

NZ Founders Society Incorporated

Constitution (Dated 22 March 2025)

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1. Introductory rules

1.1 Name

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

1.2 Charitable status

The **Society** is registered as a charitable entity under the Charities Act 2005.

1.3 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.

'**Branch**' means a geographic area of not less than 20 registered Society members which exists at the date of this Constitution becoming operative or which the Committee has resolved should constitute a **Branch**.

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

'**Committee**' means the **Society's** governing body.

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

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

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers** kept under this **Constitution** and as required by section 73 of the **Act**.

'**In writing**' means any form including letters, electronic mail, or other similar means of communication.

'**Matter**' means—

1. the **Society's** performance of its activities or exercise of its powers; or

2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'Member' means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

'Notice' to Members includes any notice given by email (or other electronic means), post, or courier.

'Officer' means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**.

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

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

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

'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, public holidays.

1.4 Purposes

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

- Stimulating interest and take an active part in activities relating to early New Zealand history.
- Maintaining a collection of material of any format connected with the early arrivals to New Zealand.
- Telling, writing and publishing the stories of the early arrivals.
- Supporting others by way of research/publication grants.
- Encouraging the preservation of historical places, buildings and monuments, particularly those associated with the early arrivals to New Zealand.
- Commemorating the arrival of early New Zealanders.
- Maintaining friendly and mutually working relationships with other historical organisations with similar aims.

1.5 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.

1.6 By-Laws

The **Society** By-Laws provide clarity to Society Members about the organisations procedures and rules.

1.7 Restrictions on society powers

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

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- The **Society** does not have the power to borrow money.
- The **Society** does not have the power to loan or advance money.
- The **Society** does not have the power to give or donate to individuals or organisations that do not have a similar purpose to the **Society**.

2. Members

2.1 Minimum number of members

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

2.2 Types of members

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

- **Member**
A **Member** is an individual who provides evidence that their forebears arrived in New Zealand prior to 31 December 1865 admitted to membership under this **Constitution** and who has not ceased to be a **Member**.
- **Life Member**
A **Life Member** is a **Member** honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
- **Honorary Member**
An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.
- **Associate Member**. An **Associate Member** is a person who was an **Associate Member** of the Society on 31 December 2024 and who has not ceased to be an **Associate Member**". An **Associate**

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Member shall have the same obligations, rights and privileges of a **Member**.”

2.3 Consent to becoming a Member

Every applicant for membership must consent in writing to becoming a Member and this consent shall be retained in the Society's membership records.

2.4 Process of becoming a Member

An applicant for membership must complete and sign any application form and supply any information, as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

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

2.5 Register of Members

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

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

- Their name, and
- 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
- Their contact details, including —
 - A physical address or an electronic address,
 - A telephone number, and
 - An email address (if any)
- Whether the **Member** is financial or unfinancial

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

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

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

2.6 Access to information for members

A **Member** may at any time make a written request to the **Society** for information held by the **Society** in accordance with Sections 80 to 83 of the **Act**.

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

2.7 Members' obligations and rights

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.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment, records, resources, intellectual property 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.
- No **Member** may purport to represent the views of the **Society** by speech, writing, interview or by any electronic means, and other ways of communication, without the approval of the **Committee**

2.8 Subscriptions and fees

The annual subscription and any other fees for membership for the financial year (commencing after the date of the **Annual General Meeting**) shall be set by resolution of an **Annual General Meeting**. The annual subscription shall be due on the last day of the first month of the financial year.

Where a **Member** joins the **Society** during the financial year, the subscription terms are set out in the Bylaws of the Society.

Any **Member** failing to pay the annual subscription (including any periodic payment) or any levy, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment, records, resources, intellectual property and other property until all the arrears are paid. If such arrears are not paid within 4 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership.

2.9 Ceasing to be a member

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

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

- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death or
- by resolution of the **Committee** where any subscriptions or fees remain unpaid as above or
- by resolution of the **Committee** where in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member**, or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

2.10 Obligations once membership has ceased.

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

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material held on behalf of the **Society**.
- shall cease to be entitled to any of the rights of a **Society Member**.

2.11 Becoming a member again.

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 **Committee**.

If a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the **Committee**.

3. Committee

3.1 Committee composition

The **Committee** will consist of the following **Officers**:

- **Chairperson**
- **Deputy Chairperson**
- **Secretary**
- Treasurer
- Membership Secretary
- One representative from each of the Societies Branches.

3.2 Qualifications of officers

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

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society** under section 47(3) of the **Act** or section 16 of the Charities Act 2005

A majority of the **Officers** on the **Committee** must be **Members** of the **Society**.

3.3 Election or appointment of officers

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

1. The term of office for all **Officers** elected to the **Committee** shall be one year, expiring at the end of the **Annual General Meeting** following their election.
2. **Officers** shall be elected during **Annual General Meetings**. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 20 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**. If the vacancy is of the Chairperson, then the Deputy Chairperson will assume this position.
4. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of 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 above).

3.4 Functions of the committee

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

3.5 Powers of the committee

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

3.6 Sub-committees

The **Committee** 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 **Committee**:

- the quorum of every sub-committee is three (3),
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**,
- a sub-committee must not further delegate any of its powers, and
- a sub-committee must report to the **Committee** in the timeframe resolved by the **Committee**.

3.7 Committee meetings

3.7.1 Procedure

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

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

1. by the number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

If at a meeting of the **Committee**, the **Chairperson** and **Deputy Chairperson** are not present, the members of the **Committee** present may choose one of their number to be Chairperson of the meeting.

A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote. The **Chairperson** does not have a casting vote in the event of a tied vote on any resolution of the **Committee**.

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

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

3.7.2 Frequency

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or another **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days'** notice of **Committee** meetings, but in cases of urgency, as determined by the **Chairperson** and **Deputy Chairperson**, a shorter period of notice shall suffice.

3.8 Officers' duties

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:
 - the nature of the **Society**,
 - the nature of the decision, and
 - 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.

3.9 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society**, with effect from the date specified in a resolution of the **Committee** or **Society**, where in the opinion of the **Committee** or the **Society** —

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

3.10 Ceasing to hold office

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

Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers, electronic files and other property of the **Society** held by such former **Officer**.

3.11 Conflicts of interest

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

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

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

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

1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

4. Annual General meetings

4.1 When they will be held

An **Annual General Meeting** shall be held once a year on a date and at one or more venues by a quorum of **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.

The **Annual General Meeting** must be held:

- no later than 6 months after the balance date of the **Society** and
- no later than 15 months after the previous annual general meeting.

4.2 Information to be presented to the Annual General Meeting

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

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the financial statements for that period, and
- 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).

4.3 Business of the Annual General Meeting

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- elect the members of the next **Committee** and
- consider any general business.

4.4 Procedure for Conducting Annual General Meetings

4.4.1 Manner of calling Annual General Meetings

The **Committee** shall give all **Members** at least 15 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**.

The **Annual General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **Annual General Meeting**, except where 30% of **Members** have not received notification.

4.4.2 Chairing of the Annual General Meeting

All **Annual General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall be chaired by the **Deputy Chairperson** or if also absent, the meeting shall elect another member of the **Committee** to chair that meeting.

Any person chairing a **General Meeting** has a deliberative vote, but in the event of a tied vote, the vote will be taken a second time, and in the event of a further tied vote, the vote will be defeated.

Any person chairing a **Annual General Meeting** may —

- 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.
- Direct that any person not entitled to be present at the **Annual General Meeting**, or obstructing the business of the **Annual 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 **Annual General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **Annual General Meeting** or declare it closed.

4.4.3 Motions to the Annual General Meeting

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

Any **Member** may request that a motion be voted on ('**Member's Motion**') at an **Annual General Meeting**, by giving notice to the **Secretary** or **Committee** at least 25 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **Annual General Meeting**

is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice of the Annual General Meeting**.

4.4.4 Quorum of Annual General Meetings

No **Annual General Meeting** may be held unless at least 15 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of 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.

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

4.4.5 Voting at Annual General Meetings

Only financial **Members** may vote at **Annual General Meetings** in one of the following means:

- in person, or
- by a signed original written proxy in favour of some individual entitled to be present at the meeting and recorded by the **Secretary** before the commencement of the **Annual General Meeting**, or
- cast a postal vote or
- cast a vote by electronic means.

Voting at an **Annual 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.

Two **Members** (who are not nominees) or non-**Members** appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers (the timing to be determined by the **Chairperson**).

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those voting in accordance with the means above.

4.5 Minutes

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

4.6 Resolution in lieu of an Annual General Meeting

The **Society** may pass a written resolution in lieu of an **Annual 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.

The process to be followed is as determined by Sections 89 to 92 of the **Act**.

4.7 Special General Meetings

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

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 25 of **Members**.

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

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

5. Finances

5.1 Control and management

The funds and property of the **Society** shall be—

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

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records that—

1. ensures all money received on account of the **Society** is promptly banked, and
2. all payments made have been appropriately authorised, and
3. correctly record the transactions of the **Society**, and
4. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
5. ensure that funds designated for specific purposes, or regions (as detailed in the Bylaws) are identified, and
6. would enable the financial statements to be readily and properly audited (if required under any legislation or by resolution at an Annual General Meeting), and
7. are kept in written form or in a form or manner that is easily accessible and convertible into written form, and
8. must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

5.2 Balance date

The **Society's** financial year shall commence on 1 January of each year and end on 31 December (the latter date being the **Society's** balance date).

6. Dispute resolution

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

The **Society** adopts the processes in Schedule 2 of the **Act** for handling any dispute and may adopt additional processes as determined by the Bylaws so long as they are consistent with the rules of natural justice.

7. Liquidation and removal from the register

7.1 Resolving to put society into liquidation

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

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

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

7.2 Resolving to apply for removal from the register

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

The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

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

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

7.3 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(s) as defined in section 5(1) of the Charities Act 2005. Any such organisation must have a similar clause in its constitution.

8. Alterations to the constitution

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

The **Society** may amend or replace this **Constitution**:

- at an **Annual General Meeting** by a resolution passed by a simple majority of those **Members** present and voting, or
- by a resolution passed in lieu of an **Annual General Meeting** by a 75% majority.

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

If 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.

9. Administrative Matters

9.1 Registered office

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

Changes to the registered office shall be notified to the Registrar of Incorporated Societies in a form and as required by the **Act**.

9.2 Contact person

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

The **Society's** contact person must be:

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

A contact person can be appointed by the **Committee** or elected by the **Members** at an **Annual General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and

- a telephone number.

Any change in 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.

10. Other

10.1 Bylaws, Policy and Procedures

10.1.1 Bylaw Conditions

No bylaws, policies, procedures or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

10.1.2 Bylaw Revisions

Except for those bylaws listed in 10.1.3, the **Committee** from time to time may make and amend bylaws, policies and procedures for the conduct and control of **Society** activities and codes of conduct applicable to **Members**.

10.1.3 Bylaws to be amended by a General Meeting

The following bylaws may only be AMENDED by agreement at an Annual General Meeting or Special General Meeting:

- Bylaws which relate to the election of a Branch representative to the Committee may only be amended by resolution of the Society at an Annual General Meeting or a Special General Meeting.”