
**CONSTITUTION OF
INTERPRETING NEW ZEALAND INCORPORATED**

CONTENTS

1.	DEFINITION AND INTERPRETATION	1
2.	NAME.....	2
3.	PURPOSES	2
4.	PURPOSES PARAMOUNT	3
5.	CHARITABLE STATUS	3
6.	POWERS	3
7.	MEMBERSHIP	3
8.	THE COMMITTEE.....	6
9.	OFFICER QUALIFICATIONS	9
10.	MEETINGS OF THE COMMITTEE	9
11.	GENERAL MEETINGS	10
12.	DISPUTE RESOLUTION PROCEDURES	12
13.	AMENDMENT OF CONSTITUTION	12
14.	BYLAWS.....	13
15.	FINANCES.....	13
16.	INDEMNITY AND INSURANCE.....	14
17.	CONTRACTING METHOD.....	14
18.	REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY	14
19.	SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION	15
	SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES.....	16

INTRODUCTION

- A. Interpreting New Zealand Incorporated (the “**Society**”), previously known as Wellington Community Interpreting Service Incorporated, is an incorporated society that was incorporated on 13 May 1993 and is governed by a constitution registered with the Incorporated Societies Register on 17 December 2021.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Society.

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
 - (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) “**Administrative Staff**” means permanent employees of the Society (i.e. persons employed by the Society on a permanent written employment agreement, whether full-time or part-time) and who are not interpreters, including casual interpreters.
 - (c) “**Chairperson**” means the person who chairs Committee Meetings and General Meetings. If the Chairperson is absent or unable to act as Chairperson at a Committee Meeting or General Meeting, the Committee will select a Committee Member to be the Chairperson.
 - (d) The “**Committee**” means the Committee Members elected or appointed in accordance with clause 8 of this Constitution.
 - (e) A “**Committee Member**” or “**Committee Members**” means those Committee Members for the time being and anyone who is elected or appointed as a Committee Member of the Society in accordance with clause 8 of this Constitution.
 - (f) A “**Financial Member**” or “**Financial Members**” means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 7.7. Financial Members do not include employees of the Society who are Members while they are employed by the Society.
 - (g) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
 - (h) A “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Society in accordance with clause 7.2.
 - (i) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by

email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered within five (5) calendar days of being sent. If a Member or Committee Member does not receive Notice of a General Meeting or Committee Meeting for reasons outside of the Committee's control or because of the Member's or Committee Member's failure to update the Committee with their contact details, then the failure to give notice to the Member or Committee Member will not invalidate the General Meeting or Committee Meeting.

- (j) An “**Officer**” or “**Officers**” means the Committee Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (k) The “**Purposes**” means the purposes in clause 3.1 of this Constitution.
- (l) The “**Society**” is this society that was incorporated on 13 May 1993.
- (m) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in Wellington New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes emails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

- 2.1 The name of the Society is **INTERPRETING NEW ZEALAND INCORPORATED** or such other name approved by a General Meeting and in accordance with the Act.

3. **PURPOSES**

- 3.1 The Society is dedicated to charitable activities, including:

- (a) **Support Non-English Speakers:** Help them access rights and services by overcoming language barriers;
- (b) **Provide Quality Interpreting Services:** Offer high-quality interpreting and support for interpreters in New Zealand; and
- (c) **Raise Awareness and Promote Professionalism:** Educate about the benefits and proper use of interpreters and maintain high standards in the interpreting profession.

4. **PURPOSES PARAMOUNT**

4.1 Notwithstanding anything contained or implied in this Constitution:

- (a) The Purposes are paramount. Nothing in this Constitution authorises the Society to do anything that does not accord with the Purposes. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the Purposes.
- (b) The Committee must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

5. **CHARITABLE STATUS**

- 5.1 The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Society. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

6. **POWERS**

- 6.1 Subject to clauses 4 and 5, the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.

7. **MEMBERSHIP**

Admission of Members

- 7.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 7.2 Any consenting person or body corporate who agrees with the Purposes of the Society can, subject to the Committee's approval, become a Member of the Society by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clause 7.10. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on the body corporate's express or implied authority. In considering whether to accept or withhold approval of a membership application, the Committee may consider:

- (a) what is in the best interests of the Society;
- (b) whether approving the application is in furtherance of the Society's purposes; and
- (c) what is fair and reasonable in the circumstances.

7.3 The Society has the following classes of membership:

- (a) **Individual Members:** being natural persons who have applied to become Members in accordance with clause 7.2 and paid the Individual Member subscription. Individual Members will enjoy full rights of membership, including voting rights. Administrative Staff can apply to become Individual Members in accordance with clause 7.2, however, notwithstanding anything to the contrary in this Constitution, will not count towards quorum and have no voting rights pursuant to clauses 11.13 and 11.17 and will not be required to pay a subscription pursuant to clause 7.11.
- (b) **Corporate Members:** being bodies corporate who have applied to become Members in accordance with clause 7.2 and paid the Corporate Member subscription. Corporate Members must nominate a representative to be recorded on the register of Members as having the authority to exercise the Corporate Member's right to vote and must notify the Committee of any change to their nominated representative. Corporate Members will enjoy full rights of membership, including voting rights.

7.4 The Committee must keep an up to date register of Members containing:

- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) class of membership;
 - (vi) subscriptions and fees paid (if any);
- (b) for any Corporate Member, the name and contact details of the Corporate Member representative for General Meetings;
- (c) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
- (d) any other information required by the Committee or by the Act.

7.5 Members must notify the Committee of any change to their information recorded on the register of Members.

Membership obligations and rights

- 7.6 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- 7.7 A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term “**Financial Members**” is used to refer to such Members throughout the Constitution.
- 7.8 The Committee may decide what access or use Financial 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.
- 7.9 No Member is liable for an obligation of the Society by reason only of being a Member.

Membership subscriptions and fees

- 7.10 The Committee may require Members of the Society to pay a subscription of such amount or amounts and by such date as may from time to time be fixed at a General Meeting or by resolution in lieu of Meeting. The General Meeting or resolution in lieu of Meeting may impose a subscription on Members in different classes of membership.
- 7.11 The Committee may also require Members of the Society to pay a one-off fee for events, activities or similar, as determined from time to time by a majority resolution of the Committee.
- 7.12 If a Member fails to pay any subscriptions or fees by the due date, the Committee reserves the right to charge interest calculated at 1.5% per month, together with collection costs. The Committee may exercise this right by giving at least two (2) weeks’ Notice to the Member.

Cessation of Membership

- 7.13 Any Member of the Society may resign their membership at any time by giving to the Committee Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- 7.14 Unless otherwise determined by a majority resolution of the Committee, any Member who fails to pay any subscription or fees for six (6) months after they have become due will be deemed to have resigned their membership.
- 7.15 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- 7.16 The Committee may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Committee, makes their membership in the Society undesirable.
- 7.17 After following the dispute resolution procedures set out in Schedule One, the Committee may decide by passing a resolution of not less than three-quarters (3/4) to terminate a Member’s membership if the Member has:
- (a) breached this Constitution, the Society’s bylaws, or the Act; or
 - (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.

- 7.18 Unless otherwise determined by a majority resolution of the Committee, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of their membership and must return to the Society all material produced by the Society.

Re-admission of former Members

- 7.19 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 7.2.
- 7.20 If a former Member was removed pursuant to clause 7.16 and/or 7.17, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Committee.

8. THE COMMITTEE

- 8.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Committee. The Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

Number of Committee Members

- 8.2 The Committee must have a minimum of five (5) and a maximum of eight (8) Committee Members who are natural persons appointed or elected at a General Meeting or otherwise appointed in accordance with this clause 8. A majority of the Committee must also be Members of the Society, or representatives of bodies corporate that are Members of the Society.

Election or Appointment of Committee Members

- 8.3 Where there are less than the minimum number of Committee Members required by clause 8.2, the Committee may appoint additional Committee Members from the Members of the Society who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Committee Members, the Committee may carry out essential matters but may not undertake any action or make any decision until the number of Committee Members is increased to the minimum number PROVIDED THAT the Committee (once it has the minimum number of Committee Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Committee was composed of less than the minimum number of Committee Members required by clause 8.2.
- 8.4 One (1) of the Committee Members will be appointed by permanent Individual Members who are Administrative Staff of the Society as their representative ("**Staff Representative**").
- 8.5 The election of Committee Members, excluding the Staff Representative, will be conducted in the following manner:
- (a) a candidate's written nomination, accompanied by their consent under clause 9.1 either in writing or by electronic means, must be delivered to the Committee ten (10) Working Days before the date of the General Meeting (typically the Annual General Meeting);
 - (b) subject to the term limits set out in clause 8.7, a Committee Member who is eligible for re-election may deliver their written nomination accompanied by

their consent under clause 9.1 to the Committee ten (10) Working Days before the date of the General Meeting;

- (c) Notices given to the Committee under this clause 8.4 must contain sufficient detail required by the Committee including the nominated Financial Member's full name;
 - (d) if there are insufficient numbers of nominees received for the positions on the Committee which need to be filled, the Committee may adopt other processes at the General Meeting to fill the vacancies, including accepting nominations from the floor;
 - (e) any other administrative processes at the election of Committee Members will be managed in a manner determined by the incoming Committee; and
 - (f) if any vote in an election of Committee Members is tied, the tie must be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- 8.6 The Staff Representative will be appointed and removed by a majority of the Individual Members who are Administrative Staff. The Individual Members who are Administrative Staff will elect one (1) from their numbers to be the Staff Representative by a simple majority. Any administrative processes for the election and appointment of the Staff Representative will be managed in a manner determined by the Committee. The appointment or removal of the Staff Representative will take effect upon delivery of the (simple majority) resolution of the Individual Members who are Administrative Staff and the Staff Representative's consent under clause 9.1 to the Committee.

Terms

- 8.7 Except for the Staff Representative, each Committee Member's election will be subject to the following, unless otherwise determined by resolution of two-thirds (2/3) of the Committee:
- (a) each Committee Member will be elected for a term of two (2) years;
 - (b) if after the initial two-year term, a Committee Member wishes to continue in their role as a Committee Member, they can be elected for two (2) further two-year terms; and
 - (c) after a Committee Member has served for three (3) terms, the Committee Member must stand down for at least four (4) years before they are eligible to seek re-election.
- 8.8 The Individual Members, who are Administrative Staff may include a term limit for the Staff Representative by resolution of a majority of Individual Members who are Administrative Staff.
- 8.9 If required for continuity, the Chairperson may be appointed for one (1) further year by a resolution of two-thirds (2/3) of the other Committee Members.

Removal from Committee

- 8.10 A Committee Member will cease to hold the office of the Committee if the Committee Member:
- (a) commits an act of bankruptcy;

- (b) dies;
- (c) retires or resigns as a Committee Member by giving prior Notice of their resignation to the Committee;
- (d) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;
- (e) becomes disqualified to be an Officer in accordance with the Act; or
- (f) otherwise becomes disqualified to be a Committee Member of the Society in accordance with this Constitution; or
- (g) is the Staff Representative, and the Staff Representative has terminated their employment and is not an Administrative Staff member.

8.11 If a Committee Member is:

- (a) in the opinion of a majority of the other Committee Members, physically or mentally incapable of acting as a Committee Member; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Committee Members, makes their position as a Committee Member undesirable,

then, by resolution of half plus one (1) of the other Committee Members, be removed as a Committee Member of the Society immediately (unless the resolution states otherwise).

8.12 Except for the Staff Representative, if a Committee Member is requested to resign following a vote of not less than half plus one (1) of the Financial Members present and entitled to vote at a General Meeting, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution, then that Committee Member will be removed immediately.

8.13 Subject to clause 7, removal from the Committee as a Committee Member will not equate to removal as a Member of the Society.

8.14 Every extraordinary vacancy, except for that of Staff Representative, may be filled by the Committee by co-opting any Financial Member who would qualify for election under clause 8.2 and meets the requirements of clause 9.1. The co-opted Committee Member's term will expire at the next Annual General Meeting of the Society, at which the co-opted Committee Member will be eligible for re-election in accordance with clause 8.4.

Miscellaneous

8.15 The Committee may decide by majority resolution who from among them will hold the role of Chairperson, Secretary and Treasurer along with any other role the Committee deems appropriate.

8.16 The Committee will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a Committee Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

9. OFFICER QUALIFICATIONS

- 9.1 Prior to election or appointment, every Officer (including every Committee Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

10. MEETINGS OF THE COMMITTEE

- 10.1 The Committee may hold a meeting at such time and place as they determine by resolution.
- 10.2 Any Committee Member may request a meeting of the Committee (a “**Committee Special Meeting**”) by Notice in writing directed to all other Committee Members. Upon receiving any such Notice, a Committee Special Meeting will be arranged as soon as practicable and the Committee Members will be given at least ten (10) Working Days’ Notice of the Committee Special Meeting. If at least ten (10) Working Days’ Notice is not practical, the Committee may agree to a shorter Notice period.
- 10.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Committee Members can hear each other well enough to follow the discussion throughout the meeting. Committee Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 10.4 Committee meetings will be chaired by the Chairperson.

Quorum

- 10.5 No business of the Committee will be transacted at a Committee meeting without a quorum present.
- 10.6 The quorum for a Committee meeting and a Committee Special Meeting is at least half plus one (1) of the Committee.
- 10.7 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Committee meeting, the meeting will lapse.
- 10.8 In the event of a meeting lapsing in accordance with clause 10.7, the meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment must be given to all Committee Members. At the adjourned meeting the Committee Members present will form a quorum.

Voting

- 10.9 Subject to this Constitution and the Act, each Committee Member will be entitled to one (1) vote on any matter being voted on by the Committee.
- 10.10 Subject to this Constitution, the number of votes required to reach any decision for a Committee meeting and Committee Special Meeting, will be not less than a majority of the number of Committee Members present and eligible to vote at the meeting.
- 10.11 In the event of a tied vote, the Chairperson will not have a casting vote.
- 10.12 Where half (1/2) or more of the Committee Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Committee Members may vote on the matter. Where only

one (1) Committee Member remains, a Special General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of a Committee Meeting

- 10.13 A resolution in writing (including by way of email) signed or assented to by not less than half plus one (1) of the Committee will be as valid and effectual as if it had been passed at a meeting of the full Committee.
- 10.14 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Committee Members.

11. GENERAL MEETINGS

- 11.1 Minutes of meetings must be kept for every General Meeting.
- 11.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 11.3 General Meetings will be chaired by the Chairperson.

Annual General Meetings

- 11.4 The Annual General Meeting must be called by the Committee and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 11.5 At least fifteen (15) Working Days prior to the Annual General Meeting, the Committee will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 8.4 and submit a Financial Member motion in accordance with clause 11.9.
- 11.6 At least ten (10) Working Days prior to the Annual General Meeting, the Committee will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Financial Member or Committee motions to be voted on, the manner of submitting a vote by electronic means and the details of candidates for election to the Committee.
- 11.7 At the Annual General Meeting the Committee must present:
 - (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) the financial statements of the Society for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 11.8 The Committee may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 11.6.

- 11.9 A Financial Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Committee at least ten (10) Working Days before that Annual General Meeting. The Financial Member may also provide information in support of that motion. Notice of a Financial Member motion must be given to Members in accordance with clause 11.6.

Special General Meetings

- 11.10 A Special General Meeting may be called at any time by:

- (a) the Committee by resolution;
- (b) in accordance with clause 10.12.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on.

- 11.11 At least ten (10) Working Days prior to the Special General Meeting, the Committee will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

- 11.12 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is five (5) percent of the Financial Members of the Society, attending in accordance with clause 11.2 (being in person or via electronic means).
- 11.13 For the avoidance of doubt, employees of the Society who are Members have no voting rights and are not be Financial Members while they are employed by the Society pursuant to clauses 11.17 and 1.1(f) and therefore will not count towards quorum.
- 11.14 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 11.15 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment will be given by the Committee to all Members. At the adjourned General Meeting the Financial Members present will form a quorum.

Voting

- 11.16 Each Financial Member of the Society present at a General Meeting is entitled to one (1) vote on any matter being voted on.
- 11.17 Employees of the Society who are Members have no voting rights while they are employed by the Society. For the avoidance of doubt, if an employee's employment with the Society is terminated, they will have voting rights as an Individual Member as of the date their employment terminates.
- 11.18 Votes may be cast by voices or by show of hands or, on demand of the Chairperson or by two (2) or more Financial Members present, by secret ballot. The Chairperson will determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 11.2.
- 11.19 In the event of a tied vote, the Chairperson will not have a casting vote.

- 11.20 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Financial Members present and entitled to vote at the General Meeting, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution.
- 11.21 If it is proposed that a vote is held on a matter that was not included in any Notice, then a majority of the Financial Members present and entitled to vote at the General Meeting, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution must first agree to hold a vote on that matter.
- 11.22 Subject to the Act and this Constitution, the Committee may determine any other administrative procedures and processes provided it is fair and proper.

Proxies

- 11.23 If a Financial Member would like to appoint a proxy, that proxy must be appointed by notice in writing to the Committee. The notice must state which General Meeting the appointment is for and must be signed or otherwise authorised by the Financial Member.
- 11.24 The notice appointing a proxy must be received by the Committee at least one (1) Working Day before the General Meeting for which the appointment has been made. Financial Members voting in accordance with this clause will not count towards a quorum.

Votes by Electronic means

- 11.25 The Committee may allow votes by electronic means in accordance with the manner set out in the notice under clause 11.6 or 11.11 provided that votes must be received at the General Meeting and not in advance.

Resolution in Lieu of a General Meeting

- 11.26 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than two-thirds (2/3) of Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- 11.27 A resolution in writing cannot be made under clauses 13.1, 18.3(c) or 19.2(c) of this Constitution.
- 11.28 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Financial Members.

12. DISPUTE RESOLUTION PROCEDURES

- 12.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

13. AMENDMENT OF CONSTITUTION

- 13.1 The Society may amend this Constitution by a resolution passed by a majority of the Financial Members who are present and entitled to vote at a General Meeting, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution,

PROVIDED THAT no amendment of the Society's Constitution is made which would:

- (a) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
- (b) result in the Society losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society's Constitution must be made in writing.

13.2 The Committee may amend the terms of this Constitution by a unanimous resolution of the Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Committee provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Committee may make the amendment.
- (d) If a Member objects to the amendment made under clause 13.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

14. **BYLAWS**

14.1 The Committee may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.

15. **FINANCES**

15.1 The funds and property of the Society will be controlled and managed by the Committee in accordance with this Constitution and the Act, to further the Society's Purposes.

15.2 The Society's balance date will be 30 June, unless otherwise specified by the Committee in accordance with the Act.

15.3 The Committee must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.

15.4 Subject to the Act, the Committee may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.

- 15.5 The Committee must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

16. INDEMNITY AND INSURANCE

- 16.1 The Society may, with the authority of the Committee, indemnify and/or obtain insurance for an Officer for:

- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
- (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 16.1(a).

- 16.2 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

17. CONTRACTING METHOD

- 17.1 Documents will be executed for the Society pursuant to a resolution of the Committee, and the Society may enter into contracts by two (2) Committee Members signing under the name of the Society and any other method approved in the Act.

18. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

- 18.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 19 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 18.3. The resolutions described in this clause may be made at the same meeting of the Society.

- 18.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 18.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 19.

- 18.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Committee must give at least ten (10) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a two-third (2/3) majority of the Financial Members present and entitled to vote, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution.

19. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 19.1 On a Financial Member vote in accordance with clause 18.1 or 18.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a two-third (2/3) majority of the Financial Members in accordance with clause 19.2.
- 19.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee must give at least ten (10) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a two-third (2/3) majority of the Financial Members present and entitled to vote, including Financial Members present and voting by proxy and/or electronic means in accordance with this Constitution; and
 - (d) the resolution must set out which charitable entities the Society's surplus assets will be applied to in accordance with clause 19.1.
- 19.3 To be clear, a resolution under this clause 19 may be made at the same General Meeting as a resolution under clause 18.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:

- (a) Members of the Society;
- (b) Officers of the Society; and/or
- (c) the Society itself.

The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Society and its activities.

1.2 Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

2. How a Complaint is Made

2.1 A Member or Officer may make a complaint by giving to the Committee a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and Determining a Dispute

3.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

- (a) appoint an external person to investigate and report; or
- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

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

3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

- 3.5 Before making a decision under clause 3.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.
- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint ("the parties"). After reviewing the report, the parties will then meet to discuss whether:
 - (a) the Society will take any steps in light of the report-writer's findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
 - (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Society or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.9, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.

4. Person Who Makes a Complaint Has a Right to be Heard

- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society makes a complaint:
 - (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 4.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
 - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) their written statement or submissions (if any) are considered by the decision maker.

5. Person Who is Subject of a Complaint has a Right to be Heard

5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.