

## Constitution

### 1. Introductory rules

#### 1.1.Name: Marlborough Justices of the Peace Association

The name of the society is Marlborough Justices of the Peace Association (in this **Constitution** referred to as “**The Association**”).

#### 1.2.Charitable status

The **Association** is already, or intends after incorporation, to be registered as a charitable entity under the Charities Act 2005.

#### 1.3.Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

‘**Act**’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘**Annual General Meeting**’ means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society’s** activities and finances.

‘**Association Registrar**’ means the Council Member responsible for, among other things, keeping the Register of Members, the Register of Interests and liaising with the Federation.

‘**Constitution**’ means the rules in this document.

‘**Council**’ has the same interpretation as Committee as defined in the Act and means the Association’s governing body.

‘**Council member**’ has the same interpretation as Officer as defined in the Act and shall mean a Member of the Council, including the President, Vice President, Association Registrar and Treasurer.

‘**Federation**’ means the Royal Federation of New Zealand Justices’ Associations Incorporated *Te Kahui Pou Whakatau Ture O Aotearoa* being the national body that represents all Justice of the Peace Associations around New Zealand.

‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Association**.

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

**‘Matter’** means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Association**.

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

**‘Notice’** to **Members** includes any notice given by email, post, or courier.

**‘President’** means the Council member responsible for, among other things, overseeing the governance and operations of the Association, providing leadership and chairing meetings.

**‘Property’** means any furniture, equipment, badges, or other assets whatsoever belonging to the Association.

**‘Register of Interests’** means the register of interests of Council members, kept by the Council and as required by section 73 of the **Act**

**‘Register of Members’** means the register of **Members** kept by the Council and as required by section 79 of the **Act**.

**‘Registrar’** means the **Registrar of Incorporated Societies** appointed in accordance with the Act.

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

**‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

## 1.4. Purposes

The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely benefitting the community by:

- Encouraging and supporting fellowship among members and participation in Association affairs.
- Remaining a non-political and non-sectarian Association in line with the Oath of Allegiance and Judicial Oath sworn by every Justice.
- Promoting integrity and a high standard of service for the benefit of the community by ensuring Members maintain a high standard of professionalism and ongoing education, training and professional development including but not limited to Accreditation.
- Engaging in any or all such events or activities which may be conducive or incidental to the attainment of the purposes of the Association including those held or promoted by the Federation.
- Fostering public awareness of the roles and functions of Justices of the Peace
- Promoting and facilitating the appointment of new Justices of the Peace as required.
- Any income, benefit, or advantage must be used to advance the charitable purposes of the Association  
No member shall receive any payments. Benefits, gratuity, or other advancements in relation to the provision of Justice of the Peace services to any member of the community.

### **1.5. Tikanga, kawa, culture or practice**

The tikanga or culture of the Association is as follows—

- The Tikanga of the Association is supportive and inclusive of all cultures within its diverse local communities

and this Constitution shall be interpreted having regard to that tikanga, kawa, culture or practice.

### **1.6. Act and Regulations**

Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

### **1.7. Restrictions on society powers**

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

- The Association does not have the power to borrow money.

## 1.8. Other powers

- In addition to its statutory powers, the Association may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate and
- may invest and deal with such funds not immediately required for the purpose thereof as authorised by Council from time to time.

## 1.9. Registered office

The registered office of the Association shall be at such place in New Zealand as the Council from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the Act.

## 1.10. Contact person

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

The Association's contact person must be:

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

A contact person can be appointed by the **Council** or elected by the Members at a General Meeting.

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

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Association becoming aware of the change.

# 2. Members

## 2.1. Minimum number of members

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

## 2.2 Types of members

Membership is open to all appointed Justices of the Peace, all gazetted Justices of the Peace (Retired), and members of the Judiciary

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

- **Ordinary Member**  
An Ordinary Member is an individual admitted to membership under this Constitution and who or which has not ceased to be a Member.
- **Becoming an Ordinary Member: consent**  
Every applicant for membership must consent to becoming a Member. An ordinary member transferring from another area into the Association Region must consent to becoming a Member of the Association.  
The Association will retain the consent of every member to become an Association Member in its membership records.
- **JP (Retired) Members:**  
Any person with the status JP (Retired) who resides within the Association's area is eligible for JP (Retired) membership and may be granted that status upon application to the Council. Retired Members pay a Retired Member's subscription set by the Association. They are in all other respects subject to the Constitution of the Association.
- **Life Member**  
A Life Member is a person honoured for highly valued services to the Association elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.
- **Patron**  
There shall be one Patron of the Association but at any Annual General Meeting or Special General Meeting duly convened; it may be resolved to appoint up to four persons. The Patron or Patrons shall be elected by resolution of a General Meeting passed by a simple majority of those present and voting. A Patron has no membership rights, privileges or duties and shall be a District Judge presiding in the Courts in the Association's district.

## 2.3 Becoming a member: consent

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

The signed written consent of every Member to become an Association Member shall be retained in the Association's membership records.

## **2.4 Members' obligations and rights**

Every Member shall provide the Association in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Association Registrar in writing of any changes to those details.

- All Members shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.
- A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's facilities, equipment and other property, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no Member or Life Member is liable for an obligation of the Association by reason only of being a Member.

## **2.5 Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Association's facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the Council may terminate the Member's membership (without being required to give prior notice to that Member).

## **2.6 Ceasing to be a member**

A Member ceases to be a Member—

- by resignation from that Member's class of membership by written notice signed by that Member to the Council, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death or
- by resolution of the Council where—
- The Member has failed to pay a subscription, levy or other amount due to the Association within 6 months of the due date for payment or

- The Council is satisfied from the evidence of a family member, the welfare guardian or medical practitioner that the Member's health is such as to cause their termination as a Justice of the Peace.

with effect from (as applicable)

- the date of receipt of the Member's notice of resignation by the Council (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or
- the date of death of the Member or
- the Member's appointment as a Justice of the Peace is terminated.

## **2.7 Obligations once membership has ceased**

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

- remains liable to pay all subscriptions and other fees to the Association's next balance date,
- shall cease to hold himself or herself out as a Member of the Association, and
- shall return to the Association all material provided to Members by the Association (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of an Association member

## **2.8 Becoming a member again**

Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Council.

# **3 General meetings**

## **3.1 Procedures for all general meetings**

The Council shall give all Members at least 14 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

That Notice will be addressed to the Member at the contact address notified to the Association and recorded in the Association's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Only financial Members may attend, speak and vote at General Meetings—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or

handed to, the Association Registrar before the commencement of the General Meeting

- no other proxy voting shall be permitted.

No General Meeting may be held unless at least 20 eligible financial Members attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

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

Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

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

Written resolutions may not be passed in lieu of a General Meeting.

- General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- All General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair that meeting. If neither of these Officers are present, the meeting may elect one of their members to chair the meeting.
- Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- The Council may propose motions for the Association to vote on (Council Motions'), which shall be notified to Members with the notice of the General Meeting.
- Any Member may request that a motion be voted on (Member's Motion') at a General Meeting, by giving notice to the Association Registrar at least 7 Working Days before that meeting. The Member may also provide information in support of the motion (Member's Information'). If notice of the motion is given to the Association Registrar before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.



### 3.2 Minutes

The Association must keep minutes of all General Meetings.

### 3.3 Annual General Meetings: when they will be held

An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Council and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

The Annual General Meeting must be held no later than 30 November in each financial year.

### 3.4 Annual General Meetings: business

The business of an Annual General Meeting shall be to—

- confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- adopt the annual report on the operations and affairs of the Association,
- adopt the **Council's** report on the finances of the Association, and the annual financial statements,
- set any subscriptions for the current financial year,
- appoint an auditor or reviewer to audit or review the accounts of the coming year.
- election of Council
- consider any motions of which prior notice has been given to Members with notice of the Meeting, and
- consider any general business.

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

- an annual report on the operation and affairs of the Association during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### 3.5 Special General Meetings

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

The **Council** must call a Special General Meeting if it receives a written request signed by at least six Members.

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

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

## **4 Council**

### **4.1 Council composition**

The Council will consist of at least 4 Officers and no more than 11 Officers.

- The Council will consist of no fewer than 4 and no more than 11 Officers who are Members of the Association and not disqualified by the Constitution or the Act.
- The Council include:  
President  
Vice President.  
Immediate Past President  
Association Registrar and Treasurer, who may be the same person and  
no fewer than 4 or more than 5 other Council members

### **4.2 Functions of the Council**

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

### **4.3 Powers of the Council**

The Council has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **4.4 Sub-committees**

The Council may appoint sub-committees consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Council—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Association to any financial expenditure without express authority from the Council, and
- a sub-committee must not further delegate any of its powers.

#### **4.5 General matters: The Council**

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

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

Subject to the Act, this Constitution and the resolutions of General Meetings, the decision of the Council on the interpretation of the provisions of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

## **5 Council meetings**

### **5.1 Procedure**

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

A meeting of the Council may be held either—

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

A resolution of the Council is passed at any meeting of the Council if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Council shall have one vote.

The members of the Council shall elect one of their number as chairperson of the Council. If at a meeting of the Council, the chairperson is not present, the members of the Council present may choose one of their number to be chairperson of the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the Council

Except as otherwise provided in this Constitution, the Council may regulate its own procedure.

## 5.2 Frequency

The Council shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Association Registrar.

Provided however that the frequency of Council meetings set out herein may be changed with the majority approval of Council as recorded by Resolution.

The Association Registrar shall give to all Council members not less than 5 Working Days' notice of Council meetings, but in cases of urgency a shorter period of notice shall suffice.

## 6 Officers

### 6.1 Qualifications of officers

Every Officer must be a natural person who —

- has consented in writing to be an officer of the Association, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Association

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

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  1. an offence under subpart 6 of Part 4 of the **Act**
  2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  3. an offence under section 143B of the Tax Administration Act 1994
  4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)

5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  1. a banning order under subpart 7 of Part 4 of the **Act**, or
  2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must —

- consent in writing to be an Officer, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

## 6.2 Officers' duties

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of the Association,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the Association,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and
6. must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

### 6.3 Election or appointment of officers

The election of Officers shall be conducted as follows.

1. At least 7 Working Days before the date of the Annual General Meeting, the Association shall give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Association by or on behalf of each nominee, in support of the nomination.
2. Only nominees who are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
3. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
4. Votes shall be cast in such a manner as the Chairperson of the Annual General Meeting shall determine.
5. 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 of the votes and destruction of any voting papers.
6. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
7. In the event of any vote being tied the tie shall be resolved by the incoming Council (excluding those in respect of whom the votes are tied).
8. In addition to Officers elected under the foregoing provisions of this rule, the Council may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Council any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above)

### 6.4 Term

The term of office for all **Officers** elected to the **Council** shall be 1 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.

### 6.5 Removal of officers

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

- The Officer elected to the Council has been absent from 3 committee meetings without leave of absence from the Council

- The Officer has brought the Association into disrepute.
- The Officer has failed to disclose a conflict of interest.
- The Council passes a vote of no confidence in the Officer.

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

## 6.6 Ceasing to hold office

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

Each Officer shall within 7 Working Days of submitting a resignation or ceasing to hold office, deliver to the Council all books, papers and other property of the Association held by such former Officer.

## 6.7 Conflicts of interest

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

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

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

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

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

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

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

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

## 7 Records

### 7.1 Register of Members

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

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

- Their name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

The register will also include each Member's —

- postal address
- email address (if any)

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

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

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

### 7.2 Interests Register

The Council shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### 7.3 Access to information for members

A Member may at any time make a written request to the Association for information held by the Association.



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

The Association must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Association —

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

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

## 8 Finances

### 8.1 Control and management

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

- controlled, invested and disposed of by the Council, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Association

The Council shall maintain bank accounts in the name of the Association including the ability to transact online provided that there shall be a minimum of 3 account signatories in place at all times being the President or Council member, Treasurer, and Association Registrar(with power for any two to act jointly).

All accounts paid or for payment shall be submitted to the Council for approval of payment.

The Council must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the Association, and
2. allow the Association to produce financial statements that comply with the requirements of the Act, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Association's Constitution).

The Council must establish and maintain a satisfactory system of control of the Association's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Association.

### 8.2 Audit/review of accounts

The Annual General Meeting in each year shall appoint either an Auditor who shall be a member of the New Zealand Society of Accountants to audit, or a suitably qualified person to review the accounts of the Association and shall certify annually as to the correctness thereof. In the event of the Auditor or Reviewer being unable to act the Council shall appoint an Auditor or Reviewer in his or her place. No person shall be appointed a Reviewer who is a member of the Council.

### 8.3 Balance date

The Association's financial year shall commence on 1 September of each year and end on 31 August (the latter date being the Association's balance date).

## 9 Dispute resolution

### 9.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more Members
2. 1 or more Members and the Association
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Association
6. 1 or more Members or Officers and the Association.

The disagreement or conflict relates to any of the following allegations—

1. a Member or an Officer has engaged in misconduct
2. a Member or an Officer has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
3. the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Council (or a complaints subcommittee) a notice in writing that—

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Association.

The Association 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—

1. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the Association's Constitution.

All Members (including the Council) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

The complainant raising a dispute, and the Council, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## **9.2 How complaint is made**

1. A Member or an Officer may make a complaint by giving to the Council (or a complaints subcommittee) a notice in writing that—
  1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
  2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  3. sets out any other information reasonably required by the Association
2. The Association may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
  1. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
  2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Association's Constitution.
5. All members (including the Council) are obliged to cooperate to resolve disputes efficiently, fairly and with the minimum disruption to the Association's activities.
6. The complainant raising a dispute, and the Council, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement

## **9.3 Person who makes complaint has right to be heard**

1. A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Association makes a complaint—
  1. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an Officer may exercise that right on behalf of the Association.

3. Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

#### **9.4 Person who is subject of complaint has right to be heard**

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the 'respondent')—
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
  3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Association, an Officer may exercise the right on behalf of the Association.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  1. 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
  2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  4. an oral hearing (if any) is held before the decision maker; and
  5. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **9.5 Investigating and determining dispute**

- The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

- Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
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### 9.6 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a Member or an Officer has engaged in material misconduct;
  2. that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act;
  3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

### 9.7 Society may refer complaint

1. The Association may refer a complaint to—
  1. a subcommittee or an external person to investigate and report; or
  2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### 9.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Council or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- impartial; or
- able to consider the matter without a predetermined view.
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## **10 Liquidation and removal from the register**

### **10.1 Resolving to put society into liquidation**

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

The Council shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

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

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

### **10.2 Resolving to apply for removal from the register**

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

The Council shall give 20 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

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

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

### **10.3 Surplus assets**

If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation of similar charitable purposes to the Association, or to the Federation for a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

## **11 Alterations to the constitution**

### **11.1 Amending this constitution**

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

The Association may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Members and given in writing to the Committee at least 14 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 7 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

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

If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

## **12 Other**

### **12.1 Bylaws**

The Council from time to time may make and amend bylaws, and policies for the conduct and control of the Association's 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.