



North Canterbury
Academy of Music

2025



NCAM Constitution



Table of Contents

1. Definitions	3
2. Name	3
3. Charitable Status	3
4. Objectives of the Society	3
5. Registered Office	4
6. Contact Person	4
7. Membership	4
8. Admission of Members	4
9. Membership Rights and Obligations	5
10. Resignation and Termination of Membership	5
11. Membership Fees	5
12. Records and Register of Members	6
13. Members Access to Information	6
14. Privacy Act	6
15. General Meetings	7
16. Proceedings at General Meetings..	7
17. Proxy Voting	7
18. Postal Voting	8
19. Control at General Meetings	8
20. Society Committee	8
21. Membership of the Committee	8
22. Duties of the Committee	8
23. Powers of the Committee	9
24. Committee Meetings and Procedure	9
25. Terms of Office of Committee Members	10
26. Vacancies on the Committee	10
27. Committee Member Eligibility	11
28. Removal of Committee Member	11
29. Conflict of Interest	12
30. Election of Committee Members	12
31. Meaning of Dispute and Complaint	13
32. How a Complaint is made	14
33. Dispute Resolution	14
34. Dispute Investigation	15
35. Dispute Decision	15
36. Finances – Control and Management	15
37. Finances – Audit and Review	15
38. Common Seal	16
39. Alteration of the Constitution	16
40. Application of Income	17
41. Winding up / Resolving to put Society into Liquidation	17
42. Indemnity	17

1. Definitions

In this **Constitution**, unless the context requires otherwise, requires:

- 1.1 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.
- 1.2 Annual General Meeting (AGM)** 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.
- 1.3 Chairperson** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.
- 1.4 Committee** means the Society's governing body.
- 1.5 Constitution** means the rules in this document.
- 1.6 General Meeting** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
- 1.7 Interested Member** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- 1.8 Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- 1.9 Life Member** is a person honoured for exceptional services to the Society.
- 1.10 Majority** means more than half.
- 1.11 Matter** means—
 - 1.11.1 The Society's performance of its activities or exercise of its powers; or
 - 1.11.2 An arrangement, agreement, or contract (a transaction) made or entered into, or
 - 1.11.3 Proposed to be entered into, by the Society.
- 1.12 Member** means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
- 1.13 Notice to Members** includes any notice given by email, post, or courier.
- 1.14 Officer** means a natural person who is:
 - 1.14.1A member of the Committee, or
 - 1.14.2Occupying 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.
- 1.15 Officer Bearer** means the role of President, Treasurer or Secretary.
- 1.16 Register of Members** means the register of Members kept under this Constitution as required by section 79 of the Act.
- 1.17 Rules** means the constitution of the society.
- 1.18 Secretary** means the Officer responsible for the matters specifically noted in this Constitution.
- 1.19 Special General Meeting (SGM)** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 1.20 Working Days** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include weekends and public holidays.

2. NAME

The name of the society will be North Canterbury Academy of Music Incorporated in this Constitution referred to as the 'Society'.

3. CHARITABLE STATUS

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

4. OBJECTIVES OF SOCIETY

- 4.1** The objective of the society is the advancement and promotion of study and practice of musical education in the Waimakariri and surrounding districts.
- 4.2** To provide instruction in music and opportunities for young people to study, practice and perform ensemble works at their standard of achievement.
- 4.3** To present concerts, festivals and entertainments of ensemble and solo works to members of the Academy and to the general public either alone or in cooperation with other societies and organisations.
- 4.4** To foster a sense of community and to encourage cooperative relationships among the various musical organisations in Canterbury and beyond.
- 4.5** The funds and property of the society shall be applied solely in the promotion of these objectives.
- 4.6** 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.

5. REGISTERED OFFICE

- 5.1** The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines.
 - 5.1.1** Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five (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.

6. CONTACT PERSON

- 6.1** The Society shall have at least one (1) but no more than three (3) whom the Registrar can contact when needed.

The Society's contact person must be:

 - 6.1.1** At least 18 years of age, and
 - 6.1.2** Ordinarily resident in New Zealand.
- 6.2** A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- 6.3** Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - 6.3.1** A physical address or an electronic address, and
 - 6.3.2** A telephone number.
- 6.4** 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.

7. MEMBERSHIP

- 7.1** A member is a person (including any individual, partnership, limited company, sole trader, incorporated or unincorporated body) who applies and is accepted for membership of the society under rule 8.

- 7.2** Membership may comprise different classes of members as determined by the Committee from time to time including Life and Honorary members.
- 7.3** The Society shall maintain the minimum number of members, being ten (10) as required by the Act.
- 7.4** Members have rights and responsibilities set out in these rules.
- 7.5** Any musical tutor who teaches music or a musical instrument shall be deemed a member of the society.
- 7.6** Any person enrolled in the society shall be deemed a member of the society unless under the age of eighteen years when their parent and/or care-giver shall be deemed the member.

8. ADMISSION OF MEMBERS

- 8.1** Every applicant for membership must consent by:
 - 8.1.1** Completing an application or sign-up form as provided by the Society (whether written or electronic); and
 - 8.1.2** Supplying any other information the Committee requires.
 - 8.1.3** Any person (including any individual, partnership, limited company, sole trader, incorporated or unincorporated body) who agrees with the objects of the Society.
 - 8.1.4** The Committee may accept or decline an application for members at its sole discretion. The Committee must advise the applicant of its decision.
 - 8.1.5** The application for membership will be retained in the Society's membership records.
 - 8.1.6** A register of members of the Society will be maintained by the Society in accordance with the provisions of the Incorporated Societies Act, 2022 and subsequent enactments.
- 8.2** The Society will maintain a record of any resignation.

9. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 9.1** Members acknowledge and agree that:
 - 9.1.1** Members are bound by these Rules and by any regulations, bylaws, policies and procedures of the Society as set by the Committee from time to time.
 - 9.1.2** All members shall promote the interests and objectives of the Society and shall do nothing to bring the Society into disrepute; and
 - 9.1.3** In order to receive or continue to receive membership entitlements, members must meet all requirements of membership set out in these Rules or as otherwise set by the Committee from time to time.
- 9.2** The failure by a member to comply with rule 10 may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.

10. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 10.1** A Member may resign by notice in writing to the Society.
- 10.2** Membership may also be withdrawn, suspended or terminated by the Committee if a member fails to comply with these Rules including any codes of conduct or requirements set out in any regulations, bylaws, policies or procedures of the Society or if a member acts in a manner which is considered by the Committee to be harmful to the Society or inconsistent with the standards of behaviour expected of a member.
- 10.3** A member whose membership is withdrawn, suspended or terminated by the Committee may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the Society or in the absence of any relevant provisions then by a General Meeting of the Society. If the issue goes to a General Meeting, then the decision of the Committee shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.
- 10.4** A Member whose membership is terminated under these Rules shall:

- 10.4.1** Remain liable to pay all monies, fines or fees outstanding.
- 10.4.2** Cease to hold himself or herself out as a member of the Society; and
- 10.4.3** Return all material produced by the Society (for example Society documents, manuals etc).
- 10.5** Any former member may apply for re-admission in the manner prescribed in Rule 8.1-8.4 and may be readmitted.
- 10.5.1** If the former members membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed by the Committee.

11. MEMBERSHIP FEES

- 11.1** The Society Committee shall determine.
 - 11.1.1** Any membership or other fees payable by each member.
 - 11.1.2** The due date for such fees; and
 - 11.1.3** The manner for payment of such fees.

12. RECORDS AND REGISTER OF MEMBERS

- 12.2.** The Society shall maintain the minimum number of members required by the Act.
- 12.3.** The Society shall keep and maintain a Register in which shall be entered the full name, address, class of membership, and the date of entry of each member and any other details about each member as agreed by that member.
- 12.4.** All members shall provide the details listed in rule 9.1.1 and give written notice to the Society of any change to those details when they occur.
- 12.5.** The Society may, at its discretion, provide members with an electronic copy of the Register on request.
 - 12.5.1.** The Society shall also keep a record of the form Members of the Society for each Member who ceased to be a member within the previous 7-years, the society will record:
 - 12.5.2.** The former members name and date they ceased to be a member.

13. MEMBERS ACCESS TO INFORMATION

- 13.1** A member may at any time make a written request to the Society for information held by the Society.
- 13.2** The request must specify the information sought in sufficient detail to enable the information to be identified.
- 13.3** The Society must, within a reasonable time after receiving a request.
 - 13.3.1** Provide the information; or
 - 13.3.2** Agree to provide the information within a specified period; or
 - 13.3.3** Agree to provide the information within a specified period if the member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
 - 13.3.4** Refuse to provide the information, specifying the reasons for the refusal.
- 13.4** Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
- 13.5** Withholding the information is necessary to protect the privacy of natural persons, including that of any deceased natural persons; or
- 13.6** The disclosure of the information may prejudice the commercial position of the Society or of any of its members; or
- 13.7** The disclosure of the information may prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society; or
- 13.8** The information is not relevant to the operation or affairs of the society; or

- 13.9** Withholding the information is necessary to maintain legal professional privilege; or
- 13.10** The disclosure of the information would, or would be likely to, breach an enactment; or
- 13.11** 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
- 13.12** The request for the information is frivolous or vexatious; or
- 13.13** 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.

14. PRIVACY ACT

- 14.1** All members in joining the Society are deemed to have consented to the Society using information on the Register and other contact details provided to the Society, for purposes reasonable for the Society and its objectives.

15. GENERAL MEETINGS

- 15.1** The AGM shall be held no later than April in each year at a time and place fixed by the Committee.
- 15.2** Not less than twenty-one (21) days' notice shall be given by the Committee (either in writing or by electronic means) to all members of the place and time of a General Meeting and of any business to be transacted.
- 15.3** The Committee may at any time call a SGM and they shall give notice to members in accordance with rule 15.2.
- 15.4** A SGM may also be called by written requisition to the Committee signed by not less than a quarter of the members.
- 15.5** Any member wishing to give notice of any motion for consideration at a General Meeting must forward written (electronic or otherwise) notice of the same to the Committee not less than thirty (30) working days before the date of the meeting.
- 15.6** The society will keep minutes of all General Meetings.

16. PROCEEDINGS AT GENERAL MEETINGS

- 16.1** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence.
 - 16.1.1** The quorum for a General Meeting shall be ten percent (10%) or six (6), whichever is lower, of the members who are present and entitled to vote. The quorum must be present at all times during the meeting.
 - 16.1.2** If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Committee and if no quorum is obtained at the stage of such further General Meeting, then the members present at that further General Meeting are deemed to constitute a valid quorum.
- 16.2** The business of the General Meeting shall include:
 - 16.2.1** To confirm the minutes of the previous General Meeting.
 - 16.2.2** To receive and consider the Committee's annual report.
 - 16.2.3** To receive the financial statements for the financial year.
 - 16.2.4** To elect Committee members to fill vacant elected Committee members positions.
 - 16.2.5** Table and consider member motions of which prior written notice has been given; and
 - 16.2.6** General business of the society.
- 16.3** At each AGM the Committee will disclose any conflicts of interests by its officers during the previous period (including a summary and type of matter/s to which those disclosures relate).

16.4 No member shall be at liberty, without the consent of more than fifty percent (50%) of those members in attendance of the meeting, to move at any General Meeting any resolution relating to any special business not previously approved by the Committee in accordance with rule 16.15.5.

16.5 Votes at General Meetings shall be exercised by each member as follows:

16.5.1 At General Meetings, voting shall be by the voices, by show of hands or, on demand of the Chairperson by secret ballot and on any secret ballot each member shall be entitled to one vote.

16.5.2 Unless otherwise required by these Rules, all questions shall be determined by an Ordinary Resolution of those present and voting at the General Meeting.

16.5.3 A resolution passed by the required majority at any General Meeting binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

16.5.4 The chairperson shall have no right to an additional casting vote.

17. PROXY VOTING

17.2 The Society does not allow for proxy voting.

18. POSTAL VOTING

18.2 The Committee may from time-to-time permit voting by members on any resolution to be conducted by post or electronic means.

18.3 The result of voting on any resolution conducted by post or electronically shall be as valid as if the resolution was passed at a General Meeting duly convened and held.

18.4 Postal voting includes voting by post, telephone, email, electronic submission or other form approved by the Committee from time to time.

19. CONTROL OF GENERAL MEETINGS

19.2 The Chairperson of the Committee of the Society shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Committee (appointed by the Committee) shall preside and in the absence of both of those persons, then the members present shall elect a person to be the Chairperson of the General Meeting.

19.3 All members are eligible to be present and vote at a General Meeting in accordance with these Rules.

20. SOCIETY COMMITTEE

20.2 The governance of the Society shall be vested in the Committee, which may exercise all the powers of the Society and do all things which are not expressly required to be undertaken by the Society at a General Meeting.

20.3 The majority of members of the Committee must be members of the society.

21. MEMBERSHIP OF THE COMMITTEE

21.2 The Committee shall comprise of:

21.2.1 The Committee will comprise of no less than three (3) and more than (9) members, inclusive of Chairperson, Treasurer and Secretary, which will be elected at the AGM.

21.2.2 The position of Treasurer and Secretary, maybe combined for any period up to the next AGM.

21.2 The Committee may co-opt up to a maximum of three (3) persons to sit on the Committee as Committee members from time to time (Co-opted Committee Members).

- 21.2.1** Co-opted Committee members shall automatically retire from office at each AGM following their appointment but shall have the ability to be re-appointed as Co-opted Committee members at such AGM or at any other time.
- 21.2.2** Co-opted Committee members have the same rights and responsibilities as elected and/or appointed Committee members.

22. DUTIES OF THE COMMITTEE

- 22.2** From the end of each AGM 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.
- 22.3** The duties of each Committee Member are to:
 - 22.3.1** Exercise the powers of the Committee for proper purpose.
 - 22.3.2** Conduct and manage the business and affairs of the Society.
 - 22.3.3** Do such other acts and things as it deemed necessary or expedient for carrying out the business and promoting the objectives of the Society.
 - 22.3.4** Provide good governance for the Society.
 - 22.3.5** Act in good faith and the best interests of the Society at all times.
 - 22.3.6** Comply with the Act, and in accordance with these Rules.
 - 22.3.7** Exercise reasonable care and diligence.
 - 22.3.8** Not create substantial risk of serious loss to creditors.
 - 22.3.9** Not incur an obligation the officers don't reasonably believe the society can perform.
 - 22.3.10** Formulate such bylaws, regulations, policies and procedures as are appropriate for the Society, shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.
 - 22.3.11** Where appropriate, engage in activities to promote, market, represent and fundraise for the Society.
 - 22.3.12** Not disclose information that the Committee member would not otherwise have available other than in his or her capacity as a Committee member, to any person, or make use of or act on the information except:
 - i.** As agreed by the Committee for the purposes of the Society.
 - ii.** As required by law.

23. POWERS OF THE COMMITTEE

- 23.2** The Committee has all the powers necessary for managing, 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.
- 23.3** Enable documents such as the Constitution, bylaws or documents required under the Act may be written in te reo Māori or English, including financial records as determined by the Society.
- 23.4** 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.
 - 23.4.1** The quorum of every sub-committee is half the members of the sub-committee but not less than two (2).
 - 23.4.2** No sub-committee shall have power to co-opt additional members.
 - 23.4.3** A sub-committee must not commit the Society to any financial expenditure without express authority from the Committee.
 - 23.4.4** A sub-committee must not further delegate any of its powers.
- 23.4** 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.

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

24. COMMITTEE MEETINGS AND PROCEDURE

24.2 Except to the extent specified in these Rules, the Committee shall regulate its own procedure.

24.3 The role of a chairperson is to chair General Meetings and meetings of the Committee and to represent the Society. In the event of the unavailability of a Chairperson for any reason, then another Committee member appointed by the Committee shall undertake the chairperson's role during the period of unavailability.

24.4 Committee meetings may be called at any time by the Chairperson or two Committee members but generally the Committee shall meet at regular intervals agreed by the Committee or at least two times in any one year.

24.5 The quorum for a Committee meeting shall be a majority of the Committee members.

24.5.1 Each Committee member shall have one vote.

25.4.2 All Committee decisions shall be made by way of ordinary resolution by those participating.

25.4.3 The chairperson shall have no right to an additional casting vote.

25.4.4 Voting shall be by voices or upon request of any Committee member by a show of hands or by a ballot.

25.4.5 Proxy and postal voting are not permitted.

24.6 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more members of the Committee.

24.7 Any Committee member may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present.

24.7.1 This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Committee members and all persons participating in the meeting are able to hear each other effectively and simultaneously.

24.7.2 Participation by a Committee member in this manner at a meeting shall constitute the presence of that Committee member at that meeting.

24.8 The Committee may pay an honorarium and/or reimburse its Committee members for their actual and reasonable expenses incurred in the conduct of the Society's business. Prior to doing so the Committee must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

24.9 Employees and other persons may be invited to attend and assist the Committee at meetings, but such attendees shall not have a vote.

25. TERMS OF OFFICE OF COMMITTEE MEMBERS

25.2 The term of office for all Committee members holding an Office Bearing position, namely President, Treasurer or Secretary shall be three (3) years, expiring on conclusion of the relevant AGM with the ability to be re-elected.

25.2.1 An Officer Bearer may not serve more than six (6) consecutive years in an Officer Bearer, but that member's term shall expire on the AGM on or immediately following that member's sixth (6th) year anniversary as a Committee member.

- 25.2.2** Following the serving of six (6) years as an Officer Bearer such member shall not be eligible to be re-elected for said role, for a period of three (3) years following the end of that Committee member's service.

26. VACANCIES ON THE COMMITTEE

- 26.2** In the event of a vacancy on the Committee, the remaining Committee members may appoint a person of their choice to fill the vacancy, or the Committee may leave the vacancy unfilled until the next AGM.
- 26.3** The term of office for a person appointed as a Committee member to fill a vacancy under rule 26.1 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be filled in accordance with these Rules.
- 26.4** If a member does not attend three (3) consecutive meetings with leave of absence, members may at the discretion and on decision of the Committee be removed from said committee.

27. COMMITTEE MEMBER ELIGIBILITY

- 27.1** A person seeking election, or to remain in office as an elected Committee member must be an existing member of the Society as determined in Rule 7.
- 27.2** Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely:
- 27.2.1** A person who is under 16 years of age.
- 27.2.2** A person who is an undischarged bankrupt.
- 27.2.3** A person who is prohibited from being a director.
- 27.2.4** A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005.
- 27.2.5** 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.
- 27.2.6** A person subject to:
- i.** A banning order under subpart 7 of Part 4 of the Act.
 - ii.** An order under section 108 of the Credit Contracts and Consumer Finance Act 2003.
 - iii.** A forfeiture order under the Criminal Proceeds (Recovery) Act 2009.
 - 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.
- 27.2.7** 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, outside New Zealand as prescribed by the regulations (if any) of the Act.
- 27.2.8** Prior to election or appointment as an Officer a person must.
- i.** Consent in writing to be an Officer, and
 - ii.** Certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

- 27.2.9** Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.
- 27.3** If any of the circumstances listed in rules 27.2.1 to 27.2.9 occur to a Committee member, that Committee member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding of any of those circumstances against the Committee member.
- 27.4** If a Committee member becomes or holds any position in rule 23 then upon appointment to such a position, that Committee member shall be deemed to have vacated his/her office as a Committee member.
- 27.5** In addition, if a Committee member has been elected, appointed or co-opted to the Committee on the express or implied basis of holding a certain position within an organisation, and that Committee member subsequently leaves that organisation, the Committee may, but is not obliged to, review that Committee member's role on the Committee and request that Committee member to resign from the Committee if the Committee considers that to be in the best interests of the Society.

28. REMOVAL OF COMMITTEE MEMBER

- 28.2** The members in an AGM that has this purpose as an agenda item or in a SGM called for this purpose may, by Special Resolution, remove any Committee member before the expiration of their term of office if the members consider the Committee member has breached his or her duties as specified in rule 22.
- 28.3** Where the Committee member removed pursuant to rule 28.1 was an appointed Committee member, the Committee shall appoint another person in their place to hold office until the expiration of the term of the Committee member which he or she is replacing. Where the removed Committee member was an elected Committee member the vacancy shall be filled in accordance with rule 26.1.
- 28.4** Upon the Chairperson receiving a request for an SGM for the purpose of removing a Committee member, the Committee shall send the notice to the Committee member concerned in addition to the members in accordance with rule 16.15.2.
- 28.5** Following notification under rule 16.15.2 and before voting on the resolution to remove a Committee member, the Committee member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the members about the proposed resolution.
- 28.6** The Committee may, with the approval of a motion by no less than two-thirds (2/3rd) of the Committee, remove any Committee member from the Committee, before the expiry of their term of office if the Committee considers the Committee member concerned has seriously breached their duties as specified in rule 22 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- 28.6.1** The Committee member concerned shall be notified that a Committee meeting is to be held to discuss the proposal to remove the Committee member from office.
- 28.6.2** The Committee member affected by the proposed removal shall be given the opportunity prior to and at the Committee meeting to make submissions in writing and/or verbally to the Committee about the proposed removal.

29. CONFLICT OF INTERESTS mandatory clause

- 29.1** 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.

- 29.2** 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)—
- 29.2.1** To the Committee and or sub-committee, and
 - 29.2.2** In an Interests Register held by the Committee secretary.
- 29.3** 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:
- 29.3.1** 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.
 - 21.1.2** 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.
 - 29.3.3** 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).
- 29.4** 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.
- 29.5** Where fifty percent (50%) 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.
- 29.6** Where fifty percent (50%) 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.

30. ELECTION OF COMMITTEE MEMBERS

- 30.2** The election of Officers shall be conducted as follows.
- 30.2.1** 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 an Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
 - 30.2.2** A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Society at least thirty (30) 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.
 - 30.2.3** 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).
 - 30.2.4** 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.
 - 30.2.5** The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.

30.2.6 In addition to Officers elected under the foregoing provisions of this rule, the Committee 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 Committee 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).

31. MEANING OF DISPUTE AND COMPLAINT

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

31.1.1. The disagreement or conflict may be between any of the following persons:

- I. 2 or more members.
- II. 1 or more members and the society.
- III. 1 or more members and 1 or more officers.
- IV. 2 or more officers.
- V. 1 or more officers and the society.
- VI. 1 or more members or officers and the society.

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

- I. a member or an officer has engaged in misconduct.
- II. a member or an officer has breached, or is likely to breach, a duty under the society's Constitution or bylaws or the Act.
- III. the society has breached, or is likely to breach, a duty under the society's Constitution or bylaws or the Act.
- IV. a member's rights or interests as a member have been damaged or members rights or interests generally have been damaged.

32. HOW A COMPLAINT IS MADE

32.1 A member or an officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—

- I. States that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- II. Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- III. Sets out any other information or allegations reasonably required by the Society.

32.2 The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—

- I. States that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- II. Sets out the allegation to which the dispute relates.

32.3 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.

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

33. DISPUTE RESOLUTION

- 33.1** Any grievance by a member, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the dispute. All members, including the Committee are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Societies activities.
- 33.2** 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.
- 33.3** The Committee may, of its own volition, initiate a dispute.

34 DISPUTE INVESTIGATION

- 34.1** This rule concerns any dispute of members relating to their rights and interests as members, and any dispute concerning the alleged conduct or discipline of members, collectively referred to as 'disputes.'
- 34.2** These dispute procedures are designed to enable and facilitate the fair, prompt, and efficient resolution of all disputes.
- 34.3** Rather than investigate and deal with the dispute, the Committee may:
 - 34.3.1** A appoint a sub-committee, or
 - 34.3.2** Refer to an external arbitral tribunal, or person to investigate and make a decision so long as minimum standards of natural justice and the following requirements under this rule are satisfied.
- 34.4** The Committee and/or anyone as described in rule 31.3.2 considering the dispute is referred to hereafter as the 'decision-maker'. The decision-maker will:
 - 34.4.1** Consider whether to investigate and deal with the dispute.
 - 34.4.2** Decline to investigate if satisfied:
 - I.** The dispute is trivial.
 - II.** The dispute does not appear to disclose or involve any allegation.
 - III.** The person who made the allegation has an insignificant interest in the matter.
 - IV.** The dispute has already been investigated and dealt with under the constitution.
 - V.** There has been an undue delay in making the allegation.
- 34.5** Where the decision-maker decides to investigate and deal with a dispute, the following steps shall be taken:
 - 34.5.1** The complainant, member, or Society which is the subject of the dispute, must be advised of all the dispute details.
 - 34.5.2** The member, or Society which is the subject of the dispute, must be given adequate time to prepare a response.
 - 34.5.3** The complainant, member, or Society which is the subject of the dispute, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
 - 34.5.4** Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- 34.6** A person may not act as a decision maker in relation to a dispute if there are reasonable grounds to believe that the person may not be:
 - 34.6.1** Impartial.
 - 34.6.2** Unable to consider the matter without a predetermined view.

35. DISPUTE DECISION

- 35.1** The decision-maker may:
 - 35.1.1** Dismiss the dispute.

- 35.1.2** Uphold the dispute and make such directions as thinks appropriate (with which the Society and/or member/s shall comply).
- 35.1.3** Uphold a complaint and:
 - i. Reprimand or admonish the member/s, and/or
 - ii. Suspend the member from membership for a specified period, or terminate the member's membership, and/or
 - iii. Order the complainant (if a member) or the member complained against, to meet any of the Societies reasonable costs in dealing with a complaint.

36 FINANCES – Control and Management

- 36.1** The Society's financial year shall commence on 01 January of each year and end on 31 December (the latter date being the Society's balance date).
- 36.2** The funds and property of the Society shall be;
 - I. Controlled, invested, and disposed of by the Committee, subject to this Constitution, and
 - II. Devoted solely to the promotion of the purposes of the Society.
- 36.2** The Committee shall maintain bank accounts in the name of the Society.
- 36.3** All money received on account of the Society shall be banked within five (5) working days of receipt.
- 36.4** All accounts paid or for payment shall be submitted to the Committee for approval.
- 36.5** The Committee must ensure that there are kept at all times accounting records that—
 - I. Correctly record the transactions of the Society, and
 - II. Allow the Society to produce financial statements that comply with the requirements of the Act, and
 - III. Would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 36.6** The Committee must establish and maintain a satisfactory system of control of the society's accounting records.
- 36.7** The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.
- 36.7** The Society's annual financial statements and annual return will be filed with the registrar within 6-months of the society's balance date.

37. FINANCES – AUDIT AND REVIEW

- 37.1** The Committee shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer").
 - 37.1.1** The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies.
 - 37.1.2** The Reviewer must be a suitably qualified person, and must not be a member of the Committee, or an employee of the Society.
 - 37.1.3** If the Committee appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

38. COMMON SEAL

- 38.1** The common seal of the Society shall be kept in the control of the Society and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signatures of the chairperson and another Committee member.

39. ALTERATION OF THE CONSTITUTION

- 39.1** All alterations must be made in accordance with this Constitution.
 - 39.1.1** Any minor or technical alterations or amendments shall be notified to members as outlined in section 31 of the Act.
- 39.2** The Society may amend or replace this Constitution at a General Meeting by ordinary resolution passed by those members present and voting.
- 39.3** That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.
- 39.4** Any proposed resolution to amend or replace this Constitution shall be signed by at least fifty percent (50%) percent of eligible members and given in writing to the Committee at least thirty (30) 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.
- 39.5** At least thirty (30) 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.
- 39.6** 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.
- 39.7** 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.

40. APPLICATION OF INCOME

- 40.1** The income and property of the Society shall be applied solely towards the promotion of the objectives of the Society.
- 40.2** No member or person who is associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage.
- 40.3** The exceptions are where it is derived from:
 - 40.3.1** Professional services to the organisation carried out in the course of business that are charged at a rate that is not greater than current market rates, or
 - i. Interest on money lent at a rate that is not greater than current market rates.

41. WINDING UP / RESOLVING TO PUT SOCIETY INTO LIQUIDATION

- 41.1** If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 41.2** On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in another organisation or body with similar objectives.
- 41.3** However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

42. INDEMNITY

- 42.1** The Society shall indemnify every member of the Committee and other officers and employees of the Society in respect of all liability arising from the proper performance of their functions connected with the Society.