** or Member of a Sub-Committee who is an **Interested Member** regarding a **Matter**—
 - i) must not vote or take part in the decision of the **Board** and/or Sub-Committee relating to the **Matter** unless all **Members** of the **Board** who are not interested in the **Matter** consent; and
 - ii) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **Members** of the **Board** who are not interested in the **Matter** consent; but
 - iii) may take part in any discussion of the **Board** and/or Sub-Committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or Sub-Committee (unless the **Board** and/or Sub-Committee decides otherwise).
- d) However, a **Board Member** 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.
- e) Where 50 per cent or more of **Board Members** 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 **Board Members** agree otherwise.
- f) Where 50 per cent or more of the Members of a Sub-Committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

8) Records

a) Register of Members

The Chief Executive Officer of the Society shall be responsible for keeping an up-to-date **Register of Members**.

- i) For each current **Member**, the information contained in the **Register of Members** shall include —
 - (1) their name, and
 - (2) the date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- ii) Their contact details, including —
 - (1) a physical address or an electronic address, and
 - (2) a telephone number.
 - (3) postal address
 - (4) email address (if any)

- iii) Every current **Member** shall promptly advise the **Society** through the Chief Executive Officer of any change of the **Member's** contact details.
- iv) The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
 - (1) the former **Member's** name, and
 - (2) the date the former **Member** ceased to be a **Member**.
 - (3) each **Member** shall provide such other details as the **Board** requires.
- v) **Members** shall have reasonable access to the **Register of Members**.

b) Interests Register

The **Board** shall at all times maintain an up-to-date register of the interests disclosed by **Board Members** and by **Members** of any Sub-Committee.

c) Access to information for Members

- i) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- ii) The request must specify the information sought in sufficient detail to enable the information to be identified.
- iii) The **Society** must, within a reasonable time after receiving a request –
 - (1) provide the information, or
 - (2) agree to provide the information within a specified period, or
 - (3) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - (4) refuse to provide the information, specifying the reasons for the refusal.
- iv) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if –
 - (1) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (2) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - (3) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - (4) the information is not relevant to the operation or affairs of the **Society**, or
 - (5) withholding the information is necessary to maintain legal professional privilege, or

- (6) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (7) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - (8) the request for the information is frivolous or vexatious, or
 - (9) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- v) If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** –
 - (1) that the **Member** will pay the charge; or
 - (2) that the **Member** considers the charge to be unreasonable.
 - vi) 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

- i) The funds and property of the **Society** shall be—
 - (1) controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
 - (2) devoted solely to the promotion of the purposes of the **Society**.
- ii) The **Board** shall maintain bank accounts in the name of the **Society**.
- iii) The **Board** must ensure that there are kept at all times accounting records that—
 - (1) correctly record the transactions of the **Society**, and
 - (2) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - (3) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- iv) The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- v) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

- vi) Accounts are to be reviewed or audited annually to meet at least the minimum legal requirements.

b) Balance date

The **Society's** financial year shall commence on 01 July of each year and end on 30 June (the latter date being the **Society's** balance date).

10) Dispute resolution

a) Meanings of dispute and complaint

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

- i) The disagreement or conflict may be between any of the following persons—
 - (1) 2 or more **Members**
 - (2) 1 or more **Members** and the **Society**
 - (3) 1 or more **Members** and 1 or more **Board Members**
 - (4) 2 or more **Board Members**
 - (5) 1 or more **Board Members** and the **Society**
 - (6) 1 or more **Members** or **Board Members** and the **Society**.
- ii) The disagreement or conflict relates to any of the following allegations—
 - (1) a **Member** or a **Board Member** has engaged in misconduct
 - (2) a **Member** or a **Board Member** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - (3) the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - (4) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- iii) A **Member** or a **Board Member** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that—
 - (1) states that the **Member** or **Board Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (2) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (3) sets out any other information or allegations reasonably required by the **Society**.
- iv) The **Society** may make a complaint involving an allegation against a **Member** or a **Board Member** by giving to the **Member** or **Board Member** a notice in writing that—
 - (1) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (2) sets out the allegation to which the dispute relates.

- v) 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.
- vi) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- vii) All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- viii) The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

b) How complaint is made

- i) A **Member** or a **Board Member** may make a complaint by giving to the **Board** (or a complaints sub-committee) a notice in writing that—
 - (1) states that the **Member** or **Board Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (2) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - (3) sets out any other information reasonably required by the **Society**.
- ii) The **Society** may make a complaint involving an allegation or allegations against a **Member** or a **Board Member** by giving to the **Member** or **Board Member** a notice in writing that—
 - (1) states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - (2) sets out the allegation to which the dispute relates.
- iii) The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- iv) A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

c) Person who makes complaint has right to be heard

- i) A **Member** or a **Board Member** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- ii) If the **Society** makes a complaint—
 - (1) the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (2) a **Board Member** may exercise that right on behalf of the **Society**.

- iii) Without limiting the manner in which the **Member**, **Board Member**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - (1) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (2) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (3) an oral hearing (if any) is held before the decision maker; and
 - (4) the **Member's**, **Board Member'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**, a **Board Member**, or the **Society** (the 'respondent')—
 - (1) has engaged in misconduct; or
 - (2) has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - (3) 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 the **Society**, a **Board Member** may exercise the right on behalf of the **Society**.
- 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—
 - (1) 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
 - (2) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (3) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (4) an oral hearing (if any) is held before the decision maker; and
 - (5) the respondent's written statement or submissions (if any) are considered by the decision maker.

e) Investigating and determining dispute

- i) The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 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

- i) Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
- ii) the complaint is considered to be trivial; or
- iii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (1) that a **Member** or a **Board Member** has engaged in material misconduct:
 - (2) that a **Member**, a **Board Member**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
 - (3) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
- iv) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- v) the person who makes the complaint has an insignificant interest in the matter; or
- vi) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- vii) there has been an undue delay in making the complaint.

g) Society may refer complaint

- i) The **Society** may refer a complaint to—
 - (1) a Sub-committee or an external person to investigate and report; or
 - (2) a Sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- ii) The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

h) Decision makers

- i) A person may not act as a decision maker in relation to a complaint if 2 or more **Members** of the **Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be—
 - (1) impartial; or
 - (2) able to consider the matter without a predetermined view.

11) Liquidation and removal from the register

a) Resolving to put Society into liquidation

- i) The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- ii) The **Board** shall give 20 **Working Days Written Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- iii) The **Board** shall also give **Written Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- iv) Any resolution to put the **Society** 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

- i) The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- ii) The **Board** shall give 20 **Working Days Written Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- iii) The **Board** shall also give **Written Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- iv) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

c) Surplus Assets

If the **Society** 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 the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

12) Alterations to the Constitution

a) Amending this Constitution

- i) 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**.

- ii) The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.
- iii) That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.
- iv) 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 **Board** at least 14 **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.
- v) At least 7 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has.
- vi) 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.
- vii) If the **Society** 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**.

13) Other

a) Bylaws

- i) The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.