

Constitution of Neighbourhood Support Hamilton Incorporated

(1) Name

The name of the society is Neighbourhood Support Hamilton Incorporated (in this **Constitution** referred to as the '**Society**').

Commented [JS1]: Section 1 from existing rules

(2) Charitable status

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

Commented [JS2]: New section, recommended by Incorporated societies office

(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.

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

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

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

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

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

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

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

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

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

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

‘Officer’ means a natural person who is: a member of the **Committee**, or occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

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

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

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

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

Commented [JS3]: New section, recommended by Incorporated societies office

(4) Purposes

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

1. Vision of the **Society**:

Benefitting the community by making our homes, streets, neighbourhoods and communities safer and more caring places to live, through the establishment and continued development of Neighbourhood Support in Hamilton and surrounding areas.

Commented [JS4]: From Section 2 in existing rules

2. Aims of the **Society**:

- a. Encourage the development of the Neighbourhood Support concept in Hamilton and surrounding areas.
- b. Support the activities of neighbourhood groups which promote safety and security in their neighbourhoods.
- c. Ensure ongoing contact is maintained between such groups and other agencies
- d. Assist neighbourhood groups to become affective partners with the Police in the areas of crime prevention.
- e. Ensure there is effective two way communication between Police and neighbourhood groups..
- f. Raise the profile and credibility of Neighbourhood Support groups within the community at large and within the Police.
- g. Engage in such training, promotion and fundraising activities as are necessary to achieve these aims.
- h. Engage in any other activities that may be necessary to achieve these aims.

Commented [JS5]: From Sections 2.1 thru 2.8 in existing rules

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

Commented [JS6]: New section, recommended by Incorporated societies office

(5) Powers

1. The Society will have the following powers:

- a. To employ or engage staff, advisors or other people and to pay their wages, salaries and/or their expenses on terms suitable to the Society.
- b. To borrow, raise or invest money in any manner and on any terms suitable to the Society.
- c. To enter into any arrangement or contract with any individual, Government Department or corporate body.
- d. To pay all or any expenses incurred in establishing the Society or of its member groups.
- e. To run training or promotional programmes.
- f. To purchase, lease, hire or otherwise acquire any real or personal property.
- g. To sell, let, mortgage or otherwise dispose of or deal with any of the property of the Society.
- h. To construct, maintain or alter any buildings or property.
- i. To alter the power and rules of the Society provided that no alteration or addition detracts from the charitable purposes of the Society
- j. To do all other things that in the opinion of the Society will further its charitable objects.

Commented [JS7]: From Section 3 from existing rules

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

Commented [JS8]: New section, recommended by Incorporated societies office

(6) Registered office

1. The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
2. 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**.

Commented [JS9]: New section, recommended by Incorporated societies office

(7) Contact person

1. The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
2. The **Society's** contact person must be: At least 18 years of age, and Ordinarily resident in New Zealand.
3. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
4. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a. a physical address or an electronic address, and
 - b. a telephone number.
5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

Commented [JS10]: New section, recommended by Incorporated societies office

(8) Membership

1. There shall be no membership fee.
2. The **Society** shall maintain the minimum number of **Members** required by the **Act**.
3. Every applicant for membership must consent in writing to becoming a **Member**.
4. Any person or organisation involved in the promotion of neighbourhood safety and security may be considered for membership.
5. An applicant for membership must complete a registration form and supply any information as required by the **Committee**.
6. The **Committee** may decline a membership registration at its sole discretion. The **Committee** must advise the applicant of its decision.
7. The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

Commented [JS11]: From Section 5.1 of existing rules

Commented [JS12]: New clause, required/recommended by Incorporated societies office

Commented [JS13]: New clause, required/recommended by Incorporated societies office

Commented [JS14]: From Section 4.1 of existing rules

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Commented [JS17]: New clause, required/recommended by Incorporated societies office

(9) Register of Members

1. The **Society** shall keep a Register of Members.
2. For each current **Member**, the information contained in the Register of Members shall include —
 - a. Their name, and
 - b. 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
 - c. Their contact details, including —
 - d. A physical address or an electronic address, and
 - e. An email address.
3. Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
4. The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
 - a. The former **Member's** name, and
 - b. The date the former **Member** ceased to be a **Member**.

Commented [JS18]: From Section 6 of existing rules, with wording differences

Commented [JS19]: New clause, required/recommended by Incorporated societies office

Commented [JS20]: New clause, required/recommended by Incorporated societies office

(10) Members' obligations and rights

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

2. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
3. Any **Member** that is a body corporate shall provide the Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

Commented [JS21]: New section, required/recommended by Incorporated societies office

(11) Ceasing to be a member

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

1. by resignation by written notice signed by that **Member** to the **Society**, or
2. where a neighbourhood group contact provides an updated list of members for their group which excludes the name or address of a person or organisation, or
3. where attempts to contact a member in accordance with the contact details provided are unsuccessful for a period of 3 months or more, or
4. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
5. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
6. by resolution of the **Committee** where in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
7. with effect from (as applicable)—
 - a. the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
 - b. the date of termination of the **Member's** membership under this **Constitution**, or
 - c. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - d. the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

Commented [JS22]: From Section 7.1 of existing rules

Commented [JS23]: From Section 7.2 of existing rules

Commented [JS24]: From Section 7.3 of existing rules

Commented [JS25]: New clause, required/recommended by Incorporated societies office

Commented [JS26]: New clause, required/recommended by Incorporated societies office

Commented [JS27]: New clause, required/recommended by Incorporated societies office

Commented [JS28]: New clause, required/recommended by Incorporated societies office

(12) Procedures for all general meetings

1. The **Committee** shall give all **Members** at least 21 days' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
2. That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
3. Only **Members** may speak and vote at **General Meetings**—

Commented [JS29]: From Section 9.2 of existing rules, with additions and wording changes as recommended by Incorporated societies office

- a. in person, or
 - b. 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 **Committee** before the commencement of the **General Meeting**, or
 - c. through the authorised representative of a body corporate as notified to the **Committee**, and
 - d. no other proxy voting shall be permitted.
4. No **General Meeting** may be held unless at least 10 eligible **Members** attend throughout the meeting and this will constitute a quorum.
 5. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
 6. 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.
 7. 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.
 8. Any decisions made when a quorum is not present are not valid.
 9. Written resolutions may not be passed in lieu of a **General Meeting**.
 10. **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.
 11. All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
 12. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
 13. Any person chairing a **General Meeting** may —
 - a. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

Commented [JS30]: New clause, required/recommended by Incorporated societies office

Commented [JS31]: New clause, required/recommended by Incorporated societies office

Commented [JS32]: Partially from Section 9.4 of existing rules.

14. The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
15. Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.
16. The **Society** must keep minutes of all **General Meetings**.

Commented [JS33]: New clause, required/recommended by Incorporated societies office

(13) Annual General Meetings

1. 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 **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
2. The **Annual General Meeting** must be held no later than the earlier of the following—
 - a. 6 months after the balance date of the **Society**
 - b. 15 months after the previous annual meeting.
3. The business of an **Annual General Meeting** shall be to—
 - a. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - b. adopt the annual report on the operations and affairs of the **Society**,
 - c. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements
 - d. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
 - e. elect the members of the **Committee** as set out in Section 17, and
 - f. consider any general business.
4. The **Committee** must, at each **Annual General Meeting**, present the following information—
 - a. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period
 - b. the annual financial statements for that period, and
 - c. 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).

Commented [JS34]: New clause, required/recommended by Incorporated societies office

Commented [JS35]: From Section 9.1 of existing rules, with modification of timing of AGM.

Commented [JS36]: From Section 9.5 of existing rules with minor wording changes as recommended by Incorporated societies office

Commented [JS37]: New clause, required/recommended by Incorporated societies office

(14) Special General Meetings

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

2. The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least **20 Members**.
3. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
4. The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

Commented [JS38]: From Section 8.1 and 8.2 of existing rules

Commented [JS39]: New clause, required/recommended by Incorporated societies office

(15) Management Committee

1. The **Committee** will consist of the following officers elected at the Annual General Meeting-
 - a. A Chairperson
 - b. A Deputy Chairperson
 - c. A Treasurer
 - d. A Secretary
 - e. At least 3 other members, with a maximum of 6
2. All members of the Committee, as defined in Section 15.1 have full voting rights.
3. A majority of the **Officers** on the **Committee** must be either:
 - a. **Members** of the **Society**, or
 - b. representatives of bodies corporate that are **Members** of the **Society**.
4. From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.
5. The **Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
6. The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
 - a. the quorum of every sub-committee is half the members of the sub-committee but not less than 3
 - b. no sub-committee shall have power to co-opt additional members,
 - c. a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
 - d. a sub-committee must not further delegate any of its powers.
7. 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.

Commented [JS40]: From Section 10.1 of existing rules

Commented [JS41]: From Section 10.2 of existing rules

Commented [JS42]: New clause, required/recommended by Incorporated societies office

Commented [JS43]: New clause, required/recommended by Incorporated societies office

Commented [JS44]: From Section 10.3 of existing rules with minor wording changes

Commented [JS45]: From Section 10.8 of existing rules with additions

Commented [JS46]: New clause, required/recommended by Incorporated societies office

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

Commented [JS47]: New clause, required/recommended by Incorporated societies office

9. The quorum for **Committee** meetings is at least 60% of members of the **Committee**.

Commented [JS48]: From Section 10.5 of existing rules

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

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

Commented [JS49]: New clause, required/recommended by Incorporated societies office

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

Commented [JS50]: New clause, required/recommended by Incorporated societies office

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

Commented [JS51]: From Section 10.7 with additions

13. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

Commented [JS52]: New clause, required/recommended by Incorporated societies office, replaces Section 10.12 of existing rules

14. The **Committee** shall hold at least 6 meetings per calendar year at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

Commented [JS53]: From Section 10.4 of existing rules with additions

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

Commented [JS54]: New clause, required/recommended by Incorporated societies office

16. **Members** of the **Society** as defined in Section 8 may attend all **Committee** meetings. Except for those who are members of the **committee**, or are co-opted representatives, they will have no voting rights.

Commented [JS55]: From Section 10.4 of existing rules with minor wording changes

(16) Qualifications of officers

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

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

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

- a. a person who is under 16 years of age
- b. a person who is an undischarged bankrupt
- c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act

1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation

- d. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
 - e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - i. an offence under subpart 6 of Part 4 of the **Act**
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - iii. an offence under section 143B of the Tax Administration Act 1994
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - f. a person subject to:
 - i. a banning order under subpart 7 of Part 4 of the **Act**, or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - v. 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**.
3. Prior to election or appointment as an **Officer** a person must —
- a. consent in writing to be an **Officer**, and
 - b. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.
 - c. Each certificate shall be retained in the **Society's** records.

Commented [JS56]: New section, required/recommended by Incorporated societies office

(17) Election or appointment of officers

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 5 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

Commented [JS57]: From Section 10.9 of existing rules with additions and minor wording changes, and replaces Section 9.3 of existing rules

3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. The term of office for all **Officers** elected to the **Committee** 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.
7. The **Committee** may co-opt up to five representatives from local authorities, law enforcement agencies, and/or other emergency services, who may or may not be members of the **Society**, to assist the **Committee** in its work. These co-opted Representatives will have the same voting rights as a **Committee** member, but they will not form part of the **Committee** or the quorum. Representatives' co-option will continue until the **Committee** determines their services are no longer required.
8. Those co-opted Representatives detailed in Section 17.7 may nominate a deputy to attend **Committee** meetings in their place. The deputised person will hold the same voting rights and the co-opted Representative. The co-opted Representative must fully brief their deputy prior to the meeting, and the deputy must report to the Representative they are deputising for on the outcomes of the meeting.
9. The **Committee** may co-opt Advisors, who may or may not be members of the **Society**, who bring specialised skills that the **Committee** considers beneficial to assist the **Committee** in carrying out its role. Advisors' co-option will be for a specific period and/or purpose, and they will not form part of the **Committee** or the quorum, nor will they have any voting rights.

Commented [JS58]: New clause, required/recommended by Incorporated societies office. Replaces Section 9.4 of the existing rules.

Commented [JS59]: New clause, required/recommended by Incorporated societies office.

Commented [JS60]: New clause, required/recommended by Incorporated societies office.

Commented [JS61]: From Section 10.10 of existing rules

Commented [JS62]: From Section 10.11 of existing rules

Commented [JS63]: From Section 10.13 of existing rules

(18) Removal of officers

1. An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —
 - a. The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**, or
 - b. The **Officer** has brought the **Society** into disrepute, or
 - c. The **Officer** has failed to disclose a conflict of interest, or
 - d. The **Committee** passes a vote of no confidence in the **Officer**,
 - e. with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

Commented [JS64]: New section, required/recommended by Incorporated societies office.

(19) Ceasing to hold office

1. An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
2. Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

Commented [JS65]: New section, required/recommended by Incorporated societies office.

(20) Conflicts of interest

1. An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a. to the **Committee** and or sub-committee, and
 - b. in an **Interests Register** kept by the **Committee**.
2. 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**.
3. An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - a. 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
 - b. 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
 - c. 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).
4. 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.
5. 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.
6. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.
7. The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

Commented [JS66]: New section, required/recommended by Incorporated societies office. Replaces Section 15 of existing rules

(21) Records, interests and information held

1. A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
2. The request must specify the information sought in sufficient detail to enable the information to be identified.
3. The **Society** must, within a reasonable time after receiving a request —
 - a. provide the information, or
 - b. agree to provide the information within a specified period, or

- c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - d. refuse to provide the information, specifying the reasons for the refusal.
4. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
 - a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - c. 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
 - d. the information is not relevant to the operation or affairs of the society, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - g. 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
 - h. the request for the information is frivolous or vexatious, or
 - i. 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**.
5. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
 - a. that the **Member** will pay the charge; or
 - b. that the **Member** considers the charge to be unreasonable.
6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

Commented [JS67]: New section, required/recommended by Incorporated societies office.

(22) Control of Funds

1. The funds and property of the **Society** shall be —
 - a. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - b. devoted solely to the promotion of the purposes of the **Society**.
2. The **Committee** shall maintain bank accounts in the name of the **Society**.
3. All money received on account of the **Society** shall be banked within 3 **Working Days** of receipt.
4. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
5. All payments from bank accounts held by the **Society** must be digitally authorised for payment by two **Officers** of the **Society**, one of which being the Chairperson, Secretary, or Treasurer, except for bank

Commented [JS68]: Partially replaces Section 11.3 of existing rules

Commented [JS69]: New clause, required/recommended by Incorporated societies office.

Commented [JS70]: Replaces Section 11.1 from existing rules with additions

Commented [JS71]: New clause, required/recommended by Incorporated societies office.

accounts as specified in Section 22.6.

Commented [JS72]: Replaces Section 11.2 of existing rules

6. The **Committee** may operate an “electronic petty cash” bank account to make payments of less than \$500, where the payments are approved by the **Committee** and receipts for payments are provided to the **Committee** at the next **Committee** meeting. Payments from this bank account requires authorisation from only one **Officer** or employee of the **Society**.

Commented [JS73]: New clause added to account for modern finance practises

7. No income or property is to be paid or transferred directly or indirectly to any **members** or associated persons. This will not prevent payment of reasonable remuneration expenses to any **officer** or **employee** of the **Society** or to any members for services performed by them for the **Society**. Nor will it prevent the provision of financial support for groups.

Commented [JS74]: Partially replaces Section 11.3 of existing rules

8. The **Committee** must ensure that there are kept at all times accounting records that—
- correctly record the transactions of the **Society**, and
 - allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

Commented [JS75]: New clause, required/recommended by Incorporated societies office.

9. The **Committee** must establish and maintain a satisfactory system of control of the **Society'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.

Commented [JS76]: New clause, required/recommended by Incorporated societies office.

10. Accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

Commented [JS77]: New clause, required/recommended by Incorporated societies office.

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

Commented [JS78]: Replaces Section 12.1 of existing rules

(23) Dispute resolution

Meanings of dispute and complaint

- A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- The disagreement or conflict may be between any of the following persons—
 - 2 or more **Members**
 - 1 or more **Members** and the **Society**
 - 1 or more **Members** and 1 or more **Officers**
 - 2 or more **Officers**
 - 1 or more **Officers** and the **Society**
 - 1 or more **Members** or **Officers** and the **Society**.
- The disagreement or conflict relates to any of the following allegations—
 - a **Member** or an **Officer** has engaged in misconduct
 - a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**

- c. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - d. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 4. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) 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(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - c. sets out any other information or allegations reasonably required by the **Society**.
- 5. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
- 6. 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.
- 7. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 8. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 9. The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

- 10. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) 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 or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
- 11. The **Society** 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—
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.

12. The information given under subclause (10b.) or (11b.) 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.
13. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

14. 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.
15. 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 that right on behalf of the **Society**.
16. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

17. This clause applies if a 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 bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
18. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
19. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
20. 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—
 - 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) are considered by the decision maker.

Investigating and determining dispute

- 21. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 22. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

- 23. Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
 - a. the complaint is considered to be 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 bylaws or the **Act**;
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
 - iv. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - v. the person who makes the complaint has an insignificant interest in the matter; or
 - vi. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
 - vii. there has been an undue delay in making the complaint.

Society may refer complaint

- 24. The **Society** may refer a complaint to—
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 25. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution

Decision makers

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

- a. impartial; or
- b. able to consider the matter without a predetermined view.

Commented [JS79]: New section, required/recommended by Incorporated societies office.

(24) Resolving to put society into liquidation

1. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
2. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
3. The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
4. Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

Commented [JS80]: New clause, required/recommended by Incorporated societies office. Partially replaces Section 16 of existing rules

(25) Resolving to apply for removal from the register

1. The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
2. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
3. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
4. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

Commented [JS81]: New clause, required/recommended by Incorporated societies office. Partially replaces Section 16 of existing rules

(26) Surplus assets

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

Commented [JS82]: New clause, required/recommended by Incorporated societies office. Replaces Section 16.2 of existing rules

(27) Amending this constitution

1. 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**.

2. The **Society** 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.
3. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.
4. Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 100 **members**, or 50% of **members** if there is less than 200 registered **members**, and given in writing to the **Committee** at least 20 **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.
5. At least 10 **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.
6. 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.
7. 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.

Commented [JS83]: Wording from Incorporated Societies office and replaces Section 14 of existing rules

(28) Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **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.

Commented [JS84]: New section, required/recommended by Incorporated societies office.