

Constitution of New Zealand Concert Bands Association Incorporated

Adopted [5]

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CONSTITUTION
OF
NEW ZEALAND CONCERT BANDS ASSOCIATION INCORPORATED
PART ONE – INTRODUCTORY RULES

1. NAME AND REGISTERED OFFICE

1.1 **Name:** The name of the society is New Zealand Concert Bands Association Incorporated the ("**Society**").

1.2 **Registered office:** The registered office of the Society will be at such place in New Zealand as the Executive may determine from time to time.

2. DEFINITIONS AND INTERPRETATION

2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

"**Act**" means the Incorporated Societies Act 1908 and any successor legislation that applies to the Society.

"**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.

"**Affiliated Band**" is a band operated or maintained by a Member on a permanent basis.

"**Affiliated Player**" means a natural person who is a director, officer, employee, student, member or player of a Member or an Affiliated Band.

"**Bylaws**" means the bylaws of the Society, as constituted or amended from time to time by the Executive under clause 13.1.

"**Class**" means a class of membership to the Society as established by clause 6.1.

"**Community Band**" means a Member belonging to the Class of Membership by the same name.

"**Constitution**" means this constitution, as amended from time to time.

"**Disputes Panel**" means a panel appointed by the Committee under clause 18.3.

"**Eligible Person**" is a person who meets the criteria in clause 12.10.

"**Executive**" means the Society's governing body, as established by clause 12.1.

"**Financial Member**" is a Member who is not an Unfinancial Member.

"**General Meeting**" means either an Annual General Meeting or a Special General Meeting

of the Society.

"**Indemnified Person**" means a person who has been indemnified by the Society under clause 15.

"**Interested**" means, in respect of an Officer, an Officer who has an interest in a matter under the Act, and "**Interest**" has a corresponding meaning.

"**Life Member**" means a Member belonging to the Class of Membership by the same name.

"**Member**" means a person properly admitted as a member of the Society under this Constitution, who has not ceased to be a member.

"**Notice**" means notice delivered to the Members by the Society using each Member's contact information provided to the Society in accordance with this Constitution.

"**Officer**" means an elected or appointed Officer of the Society.

"**Ordinary Resolution**" means a resolution that is approved by a simple majority of the votes of those persons entitled to vote and voting on the question.

"**President**" means an Officer elected or appointed to the role of President.

"**School**" means a Member belonging to the Class of Membership by the same name.

"**Society**" means New Zealand Concert Bands Association Incorporated.

"**Subclass**" means a subclass of membership to the Society as determined by the Executive under clause 6.

"**Representative**" means a representative of a Member nominated under clause 5.8.

"**Returning Officer**" means a person appointed under clause 9.8.

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

"**Subcommittee**" means a subcommittee established by the Executive under clause 14.

"**Unfinancial Member**" has the meaning given to it in clause 5.7.

2.2 **Definition of band:** In this Constitution, "band" means the performing ensemble known variously as concert band, wind ensemble, symphonic band, wind symphony, wind orchestra, wind band, symphonic winds, symphony band, or symphonic wind ensemble.

2.3 **Interpretation:** In this Constitution, unless the context otherwise requires or specifically states otherwise:

(a) the table of contents, headings and descriptions relating to sections of the Act, are inserted for convenience only and must be ignored in construing this Constitution;

(b) the singular includes the plural and vice versa;

- (c) reference to a statute or other law includes regulations, rules, orders and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether before or after the date of adoption of this Constitution);
- (d) "written" and "in writing" include any means of reproducing words, figures and symbols in a tangible and visible form;
- (e) words and expressions defined or explained in the Act (unless expressly defined or explained in this Constitution) have the same meaning in this Constitution;
- (f) any word or expression equivalent with a definition in this Constitution has a meaning corresponding or construed to that definition; and
- (g) references to clauses and sub-clauses are references to clauses and sub-clauses in this Constitution, unless stated otherwise.

2.4 **Constitution not to prevail over Act:** This Constitution has no effect to the extent that it contravenes the Act, or is inconsistent with it, provided that if there is any conflict between:

- (a) a provision in this Constitution and a provision in the Act which is expressly permitted to be altered by this Constitution; or
- (b) a word or expression defined or explained in the Act and a word or expression defined or explained in this Constitution,

the provision, word or expression in this Constitution prevails.

3. PURPOSES OF THE SOCIETY

3.1 **Purposes:** The primary purposes of the Society are to:

- (a) promote musical knowledge and fellowship amongst bands within New Zealand;
- (b) coordinate banding activities and represent bands for the protection of their interests, both individually and collectively with other organisations (as applicable);
- (c) facilitate workshops, seminars, master-classes, festival, competitions, camps, bands or other band activities to generally improve and develop musical performance and education within New Zealand;
- (d) encourage, foster and develop community interest and appreciation of bands, band music and other related interests; and
- (e) do all things reasonably incidental or conducive to attaining the above purposes.

3.2 **No financial gain:** It is not a purpose of the Society to operate for the financial (or pecuniary) gain of its Members.

4. POWERS

- 4.1 **Powers:** The Society has all the rights, powers and privileges of a natural person otherwise conferred onto it by the Act and by law, including the power to borrow money and incur debt.
- 4.2 **Furtherance of purposes:** The Society may only exercise its powers to achieve or further its purposes.
- 4.3 **Actions permitted by Act:** The Society may undertake an action that results in a financial benefit being provided to a Member only if the Act provides that in undertaking that action:
- (a) the Society does not have a purpose of financial (or pecuniary) gain; and
 - (b) the Society is not being carried on for the financial gain of any of its Members.

PART TWO - MEMBERSHIP

5. MEMBERS

- 5.1 **Number of Members:** The Society must maintain the minimum number of Members required by the Act. The maximum number of Members is unlimited.
- 5.2 **Eligibility of Membership:** Applicants must be eligible to join at least one Class of Membership. The Executive may determine further eligibility criteria and (if applicable) will publish such criteria in the Bylaws. The Executive may make a determination to any applicant's eligibility.
- 5.3 **Admission of Members:** The process for admission is as follows:
- (a) any applicant must complete an application form or supply information as required by the Executive;
 - (b) an applicant will not be admitted as a Member unless they have provided written consent to becoming a Member.¹
- 5.4 **Obligations and rights of Members:** Every Member:
- (a) must comply with this Constitution and the Bylaws;
 - (b) must promote the interests and purposes of the Society and must do nothing to bring the Society into disrepute;
 - (c) must provide the Society with that Member's name and contact details (as required by the Act) and promptly advise the Society of any changes to those details;
 - (d) may only exercise the rights of membership (including attending and, where applicable, voting at General Meetings) if all subscriptions, levies and any other fees have been paid to the Society by the relevant due date.

¹ See section 26(c) and 70 of the Incorporated Societies Bill.

- 5.5 **Annual subscriptions:** The Executive will determine the annual subscription amount for membership to the Society. The Executive may set a different subscription amount for each Class of Membership.
- 5.6 **Other fees or levies:** From time to time the Executive may:
- (a) impose additional levies on the Members or a Class of Members; or
 - (b) charge fees in connection with a Member's involvement with specific Society events or activities.
- 5.7 **Non-payment of subscriptions, fees or levies:** If a Member fails to pay any subscription, fee or levy imposed against it by the relevant due date, they will be deemed an "**Unfinancial Member**". Unfinancial Members will have no voting rights at a General Meeting and must not be counted when determining the quorum at a General Meeting.
- 5.8 **Nomination of Representatives:** Each Member which is a body corporate must, by written notice to the Society, nominate an officer, director or employee of that Member to be its representative in respect of its membership to the Society ("**Representative**"). A Member may nominate multiple Representatives. A Member may nominate a new Representative or revoke an existing Representative at any time by providing written notice to the Society.
- 5.9 **Representatives of Schools:** Unless 5.10 applies, the head of the music department of a School will be a permanent Representative in respect of that School, notwithstanding that a School may nominate additional Representatives.
- 5.10 **Officers as Representatives:** A Member may not designate a current Officer as their Representative.

6. CLASSES AND SUBCLASSES

- 6.1 **Classes:** The Members will be divided into the following Classes:
- (a) Community Band;
 - (b) School;
 - (c) Individual Member; and
 - (d) Life Member.
- 6.2 **Eligibility criteria of Classes:** The eligibility criteria of each Class is as follows:
- (a) A Community Band must be a body corporate² that operates or maintains at least one band.
 - (b) A School must be registered school (as that word is defined in the Education Act 1989) that operates or maintains at least one band.
 - (c) An Individual Member must be a natural person who is not an Affiliated Player.

² Note: a body corporate is any entity that has separate legal personality from its constituent members.

- (d) A Life Member must be a natural person. Life Members must be admitted as Life Members by the Society at a General Meeting.

6.3 **Subclasses:** The Executive may divide the Classes into two or more Subclasses. The Executive must specify the name of each Subclass and any rights, obligations, incidentals or criteria of membership to each Subclass in the Bylaws.

6.4 **Membership to a Class:** Each Member may only belong to one Class or Subclass. The Executive may make a determination to which Class or Subclass of membership a particular Member belongs.

7. CESSATION OF MEMBERSHIP

7.1 **Cessation:** A Member ceases to be a Member:

- (a) immediately on death, bankruptcy, liquidation, dissolution or de-registration;
- (b) by resignation by written notice to the Society;
- (c) by resolution of the Executive, providing that the Executive may only remove a Member if that Member:
 - (i) no longer meets any applicable membership eligibility criteria;
 - (ii) has failed to pay any fee, levy or charge by its due date and has not remedied that failure within 10 business days of receiving notice from the Society to do so;
 - (iii) is subject to a dispute resolution process under this Constitution and following the disputes resolution process the Disputes Panel recommends that the Executive terminate the Member's membership; or
 - (iv) may otherwise be removed in accordance with the Constitution or Bylaws.

7.2 **Obligations on resignation or termination:** A Member who ceases to be a Member under this Constitution:

- (a) remains liable to pay all subscriptions, levies or fees imposed upon the Member before the date of their resignation or termination;
- (b) must return to the Society all material or property provided to them, their Representative or their related parties; and
- (c) will cease to be entitled to any membership rights stipulated by this Constitution or the Bylaws.

PART THREE – GENERAL MEETINGS

8. GENERAL MEETINGS

8.1 **Annual General Meetings:** The Annual General Meeting must be held once a year no later than 30 September on a date and at a location determined by the Executive and consistent with any requirements in the Act.³

8.2 **Annual General Meeting business:**

- (a) The business of the Annual General Meeting must include:
 - (i) confirmation of the minutes of the previous General Meetings;
 - (ii) receipt of the Society's annual report and the financial statements for the Society's previous accounting period;
 - (iii) the election of vacant Officer positions in accordance with clause 12.3; and
 - (iv) consideration of any motions validly proposed by the Executive or a Member.
- (b) The Committee must, at each Annual General Meeting, present the following information:
 - (i) an annual report on the affairs of the Society during the most recently completed accounting period;
 - (ii) the financial statements for that period; and
 - (iii) notice of any disclosures of conflicts of interest made by Officers during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate)⁴; and
 - (iv) any other matters required by the Act.

8.3 **Special General Meetings:** The Executive may resolve to call a Special General Meeting at any time, at a date and location fixed by the Executive. The Executive must call a Special General Meeting within 14 days of receiving a written request signed by five Financial Members (each being either a Community Band or School), to be held at a date and location fixed by the Executive.

8.4 **Special General Meetings' business:** The Executive resolution or Members' request to call a Special General Meeting must state the business that the Special General Meeting is to deal with. A Special General Meeting must only consider and deal with the business specified in the Executive resolution or Members' request.

³ Section 78 of the Incorporated Societies Bill requires societies to hold their AGM no later than 6 months from their balance date.

⁴ See section 58 of the Incorporated Societies Bill.

9. PROCEDURE AT GENERAL MEETINGS

9.1 **Notice:** The Executive must give all Members at least 30 days' Notice of any General Meeting and the business to be conducted at the General Meeting. The General Meeting and its business will not be invalidated simply because one or more Members did not receive Notice.

9.2 **Quorum:** No General Meeting may be held unless at least five Financial Members attend in person, by validly appointed Proxy or through their Representative. This will constitute a quorum. If within half an hour after the time appointed for a meeting a quorum is not present the meeting will be adjourned to a day, time and place determined by the Executive, and if at such adjourned meeting a quorum is not present, those Financial Members present will be deemed to constitute a sufficient quorum.

9.3 **Voting etc:**

- (a) All Financial Members may attend, speak and vote at General Meetings:
 - (i) in person;
 - (ii) by a validly appointed Proxy; or
 - (iii) through their Representative.
- (b) The method of voting may be by voices, hands or poll as determined by the chairperson of the General Meeting, provided that if a Member requests that a vote on a motion be conducted by poll, the chairperson must conduct the vote by poll.
- (c) Community Bands and Schools will have three votes per Affiliated Band. Individual Members and Life Members will have one vote each.
- (d) Unless otherwise required by this Constitution, all motions at a General Meeting will be decided by Ordinary Resolution.
- (e) The chairperson of the General Meeting, with assistance from the Returning Officer (as required), will determine whether any motion has passed.

9.4 **Motions at General Meetings:**

- (a) The Committee may put forward motions for the Members to vote on at a General Meeting, which must be notified to the Members with the Notice of the General Meeting.
- (b) Members may request that a motion be voted on ("**Member's Motion**") at a General Meeting by providing notice to the Executive at least 21 days before that meeting. The Committee must provide notice of any Member's Motions received 14 days before the meeting is to be held.

9.5 **Method of holding the General Meeting:** General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

9.6 **Chairperson:** All General Meetings will be chaired by an Officer appointed by the Executive. If all Officers are absent from the meeting, the meeting must elect a Member or a

Representative of a Member to chair the meeting. A person chairing a General Meeting will not have a casting vote.

9.7 **Powers of the chair:** Any person chairing a General Meeting may:

- (a) with consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive or failing to abide by the directions of the chairperson be removed from the General Meeting;
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

9.8 **Returning Officer:** Prior to a General Meeting occurring, the Executive must appoint a Returning Officer. The Returning Officer must not be a nominee running for the Executive at that General Meeting. The role of the Returning Officer is:

- (a) to supervise the counting of any votes cast in relation to a motion conducted by poll and assist in determining whether such a motion has passed;
- (b) to determine the results of the election of the Officers;
- (c) receive completed Proxy Forms and determine whether a Proxy has been validly appointed by a Member; and
- (d) be available to be appointed as a Proxy by the Members, and vote in accordance with all received instructions.

10. APPOINTMENT OF PROXIES

10.1 **Proxy Form:** The Executive must publish a Proxy Form to enable Members to appoint a Proxy in relation to any General Meeting at least 14 days before the Meeting. The Proxy Form must enable the appointee to instruct their Proxy to vote for, against or abstain on any motion.

10.2 **Eligibility of Proxies:** Only another Member or the Returning Officer may be appointed as a Proxy. If a Member who is appointed as a Proxy has a Representative, only that Representative may exercise the voting rights.

10.3 **No-Discretionary votes:** If a Member has appointed the Returning Officer as their Proxy and the Member has not instructed the Returning Officer how to vote on a particular motion, the Returning Officer must abstain from voting on that motion.

10.4 **Receipt by Returning Officer:** Members must deliver completed Proxy Forms to the Returning Officer, who will determine whether a Proxy has been validly appointed by the Member. Proxy Forms must be received at least two days before the General Meeting.

11. RESOLUTION IN LIEU OF MEETING

- 11.1 **Resolution in lieu of meeting:** The Society may exercise any powers that would be exercised at a General Meeting by a written resolution signed by no less than 75% of the number of current Financial Members. Any such resolution may consist of several documents (including electronic communication such as by email) in similar form, each signed or assented to by one or more Members (whose assent may be given by electronic communication, including email).⁵
- 11.2 **Proposed resolution to be circulated to Members:** The Society must ensure:
- (a) the proposed resolution is dated with the date that it is first circulated to a Financial Member for the purpose of signing (the "**circulation date**");
 - (b) the proposed resolution is sent to every current Member of the Society, as far as is reasonably practical, on the circulation date; and
 - (c) that the proposed resolution will lapse within three months of the circulation date, and a statement to this effect is contained in the notice circulating the resolution.⁶
- 11.3 **Society to send passed resolution:** Within five working days after a resolution has passed under clause 11.1, the Society must send a copy of the resolution to each Member who did not sign the resolution.

PART FOUR - MANAGEMENT

12. EXECUTIVE COMMITTEE

- 12.1 **Establishment:** The Society will be managed by the Executive, who will exercise all powers of the Society in between General Meetings.
- 12.2 **Composition:** The Executive will consist of a minimum of three and a maximum of seven Officers, one of whom must be the President.⁷
- 12.3 **Election of Officers:** The election of Officers will be conducted as follows:
- (a) 30 days before the Annual General Meeting the Executive must call for nominations for any vacant positions on the Executive;
 - (b) when vacant, the office of President will receive separate nominations;
 - (c) candidates must be nominated by a Member;
 - (d) 14 days before the Annual General Meeting the Executive must publish the list of nominations received;
 - (e) if there are insufficient nominations received, further nominations may be received from the floor at the Annual General Meeting; and

⁵ See section 83 of the Incorporated Societies Bill.

⁶ See section 84 of the Incorporated Societies Bill.

⁷ The Incorporated Societies Bill requires that a Committee consist of at least three officers.

- (f) to be elected as an Officer, a nominee must be approved by a simple majority of votes cast by those persons voting on the motion.
- 12.4 **Regulation of Elections:** Subject to this Constitution, the Bylaws may further regulate the election of Officers.
- 12.5 **Term:** The term of office for all Officers will be two years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- 12.6 **Rotation:** At least two Officers must retire at the Annual General Meeting each year.
- 12.7 **Removal:** An Officer will be removed from office immediately if they:
- (a) are no longer an Eligible Person under clause 12.10;
 - (b) provide written notice to the Executive of their resignation;
 - (c) are removed by resolution of the Executive; or
 - (d) are no longer able to perform the functions of their office.
- 12.8 **Casual Vacancies:**
- (a) If, at any time, there are fewer than seven Officers, the Executive may, at any time, appoint an Eligible Person as an Officer.
 - (b) If the office of President is vacant the Executive must appoint an existing Officer as President.
 - (c) Any Officers appointed under this clause 12.8 must retire at the end of the Annual General Meeting following their appointment.
- 12.9 **Too few Committee members:** If, at any time, there are fewer than three Officers, the Executive may only act:
- (a) to appoint Officers under clause 12.8;
 - (b) to convene a Special General Meeting; or
 - (c) to reasonably respond to any emergency.
- 12.10 **Eligible Persons:** An Officer must be an Eligible Person. An Eligible Person is a person who is:
- (a) a natural person who is at least 18 years of age;⁸
 - (b) a Member or an Affiliated Player; and
 - (c) not disqualified from being an officer of an incorporated society under the Act or disqualified from being a director of a company under the Companies Act 1993.

⁸ Note: the Incorporated Societies Bill currently permits people aged 16 or over to become Society officers (except the contact officer, who must be at least 18).

- 12.11 **Quorum:** A quorum of the Executive is the lesser of three Officers or a majority of currently appointed Officers.
- 12.12 **Chairperson:** The President will chair meetings of the Executive. In the event of an equality of votes the President will have a casting vote.
- 12.13 **Exercise of powers:** The powers of the Executive are exercisable by:
- (a) resolution passed at a meeting of the Executive at which a quorum is present; or
 - (b) written resolution signed by a majority of Officers.
- 12.14 **Delegation of powers:** The Executive may delegate to a Subcommittee, an Officer, an employee of the Society, or to any other person, any one or more of its powers.
- 12.15 **Contact officer:** If required to have a contact officer by the Act, the Executive must appoint an Officer to act as contact officer.

13. **BYLAWS**

- 13.1 **Bylaws:** The Executive, from time to time, may make and amend Bylaws and policies for the conduct and control of the Society's activities and code of conduct applicable to Members, providing that any Bylaws are not inconsistent with the Act or this Constitution.
- 13.2 **Bylaws to be binding:** The Bylaws will be binding on all Members, Officers and employees of the Society.

14. **SUBCOMMITTEES**

- 14.1 **Establishment:** The Executive may establish one or more Subcommittees on any basis that the Executive determines. The Executive may disestablish a Subcommittee at any time.
- 14.2 **Membership:** The Executive will appoint or remove Subcommittee members by resolution.
- 14.3 **Reporting:** Each Subcommittee will report to, and be under the supervision of, the Executive.
- 14.4 **Powers:** No Subcommittee will, without express approval of the Executive:
- (a) commit the Society to any financial expenditure or bind the Society to any legal obligation; or
 - (b) further delegate any of its powers.

15. **INDEMNITY AND INSURANCE**

- 15.1 **Indemnity of Officers:** Subject to clause 15.2, every Officer, Member or employee of the Society may be indemnified by the Society:

- (a) in respect of liability to any person other than the Society for any act or omission in their capacity as an Officer, Member or employee, and costs incurred by them in defending or settling any claim or proceeding relating to any such liability; and
- (b) for any costs incurred by them in any proceeding that relates to liability for any act or omission in their capacity as an Officer, Member or employee in which judgment is given in their favour, or in which they are acquitted, or which is discontinued,

and this indemnity will continue in force, despite any subsequent revocation or amendment of this clause, in relation to any liability which arises out of any act or omission by an Officer, Member or employee prior to the date of such revocation or amendment, but will be subject to any limitations contained in any deed or agreement from time to time in force between the Society and the Indemnified Person relating to indemnities.

15.2 **Exceptions:** An indemnity conferred by clause 15.1(a) will not apply in respect of:

- (a) any criminal liability; or
- (b) in respect of an Officer, a liability that arises in respect of a breach out of the duty to act in good faith and in the best interests of the Society; or
- (c) in respect of an employee or Member, a liability that arises in respect of a breach of any fiduciary duty owed to the Society.

An indemnity conferred by clause 15.1 will not apply in respect of any liability or costs in respect of which an indemnity is prohibited by any legislation or law.

15.3 **Insurance:** The Society may, with the prior approval of the Executive, effect insurance for an Officer, Member or employee of the Society, in respect of:

- (a) liability, not being criminal liability, for any act or omission in such capacity;
- (b) costs incurred by them in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by them in defending any criminal proceedings that have been brought against the Officer or employee in relation to any act or omission in his or her capacity as an Officer or employee and in which they are acquitted.

15.4 **Definitions:** In this clause 15, words given extended meanings in the Act have those extended meanings.

16. INTERESTS OF OFFICERS

16.1 **Disclosure of Interests:** An Officer must comply with the Act (relating to disclosure of interest of officers) but failure to comply with that section does not affect the operation of clause 16.2.

16.2 **Personal involvement of Officers:** Notwithstanding any rule of law or equity to the contrary, but subject to the Act (relating to avoidance of transactions in which an Officer is Interested) and section 36(4)(a) of the Financial Reporting Act 2013 (prohibiting a director from acting as auditor of a specified entity), an Officer may:

- (a) contract with the Society in any capacity;
- (b) be a party to any transaction with Society;
- (c) have any direct or indirect personal involvement or Interest in any transaction or arrangement to which the Society is a party or in which it is otherwise directly or indirectly interested or involved;
- (d) become a director or other officer of, or otherwise Interested in, any corporation promoted by the Society or in which the Society may be directly or indirectly Interested; and
- (e) retain any remuneration, profit or benefits in relation to any of the foregoing,

and no contract or arrangement of any kind referred to in this clause may be avoided by reason of an Officer's Interest.

16.3 **Interested Officers may not vote:** An Officer who is Interested in a transaction entered into, or to be entered into, by the Society may not:

- (a) vote on any matter relating to the transaction; or
- (b) sign a document relating to the transaction on behalf of the Society; however,

an Officer who is Interested in a transaction may attend a meeting of the Executive at which any matter relating to the transaction arises and be included among the Officers present at the meeting for the purposes of a quorum.

16.4 **Executive to call Special General Meeting:** If, in respect of a matter, 50% or more Officers are prevented from voting under clause 16.3, the Executive must call a Special General Meeting to determine that matter.

PART FIVE – ADMINISTRATIVE AND OTHER MATTERS

17. RECORDS

17.1 **Register of Members:** The Executive must keep an up-to-date register of Members, recording for each Member their name, contact details and any other information required by this Constitution, the Bylaws or prescribed by the Act.

17.2 **Register of interests:** The Executive must at all times maintain an up-to-date register of interests disclosed by Officers, as required by the Act.

17.3 **Member access to records:** At any time, a Member may make a written request to the Society for information held by it in accordance with the Act. The Executive may provide that information or refuse to provide that information, in each case, in accordance with the Act.

18. DISPUTE RESOLUTION

- 18.1 **Raising disputes:** Any Member may raise a dispute, grievance or complaint against another Member (or their Representatives or agents), the Executive or the Society, in respect of that Member's involvement in the Society's activities.
- 18.2 **Decision not to progress matter:** The Executive may not decide to proceed with a dispute, grievance or complaint raised under clause 18.1 if:
- (a) the matter is trivial;
 - (b) the matter does not appear to disclose any misconduct or damage to that member's rights or interests;
 - (c) the complaint or grievance is without foundation or there is no apparent evidence to support it; or
 - (d) the conduct, incident or issue has already been dealt with and investigated on behalf of the Society.
- 18.3 **Disciplinary proceedings:** The Executive may initiate a disciplinary procedure against a Member regarding alleged misconduct or contravention of the Constitution or the Bylaws.
- 18.4 **Disputes Panel:** Upon receipt of any grievance or complaint from a Member or following the initiation of a disciplinary procedure, the Executive must appoint three persons to form a Disputes Panel to hear the matter and propose a resolution to the Executive. No person may be appointed to the Disputes Panel if there are reasonable grounds to believe they may not be impartial or able to consider the matter without a predetermined view.
- 18.5 **Dispute procedure:** The Disputes Panel must conduct the hearing and determination of the dispute in accordance with the Act, including conducting the hearing in accordance with the principles of natural justice and any minimum requirements imposed by the Act.⁹ The Bylaws may further provide for the dispute resolution procedure.
- 18.6 **Executive to approve outcome:**
- (a) After receiving the proposed resolution from the Disputes Panel, the Executive must determine whether to approve the proposed resolution or not.
 - (b) If there are reasonable grounds to believe that an Executive may not be impartial or able to consider the matter without a predetermined view, that Officer must be excluded from voting on the proposed resolution however, may be included among the Officers present at the meeting for the purposes of a quorum.
 - (c) If a majority of Officers are excluded from voting on a proposed resolution under clause 18.6(b), the Executive must call a Special General Meeting for the purposes of voting to approve or reject the proposed resolution.
 - (d) The decision of the Executive or a General Meeting to approve or reject a recommendation from the Disputes Panel is final and will not be subject to the review under this clause 18.

⁹ See Schedule 2 of the Incorporated Societies Bill.

18.7 **Other remedies:** Nothing in this Constitution will affect a person's right to pursue alternate dispute resolution remedies.

19. METHOD OF CONTRACTING

19.1 **Deeds:** A deed which is to be entered into by the Society may be signed on behalf of the Society, by:

- (a) two or more Officers; or
- (b) an Officer, or any person authorised by the Executive, whose signature must be witnessed; or
- (c) one or more attorneys appointed by the Society.

19.2 **Other written contracts:** An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Society, may be signed on behalf of the Society by a person acting under the express or implied authority of the Society.

19.3 **Other obligations:** Any other obligation or contract may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.

19.4 **Common seal:** If the Act requires the Society to have a common seal, that common seal will be in custody of the Executive or any person authorised by the Executive and must only be affixed to any document in accordance with the Act. Notwithstanding this clause 19.4, the Society may execute or enter into any obligation or contract in accordance with Subpart 1, Part 2 of the Property Law Act 2007.

20. FINANCE

20.1 **Balance date:** The balance date and end of financial year of the Society will be 31 March each year.

20.2 **Financial records:** The Executive must cause to be maintained proper financial records, including producing annual financial statements.

20.3 **Treasurer:** The Executive must appoint a treasurer, who does not need to be an Officer, to manage the finances of the Society.

21. LIQUIDATION, WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS

21.1 **Removal from the register:** If the Society has ceased operating, discharged its debts and liabilities to its known creditors and distributed its surplus assets in accordance with this Constitution, the Executive may apply to the Registrar of Incorporated Societies to remove the Society from the register.

21.2 **Obligations during liquidation etc:** If the Society is placed into liquidation, each Member's liability to the Society will be limited to the balance of any annual subscription, fee or levy unpaid at the time the order for the appointment of a liquidator is made.

21.3 **Distribution of assets:** If the Society is wound up, liquidated or removed from the Register of Incorporated Societies, or a resolution to do so is passed by the Members at a General Meeting, no distribution of surplus assets will be made to any Members but instead must be made to a not-for-profit entity that has a similar purpose to the Society as determined by the Executive or as specified in a resolution of the Members passed at a General Meeting.

22. AMENDMENTS TO THE CONSTITUTION

22.1 **Amendment at General Meeting:** The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a 75% majority of votes cast by Members present and voting.

22.2 **Proposed motions to amend the Constitution:** Any proposed motion to amend or replace this Constitution must:

- (a) be signed by the greater of five per cent of current Financial Members or five Financial Members and given in writing; or
- (b) be approved by the Executive.

22.3 **Accompanying information:** Any motion to amend the Constitution must be accompanied by a written explanation for the reasons for the proposal, and any recommendations the Executive has.

22.4 **Minor technical amendments:** The Executive may, by unanimous resolution, amend this Constitution if the amendment has no more than a minor effect, corrects errors or makes similar technical amendments:

- (a) The Executive must provide written notice to every Financial Member of the Society stating the text of the amendment and that the Financial Member has a right to object to the amendment.
- (b) If no objection is received within 20 working days after the date the notice is served, the Committee may make the amendment.

22.5 **Updates to the Act:** If, following replacement or amendment of the Act, this Constitution is no longer consistent with the Act, the Executive may, by unanimous resolution, amend this Constitution to the extent required to make it consistent with the Act.