



CONSTITUTION of FLORAL ART NEW ZEALAND INCORPORATED Incorporated under the Incorporated Societies Act 2022

1.1 NAME

On re-registration the name of the Society is Floral Art Society of New Zealand Incorporated. It is agreed that as soon as practicable after re-registration the name of the Society will be Floral Art New Zealand Incorporated (the '**Society**').

1.2 CHARITABLE STATUS

The Society is already, and intends to remain, a charitable entity under the Charities Act 2005. It will not pay any dividend or part of its money, property or other assets to its Members, but only to further the Purposes of the Society.

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.

'Academy' means a group of Individual Members who hold national qualifications as Judges, Teachers and/or Demonstrators.

'Affiliation Fee' means a payment collected from Clubs and Academy to affiliate with the Society, gaining recognition and support in return.

'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 Officers elected, appointed and/or co-opted to the Society's governing body.

'Board Motions' means any item of general business to be discussed at a General Meeting of the Society put forward by the Board in accordance with clause 12.8.

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

'Club' means a group of Individual Members established for purposes similar to the Society and includes bodies corporate and unincorporated groups.

'Constitution' means the rules in this document.

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

'Delegate' means any Individual Member appointed by a Club or the Academy to represent the said Club or the Academy at a General Meeting.

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

'Individual Members' means natural persons who are Members of the Society and also Members of a Club in accordance with clause 4.

‘Life Member’ means an Individual Member honoured for highly valued services to the Society as set out in clause 7.

‘Member’ means those Members for the time being and anyone who is admitted as a Member of a Club and who in turn are Members of the Society in accordance with clause 4 and includes Individual Members, Clubs, Academy, Past Presidents and Life Members.

‘Members’ Motions’ means any items of general business to be discussed at a General Meeting of the Society put forward by the Members in accordance with clause 12.9.

‘Membership Fee’ means a payment Clubs make on behalf of their Members to join the Society and participate in the activities, benefits, and resources offered by 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 elected by the Society to manage, direct and supervise the Society’s activities.

‘Past President’ means an Individual Member who previously held the position of President of the Society and no longer holds the position.

‘Quorum’ means the minimum number of Voting Members required to be present at a General Meeting in order for the meeting to be valid, and decisions to be made.

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

‘Secretary’ and/or **‘Treasurer’** 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.

‘Voting Member’ means those who are eligible to vote at a General Meeting and be counted towards the Quorum, consisting of the Clubs (represented by Delegates), Academy (represented by Delegates), Officers, Life Members and Past Presidents if all Membership Fees and Affiliate Fees have been paid to the Society by their respective due dates.

2 PURPOSES and POWERS

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

- a) Encourage, stimulate and promote participation in the art of floral design and to appreciate its cultural value.
- b) Develop and facilitate education, to provide suitable publications and to present exhibitions.
- c) Cultivate the art of designing with plant material as a recreational and social activity and to inspire environmental awareness and conservation of indigenous flora.
- d) Liaise and co-operate with allied organisations.

2.2 Subject to clause 1.2, the Society has full capacity, power and privileges, as set out in section 18 of the Act.

2.3 The Society is a national body that coordinates services and provides opportunities for creative expression through the art of designing with plant material.

3 CONTACT PERSON

3.1 The Society shall have at least one (1) but no more than three (3) contact person(s) whom the Registrar can contact when needed. The Society’s contact person must:

- a) Be at least 18 years of age; and
- b) Ordinarily a resident in New Zealand.

- 3.2 A contact person can be appointed by the Board or elected by the Voting Members at a General Meeting. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details.
- 3.3 Any change in that contact person(s) name or contact details shall be advised to the Registrar of Incorporated Societies.

4 MEMBERSHIP

4.1 The Members of the Society are:

- a) Individual Members, who are Members of a Club;
- b) Clubs;
- c) Academy;
- d) Past Presidents;
- e) Life Members.

4.2 Any consenting person who has paid an annual Membership Fee to one or more Clubs and has agreed to adhere to the Constitution and By-Laws of the Society is entitled to become a Member of the Society.

- a) The Society shall maintain the minimum number of ten (10) Members required by the Act.
- b) Every Club secretary or treasurer shall provide the Society in writing with the Member's details as required under clause 18.

4.3 A Member ceases to be a Member:

- a) By resignation from that Member's Club; or
- b) On termination of a Member's Membership following a dispute resolution process under this Constitution; or
- c) By resolution of the Board where the Member has failed to pay a Membership Fee or Affiliation Fee, or other amount due to the Society; or
- d) Determined by a majority resolution of the Board that the Member has brought the Society into disrepute; or
- e) In the case of a Club winding up (for the avoidance of doubt an Individual Member ceases to be a Member if the Club ceases to be a Member); or
- f) On death.

4.4 A Member who has ceased to be a Member under this Constitution:

- a) Remains liable to pay all Membership Fee, Affiliation Fee and other Fees (if any) to the Society's next balance date; and
- b) Shall cease to hold himself or herself out as a Member of the Society; and
- c) Shall return to the Society all material provided to Members by the Society (including any Membership certificate, badges, handbooks and manuals); and
- d) Shall cease to be entitled to any of the rights of a Member.

5 CLUBS

5.1 The Society may approve the establishment of Clubs at any place or places it may think fit. A Club comprises a group of Individual Members established for purposes similar to the Purposes of the Society. Clubs are a forum through which Individual Members are able to participate in the activities of the Society, including electing Delegates to represent the interests of the Club at General Meetings of the Society.

5.2 Each Club shall:

- a) Consent to be a Member of the Society.
- b) Have agreed to adhere to the rules of the Society.

- c) Have rules which do not conflict with the rules of the Society.
If there is any conflict between the rules of the Club and the rules of the Society, the rules of the Society shall prevail.
- d) Pay an annual Membership Fee per Member and Affiliation Fee to the Society.

5.3 Any Club wishing to resign from the Society must notify the Secretary in writing and will be liable for any monies due at the date of receipt of such resignation.

5.4 Each Club may elect Delegates to represent the Club. The Club voting strength shall be confirmed by the Board determined by the number of Individual Members and Membership Fee and Affiliation Fee paid by Clubs for the preceding year as follows:

- a) One (1) vote for up to thirty (30) Individual Members of each Club and one (1) additional vote for every thirty (30) additional Individual Members or part thereof with a maximum of four (4) votes.
- b) Proxy Delegates may be appointed by a Club to represent the said Club at any General Meetings. Such proxy Delegates must be paid up Members of a Club but need not be an Individual Member of the Club represented.
- c) Delegates must be notified to the Society ahead of a General Meeting and any Delegate so notified will be taken to have the authority of the Club to exercise the Club Delegate right to vote.

6 ACADEMY OF FLORAL DESIGN

6.1 The Academy comprises a group of Individual Members who hold national qualifications as Judges, Teachers or Demonstrators. The Academy is an additional forum through which Individual Members who have certain qualifications are able to participate in the activities of the Society, including electing one Delegate to represent the interests of the Academy at General Meetings of the Society.

6.2 The Academy shall:

- a) Consent to be a Member of the Society.
- b) Have agreed to adhere to the rules of the Society.
- c) Have rules which do not conflict with the rules of the Society. If there is any conflict between the rules of the Club and the rules of the Society, the rules of the Society shall prevail.
- d) Pay an annual Affiliation Fee to the Society.

6.3 Subject to clause 6.2(b) and 6.2(c), the Academy shall manage its own affairs including establishing its own Fees, rules, voting procedure, meeting criteria and activities.

6.4 The Chairperson of the Academy shall be elected annually. The maximum term of office shall be four (4) consecutive years.

6.5 The Academy shall be eligible to elect one (1) Delegate to attend a General Meeting of the Society and have one (1) vote on behalf of the Academy. The Delegate's name must be notified to the Society ahead of the General Meeting and will be taken to have the authority of the Academy to exercise the Academy Delegate right to vote.

7 LIFE MEMBERSHIP AND PAST PRESIDENT

Life Membership

7.1 The Society may honour any Individual Member who has rendered outstanding service to the Society by electing such Member to Life Membership.

7.2 Nominations for Life Membership shall be made by Clubs from time to time and must be forwarded to the Board not less than six (6) months prior to the date of the Annual General Meeting and shall be accompanied by a full citation of qualifications and services to the Society.

7.3 Nominations and citations by Clubs shall be approved and voted on at a Board Meeting by a majority of Officers present at that Meeting.

7.4 Payment of a Life Member's annual Membership and Affiliation Fee shall be the responsibility of the Club to which the Life Member belongs.

7.5 The Life Member has one (1) personal vote and counts towards the Quorum at any General Meetings.

Past President

7.6 A Past President is entitled to one (1) personal vote and count towards the Quorum at a General Meeting.

7.7 A Past President does not pay any additional Membership Fee and are affiliated through the Club they belong to.

8 MEMBERS' OBLIGATIONS AND RIGHTS

8.1 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

8.2 All Members (including the Officers) shall, at all times, promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

8.3 A Member is only entitled to exercise the rights of Membership (including attending and speaking at General Meetings, accessing, or using the Society's equipment and other property) if all Membership Fees have been paid to the Club by due date, but no Member is liable for any obligation of the Society by reason only of being a Member.

9 MEMBERSHIP AND AFFILIATION AND FEES

9.1 The annual Membership Fee and Affiliation Fees for the then current financial year shall be set by resolution at an Annual General Meeting.

9.2 Any Club failing to pay the annual Membership Fee and Affiliation Fee within three (3) calendar month(s) of the date the same was due for payment, shall be considered 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 equipment and other property until all the arrears are paid and will not be considered a Voting Member. If such arrears are not paid within six (6) calendar months of the due date for payment of the Membership Fee and Affiliation Fee, the Board may terminate the Club Membership without being required to give prior notice to that Club. This provision relates to national fees as set by the Society and the Society has no responsibility for any other Fees set by the Clubs or the Academy. For the avoidance of doubt, if a Club is considered unfinancial then the Individual Members that are part of the Club will also be considered unfinancial.

10 ANNUAL GENERAL MEETINGS

10.1 The Annual General Meeting of the Society shall be held no later than six (6) months after the Society's balance date and fifteen (15) months after the previous AGM at such place as shall be determined by the Board of the Society.

10.2 The business of an Annual General Meeting shall be to:

- a) Confirm the minutes of the previous Annual General Meeting of the Society,
- b) Receive and adopt the annual report on Society business,
- c) Receive and adopt the report on the finances of the Society, and the annual audited financial statements,
- d) Confirm the Board
- e) Confirm Solicitor, Auditor, and Online Scrutineer,
- f) Consider any motions,
- g) Consider any general business.

- 10.3 The Board must, at each Annual General Meeting, present the following information:
- a) An annual report on the operations and affairs of the Society during the most recently completed accounting period; and
 - b) The annual audited financial statements for the year ended 31st December; and
 - c) Notice of any disclosures of conflicts of interest made by the Officers under section 63 of the Act during that period (including a summary of the matters, or types of matters, to which these disclosures relate).

11 SPECIAL GENERAL MEETINGS

- 11.1 Special General Meetings may be called at any time by the Board by resolution. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least twenty (20) Clubs. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 11.2 Not less than two (2) months' notice of any Special General Meeting shall be given in writing to Members.

12 PROCEDURES

- 12.1 The Rules relating to the procedures to be followed at an Annual General Meeting shall apply to a Special General Meeting and shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.
- 12.2 The Board shall give all Members at least thirty (30) Clear Days' Notice of any General Meeting.
- 12.3 The Board shall email all supporting documents no less than fourteen (14) clear days of the date of any General Meeting.
- 12.4 The General Meeting and its business will not be invalidated simply because not all Members have received the Notice.
- 12.5 All Members may attend and have speaking rights at a General Meeting:
- a) in person, or
 - b) by a signed written document received by electronic means or handed to the Secretary before the commencement of the General Meeting.
 - c) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- However, only Voting Members can vote on matters as set out in clause 13.1.
- 12.6 A Quorum at a General Meeting shall consist of Delegates, Life Members, Past Presidents and Officers, and/or proxies present at such meeting representing not less than one-third (1/3) of the number of Voting Members and if a Quorum is not present, the General Meeting shall be adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned General Meeting a Quorum is not present, those present in person or by proxy who are Voting Members, shall be deemed to constitute a sufficient Quorum.
- 12.7 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, a Board appointed delegate shall chair that Meeting.
- Any person chairing a General Meeting may:
- a) With the majority consent of Voting Members at that 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 General Meeting from which the adjournment took place,
 - b) Direct that any person not entitled to be present at the General Meeting, obstructing the business of the General Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting; and,
 - c) In the absence of a Quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

- 12.8 The Board may put forward motions for Voting Members to vote on ('Board Motions'), which shall be notified to Members with the Notice of the General Meeting.
- 12.9 Any Member may request by raising with their Club that the Club puts a motion to be voted on ('Members' Motion') at a General Meeting, by giving notice in writing to the Secretary at least thirty (30) clear days before that meeting. The Member may also provide information to its Club to be provided in support of the motion ('Member's Information').
- 12.10 Minutes of all General Meetings must be kept by the Secretary.

13 VOTING

- 13.1 Voting on any resolution put to a General Meeting of the Society shall be confined to the Voting Members. No person or the Academy may have more than one (1) vote; Clubs will have the number of votes as club voting strength dictates as set out in clause 5.4.
- 13.3 Written notice of the appointment of any proxy shall be received by the Society Secretary prior to the commencement of a General Meeting.
- 13.4 A majority of all votes cast shall be required to carry any proposed resolution, in the case of equality of votes, the person chairing the General Meeting shall have a casting as well as a deliberative vote.
- 13.5 Voting shall be by electronic means or by written ballot for Alteration to the Rules and Elections. Any Alteration to the Rules must be made in conjunction with a General Meeting in accordance with the Act.
- 13.6 For all other matters voting shall be recorded by voices or by the show of hands either in person or by electronic means as set out in clause 12.5(c) unless a ballot is demanded by not less than one-third (1/3rd) of the Voting Members.
- 13.7 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society. A resolution in writing cannot be made under clause 22, clause 24 or clause 25 of this Constitution. 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 Voting Members.

14 COMPOSITION OF THE BOARD

- 14.1 The Board will consist of a minimum of five (5) and a maximum of ten (10) Officers who are:
- a) current Individual Members;
 - b) natural persons; and
 - c) not disqualified from being elected or appointed under these Rules or section 47(3) of the Act.
- 14.2 The Board will include:
- a) Chairperson (who will be decided each year by the Officers after the election)
 - b) Secretary and/or Treasurer
 - c) Chief Operating Officer
 - d) Chairperson of Education appointed in accordance with the Bylaws
 - e) Up to five (5) elected, appointed and/or co-opted Officers
- 14.3 The Chairperson shall have a casting vote at Board Meetings, and a deliberative vote in the event of a tied vote.
- 14.4 Prior to election or appointment, every Officer (including co-opted Officers) must consent in writing to be an Officer and certify in writing that they are not disqualified from being elected or appointed or holding office as an Officer by these Rules or section 47(3) of the Act.

15 ELECTION OF OFFICERS

15.1 The election of Officers shall be conducted as follows:

- a) Nomination forms are required to be signed by the Individual Member being nominated, and by two Members supporting the nomination and to be provided to the Secretary at least ninety (90) days before the date of the Annual General Meeting.
- b) At least sixty (60) days before the date of the Annual General Meeting, the Secretary shall give Notice to all Members by posting or emailing to them election information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee, in support of the nomination.
- c) Election voting forms (if any) are to be returned to the Secretary thirty (30) days before the date of Annual General Meeting.
- d) The failure for any reason of any Member to receive such Notice shall not invalidate the election.
- e) Two Members (who are not nominees) or non-Members appointed by the Chairperson of the Annual General Meeting shall act as scrutineers for the counting and reading of the votes and destruction of any voting papers.
- f) Voting shall be confined to those persons referred to in clause 13.1 but no person shall have more than one vote, or as club voting strength dictates.
- g) For the avoidance of doubt, if the number of those nominated to be Officers matches the number of vacancies, then those people will be taken as being appointed to those positions without the need for formal elections using the process in this clause.
- h) The results of the election of Officers will be notified at the Annual General Meeting.

15.2 The term of office for all Officers elected to the Board shall be two (2) 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.

- a) Chairperson shall serve for no more than three (3) consecutive years as Chairperson.
- b) No Officer shall serve for more than three (3) consecutive terms

15.3 An Officer will cease to hold the office of the Board if the Officer:

- a) commits an act of bankruptcy;
- b) dies;
- c) retires or resigns as an Officer by giving prior written notice of their resignation to the Board;
- d) becomes disqualified to be an officer of a Society in accordance with the Act; or
- e) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005; or
- f) becomes disqualified to be an Officer of the Society in accordance with this Constitution.

15.4 If an Officer is:

- a) in the opinion of a majority of the other Officers incapable of acting as an Officer; or
- b) in the opinion of a majority of the other Officer is bringing the Society into disrepute; or
- c) accused or convicted of a criminal offence which, in the opinion of a majority of the other Officers, makes their position as an Officer undesirable, then, by resolution of a majority of the other Officers, be removed as an Officer of the Society immediately (unless the resolution states otherwise)

15.5 If an Officer is requested to resign following a vote of not less than two-thirds (2/3) of the Voting Members present and eligible entitled to vote at a General Meeting, then that Officer shall be removed immediately.

15.6 Subject to clause 4, removal from the Board as an Officer will not equate to removal as a Member of the Society.

16 OFFICERS' DUTIES

16.1 At all times each Officer:

- a) must exercise all powers for a proper purpose,
- b) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- c) 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 considering, but without limitation:
 - i. the nature of the Society,
 - ii. the nature of the decision, and
 - iii. the position of the Officer and the nature of the responsibilities undertaken by him or her
- d) 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
- e) 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.

17 POWERS OF THE BOARD

17.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Board, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any Annual General Meeting.

17.2 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, which include but are not limited to the following powers:

- a) Carry out the Purposes of the Society.
- b) Manage and control the finances of the Society.
- c) Delegate such powers as it may deem advisable.
- d) Appoint such committees as it may deem advisable to assist in carrying out its duties.
- e) Appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board.
- f) A sub-committee must not commit the Society to any financial expenditure without express authority from the Board.
- g) Co-opt for any special purpose the services of any person or persons whether Members of the Society or not.
- h) Fill any vacancies that occur.
- i) Implement all Society Policies.

17.3 The quorum for the Board meetings is at least half (1/2) the number of the Officers.

17.4 A meeting of the Board may be held either:

- a) by a number of the Officers who constitute a quorum, being assembled together at the place, date and time appointed for the Meeting; or
- b) by means of audio, or audio and visual, communication by which all Officers participating and constituting a quorum can simultaneously hear each other throughout the Meeting.

17.5 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 shall have one (1) vote.

- 17.6 Officers shall elect one of their number as Chairperson of the Board. If at a Meeting of the Board, the Chairperson is not present, the Officers present may choose one (1) of their number to be Chairperson of the Meeting.
- 17.7 The Officers shall elect a Life Member by written or electronic means and in accordance with clause 7.
- 17.8 The Chairperson shall have a deliberative vote in the event of a tied vote on any resolution of the Board.
- 17.9 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.
- 17.10 Where half (1/2) or more of the Officers present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, a Special General Meeting of the Society must be called to determine the matter.
- 17.11 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 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 Officers.

18 REGISTER OF MEMBERS

- 18.1 The Secretary and/or Treasurer shall keep an up-to-date Register of Members with details supplied by each Club secretary and/or treasurer, recording for:
- a) each Member
 - i. full name;
 - ii. physical and/or electronic address;
 - iii. phone number;
 - iv. date they became a Member;
 - v. whether the Member is financial or unfinancial;
 - b) 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
 - c) any other information required by the Board, these Rules or under the Act.
- 18.2 Every Club shall promptly advise the Secretary and/or Treasurer of any change to their information recorded on the Register of Members.
- 18.3 With reasonable notice, and at reasonable times, the Secretary shall make the Register of Members available for inspection by authorised Members of the Society and the Board. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

19 FINANCES

Control and Management

- 19.1 The funds and property of the Society shall be:
- a) Controlled, invested and disposed of by the Board, subject to this Constitution and the Act.
 - b) Devoted solely to the promotion of the purposes of the Society.
 - c) The Board shall maintain bank accounts in the name of the Society.
 - d) All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 19.2 The Board must ensure that accounting records are kept at all times that:
- a) correctly record the transactions of the Society;
 - b) allow the Society to produce financial statements that comply with the minimum financial statement requirements of the Act; and

- c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

20 CONTROL AND INVESTMENT OF FUNDS

The funds of the Society shall be paid into an account in the name of the Society in either a trading bank or savings bank which account shall be under control of the Board and shall be operated on by any two (2) of three (3) Officers one of whom shall be the accountant and/or Treasurer. Payment of all accounts incurred by the Society shall be approved by the Officers.

- 20.1 The Society may with the approval of seventy percent (70%) of the Voting Members invest any of its funds in the following ways:
 - a) In the purchase of any freehold or leasehold land or buildings.
 - b) In government stock or other securities authorized for the investment of trust funds.
- 20.2 In addition to the expenditure allowed for in the Annual Budget, an allowance of a maximum of Five Hundred Dollars (\$500) per transaction will be permitted as discretionary spending by approved Members of the Board. Any expenditure more than this amount will require the prior approval of the Board.

21 BALANCE DATE

- 21.1 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).

22 ALTERATIONS TO THE RULES

- 22.1 The Society may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of these Voting Members who are present and entitled to vote or voting by proxy at a General Meeting, 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.

- 22.2 Notice of any alteration to these rules must be received in writing by the Secretary at least four (4) months prior to the date of any such General Meeting.
- 22.3 Alterations to the Rules shall be considered by the Board, and the Secretary shall give notice in writing to all Clubs of the proposed amendment at least one (1) month prior to the date of such meeting, who will provide it to all Members.
- 22.4 The Secretary shall give to all Clubs, which will pass on to their Members, notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has made, at least ten (10) Days before the General Meeting at which any amendment is to be considered.
- 22.5 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.
- 22.6 When an amendment is approved by a General Meeting it shall be provided to Charities Services within three (3) months of the date of the amendment.
- 22.7 The provisions and effect of this rule shall not be removed from this document and shall be included and implied into any documents replacing this document.

22.8 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:

- i. Has no more than a minor effect; or
- ii. Corrects errors or makes similar technical alterations

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

- iii. the text of the amendment; and
 - iv. the right of the Member to object to the amendment
- a) If no Member objects within twenty (20) working days after the date on which the Notice is sent, the Board may make the amendment.
 - b) If a Member objects to the amendment made under clause 22.8. within twenty (20) working days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

23 DISPUTE RESOLUTIONS

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

24 REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

24.1 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 25 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 24.3. The resolutions described in this clause may be made at the same meeting of the Society.

24.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 24.3 A resolution regarding the disposal of surplus assets must then be made in accordance with clause 25.

24.3 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 Board shall give thirty (30) working days' Notice of the General Meeting of all Members at which the resolution is to be considered; and
- b) the Notice must include the matters required under section 228(4) of the Act; and
- c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote.

25 SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

25.1 On a Member vote in accordance with clause 24.1 or 24.2, 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 three-quarter (3/4) majority of the Voting Members in accordance with clause 25.2.

25.2 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 Board shall give thirty (30) 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 three-quarter (3/4) majority of the Voting Members present and entitled to vote; and
- d) the resolution must set out which charitable entities the Society's surplus assets shall be applied to in accordance with clause 25.1.

25.3 To be clear, a resolution under this clause 25 may be made at the same General Meeting as a resolution under clause 24.

26 BYLAWS

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

27 INDEMNITY AND INSURANCE

27.1 The Society may, with the authority of the Board, 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 28.1

27.2 The Society may indemnify or obtain insurance for an officer or Member in accordance with the Act.

27.3 In this clause 27 the term "officer" is to be interpreted in accordance with section 5 of the Act.

28 CONTRACTING METHOD

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

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. How a Complaint is Made

- 1.1 A Member or Officer may make a complaint by giving to the Board 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.
- 1.2 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:
- (c) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (d) 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.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

- 2.1 The Board 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.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior Member of the Board 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.
- 2.3 Despite clause 2.2, 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.

2.4 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.

2.5 Before making a decision under clause 2.2, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.

2.6 Where an external party is appointed to provide a report, that report should be provided to the Board, 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.

2.7 If the Elector initiates the steps under clause 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.

- (a) A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Board 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.

2.8 An external person appointed under clause 2.2(a) or 2.2(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.

- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2(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.
- 2.10 A decision reached by an external person appointed under 2.2(c) will not be subject to an appeal or a review by the courts of New Zealand.

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

- 3.1 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 2.3.
- 3.2 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.
- 3.3 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) their written statement or submissions (if any) are considered by the decision maker.

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

- 4.1 Clauses 4.2 and 4.3 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.
- 4.2 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.
- 4.3 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.