



**Constitution
of**

**SPELD New Zealand Incorporated
Te Rōpū Whaka Oho Matauranga**

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Constitution of SPELD New Zealand

1 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.

‘Board’ means the **Society’s** governing body.

‘Chairperson’ means the **Officer** responsible for chairing **General Meetings** and Board meetings, and who provides leadership for the **Society**.

‘Chief Executive Officer’ means the person appointed by the Board to manage and administer the Society.

‘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**.

Life Member means a person honoured for eminent service to the **Society** after a nomination to the **Board** by two members of the **Society** with voting rights which has been endorsed by the **Board**.

‘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, 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**, including any Chief Executive Officer.

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

‘**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, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2 Details of SPELD New Zealand Incorporated

2.1 Name

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

The Society was first incorporated on 14 September 1976.

2.2 Charitable status

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

2.3 Contact person

The **Society’s** contact person is the Chief Executive Officer. Their name is 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.

3 Purposes and Powers

3.1 Purpose

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely advancing education by creating a better world for people with Specific Learning Disabilities. Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

4 Members

4.1 Minimum number of members

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

4.2 Becoming a member: consent

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

4.3.1 Becoming a member: process

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

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

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records. Applying for membership is deemed to be written consent.

4.3.2 Members' obligations and rights

(a) Every **Member** shall:

- provide the **Society** in writing with that **Member's** name and contact details (namely, physical and email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute or that is any other way prejudicial to the Society, its objects and aspirations.
- treat all members and persons appointed or employed by the Society with respect and dignity.
- not make (or purport to make) representation on behalf of the Society to the Government on matters concerning people with SLD except with permission or through the Board or Chief Executive Officer (apart from approaches to local representatives of Government on local matters).

(b) 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**.

(c) 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**.

(d) 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.

4.4 Ceasing to be a member

(a) 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 **Board**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 2 calendar months of the due date for payment, or
- In the opinion of the **Board** the **Member** has brought the **Society** into disrepute.

(b) Membership is deemed to cease with effect from (as applicable):

- 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
- the date of termination of the **Member's** membership under this **Constitution**, or
- 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
- 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.

5 General meetings

5.1 Procedures for all general meetings

(a) The **Board** shall give all **Members** at least 20 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

(b) 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**.

(c) Only financial **Members** and Life Members may attend, speak and vote at **General Meetings**:

- in person, or
- by a signed original written proxy (an email or copy is acceptable) in favour of some individual entitled to be present at the meeting and received by the **Chief Executive Officer** at least 48 hours before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Chief Executive Officer**, and
- no other proxy voting shall be permitted.

(d) No **General Meeting** may be held unless at least 30 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.

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

(f) 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.

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

(h) 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 **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

5.2 Conduct of General Meetings

- (a) All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the Deputy Chairperson shall chair that meeting.
- (b) Any person chairing a **General Meeting** may:
- i) 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.

- ii) 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
 - iii) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- (c) 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**.
- (d) Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Chief Executive Officer** at least 30 **Working Days** before that meeting. The **Member** must also provide information in support of the motion (**Member's Information**'). If notice of the motion is given to the **Chief Executive 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**..

5.3 Minutes

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

5.4 Annual General Meetings: when they will be held

(a) 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.

(b) The **Annual General Meeting** must be held no later than the earlier of the following:

- 6 months after the balance date of the **Society**; and
- 15 months after the previous annual meeting.

5.5 Annual General Meetings: business

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**,
- review and adopt the annual report on the operations and affairs of the **Society** as presented by the Board for the most recently completed accounting period,
- review and adopt the **Board's** report on the annual financial statements for that period,
- set any subscriptions for the current financial year,

- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- review the 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) as presented by the Board, and
- consider any general business.

5.6 Special General Meetings

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

- The **Board** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the **Meeting**.

6 Board

6.1 Board composition

(a) The **Board** will consist of at least 3 **Officers** and no more than 9 **Officers**.

(b) A majority of the **Officers** on the **Board** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

6.2 Functions of 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**.

6.3 Powers of the Board

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**. The Board may establish sub-committees for specific purposes. Sub-committee members are appointed by the Board and report to it. Sub-committees may not make binding decisions unless authorised. The Board may dissolve any sub-committee at any time.

7 Board meetings

7.1 Procedure

(a) The quorum for **Board** meetings is at least half the number of members of the **Board**, or three members, whichever is the greater number. Where there is an odd number of Board members the quorum is half the number of members rounded up to the next full number.

(b) 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 or by 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.

(c) 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.

(d) The members of the **Board** shall elect one of their number as chairperson of the **Board**. 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 be chairperson of the meeting.

(e) The chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Board**.

(f) Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

8 Officers

8.1 Qualifications of officers

(a) 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**.

(b) **Officers** must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely:

- a. a person who is under 16 years of age;

- b. a person who is an undischarged bankrupt;
 - c. 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;
 - d. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005;
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4 of the **Act**;
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - iii. an offence under section 143B of the Tax Administration Act 1994;
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii); or
 - v. 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; or
 - 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**.
- (c) Prior to election or appointment as an **Officer** a person must —
- consent in writing to be an **Officer**, and
 - certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.
- (d) Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

8.2 Election or appointment of officers

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

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Board** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. 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) and endorsed by at least three **Members**, shall be received by the **Society** at least 30 **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** provided that written information on the nominated person is made available at the same time for members to consider before voting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).
4. 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.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. In addition to **Officers** 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 above).

8.3 Officer's 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.

8.4 Term

The term of office for all **Officers** elected to the **Board** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

- No **Officer** shall serve for more than 3 consecutive terms.
- No **Chairperson** shall serve for more than 6 consecutive years as **Chairperson**.

8.5 Removal of officers

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

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

with effect from (as applicable) the date specified in a resolution of the **Board** or **Society**.

8.6 Conflicts of interest

(a) 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 **Board** and or sub-committee, and

2. in an **Interests Register** kept by the **Board**.

(b) 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**.

(c) 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 **Board** and/or sub-committee relating to the **Matter** unless all members of the **Board** 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 **Board** who are not interested in the **Matter** consent; but
3. 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, 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.

(e) 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.

(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**.

9 Records

9.1 Register of Members

(a) 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**, and
- Their contact details, including —
 - A physical address or an electronic address, and
 - A telephone number.
- whether the **Member** is financial or unfinancial

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

(c) 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**.

9.2 Interests Register

The **Board** shall always maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

9.3 Access to information for members

(a) A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

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

(c) 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.

(d) 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**.

(e) 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.

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

10 Finances/Pūtea

10.1 Control and management

(a) The funds and property of the **Society** shall be—

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

(b) The **Board** shall maintain bank accounts in the name of the **Society**.

(c) All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.

(d) All accounts paid or for payment shall be submitted to the **Board** for approval of payment.

(e) The **Board** must ensure that there are always kept 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**).

(e) (f) The **Board** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

(g) 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**.

10.2 Balance date

The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

11 Dispute resolution

11.1 A disagreement or conflict is a “**dispute**” if:

11.1.1 it is between:

- (a) 2 or more Members; or
- (b) 1 or more Members and the Society; or
- (c) 1 or more Members and 1 or more Officers; or
- (d) 2 or more Officers; or
- (e) 1 or more Officers and the Society; or
- (f) 1 or more Members or Officers and the Society; and

11.1.2 the dispute relates to an allegation that:

- (a) a Member or an Officer has engaged in misconduct; or
- (b) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
- (c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

11.1.3 A Member, an Officer, or the Society makes a complaint if, in accordance with the Society's Constitution:

- (a) the Member or Officer starts a procedure for resolving a dispute in accordance with the Constitution; or
- (b) the Society starts a procedure for resolving a dispute in accordance with the Constitution (for example, the society starts a disciplinary action against a member or an officer in relation to an allegation referred to in clause 11.1.2(a) or (b)).

11.2 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. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

11.3 Despite clause 11.2 above, the Society may decide not to proceed further with a complaint for one or more of the reasons set out in paragraph 6, Schedule 2 of the Act.

11.4 The **Society** may refer a complaint to:

- a. a sub-committee or an external person to investigate and report; or
- b. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

11.5 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).

11.6 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.

12 Alterations to the constitution

12.1 Amending this constitution

(a) 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**.

(b) 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.

(c) That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

(d) Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5% eligible **Members** and given in writing to the Chief Executive Officer at least 120 **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.

(e) At least 90 **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.

(f) 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.

(g) 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 Liquidation and removal from the register

13.1 Resolving to put society into liquidation

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

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

(c) 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**.

(d) Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

13.2 Resolving to apply for removal from the register

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

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

(c) 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**.

(d) Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

13.3 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 or purposes as defined in section 5(1) of the Charities Act 2005.

