



CONSTITUTION
of the
ROYAL FOREST AND BIRD PROTECTION SOCIETY OF NEW ZEALAND INCORPORATED

Incorporated under the Incorporated Societies Act 2022 ("the Act")
.....

1. The name of the Society is the "ROYAL FOREST AND BIRD PROTECTION SOCIETY OF NEW ZEALAND INCORPORATED" (in these Rules referred to as "the Society").
2. The main purpose of the Society shall be: To take all reasonable steps within the power of the Society for the preservation and protection of the indigenous flora and fauna and the natural features of New Zealand.
3. **POWERS**
 - 3.1 The Society has the full capacity, powers and privileges as set out in section 18 of the Act.
 - 3.2 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.
4. Notwithstanding any other provision the Society will only use its money to further the purpose of the Society.
5. **OFFICE**
 - 5.1 The registered office of the Society shall be at such place as shall from time to time be determined by resolution of the Board of the Society ("the Board").
 - 5.2 In accordance with the provisions of Section 111 of the Act, the Chief Executive shall notify the Registrar in writing of any change in the situation of the registered office.
 - 5.3 In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission Chief Executive of any information required by that section.
6. **MEMBERSHIP**
 - 6.1 The Society shall consist of an unlimited number of members ("Members").
 - 6.2 Any consenting person supporting the purpose of the Society is eligible to apply for membership. Members have rights and responsibilities as set out in this Constitution.
 - 6.3 All Members shall promote the purpose of the Society so that its reputation and standing is enhanced.
 - 6.4 Classes of membership and membership fees shall be determined from time to time by the Board.
 - 6.5 Each Member is entitled to be affiliated to a Branch.
 - 6.6 Every applicant for membership shall be accepted unless referred to and declined by the Board. If the application is declined the subscription tendered by the applicant shall immediately be refunded. It shall not be necessary to give any reason for declining the application.
 - 6.7 Any Member may resign from the Society by giving one month's notice in writing.

7. CEASING TO BE A MEMBER

- 7.1** Any Member whose subscription is in arrears and who continues to be in arrears after six calendar months shall from such date cease to be a Member of the Society.
- 7.2** The Board may by a majority resolution cancel a person's membership and prevent them from re-joining the Society, except on terms satisfactory to it, if that Member:
- (a) Breaches this Constitution or any regulations made under it; or
 - (b) Acts in opposition to the purposes of the Society; or
 - (c) Acts in any manner which would make it undesirable in the opinion of the Board that they should continue to be a Member.
- 7.3** Prior to cancelling a person's membership, the Member shall have the right to appear before the Board to explain their conduct.
- 7.4** For the avoidance of doubt, the process in clause 7.2 should not be applied to disputes between Members and/or Board members and/or the Society. If there is a dispute between Members and/or Board members and/or the Society, the Dispute Resolution Procedures at Schedule One should be followed.

8. REGISTER

- 8.1** The Society shall keep an up to date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) subscriptions or levies paid (if any);
 - (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (c) any other information required by the Board or by the Act.
- 8.2** Members must notify the Chief Executive of any change to their information recorded on the register of Members.
- 8.3** Information in the Register shall only be released to any other person or organisation in compliance with the relevant legislation.
- 8.4** The Board will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a Board member, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

Membership classes

- 8.5** The Board may choose to have different classes of membership.
- (a) Distinguished Life Membership recognises distinguished service to the Society and nature conservation. Distinguished Life Members shall:
 - (i) only be appointed if the Board recommends that nominations go forward for consideration by the Council;

- (ii) be entitled to free membership;
- (iii) receive Council Minutes and may speak at Council but may not vote.

9. BRANCHES & NETWORKS

- 9.1** The Branch is the basic organisational unit of the Society, and is constituted of a group of persons, in a defined geographic area, that has sufficient sense of identity and community to be able to work together to achieve the purpose of the Society. Branches are represented on the Council of the Society ("Council").
- 9.2** A Network is a group that constitutes around issues at a local, regional or national level.
- 9.3** Branches and Networks shall promote the purpose of the Society through undertaking projects, advocacy, campaigns, and other activities within its area of interest and, as appropriate, in association with other Members, Branches, Society staff and local communities.
- 9.4** Branches and Networks are accountable to the Society's Council and Board and shall operate in a way that enhances the reputation and standing of the Society.
- 9.5** Each Member may be affiliated to their local Branch, except as requested by a Member who may wish to affiliate to another Branch, and may also belong to one or more Networks.
- (a) Branches of the Society, and the area of the Branch may be established or disestablished in such places as the Board shall from time to time determine.
 - (b) Networks may be established or disestablished by the Board.
- 9.6** Administration
- (a) Each Branch shall be administered by a committee which shall consist of a chairperson, Secretary, Treasurer and such further members as may be decided by the Branch members all of whom shall be elected at the Annual Meeting of the Branch or subsequently co-opted by the committee. Where a Branch has an active Kiwi Conservation Club, the Branch Committee shall include a member designated to represent the KCC members. In the event of any vacancy on the committee the Branch Committee may fill such vacancy for the unexpired term of office. All committee members must be Members of the Society.
 - (b) Networks may administer themselves in a manner to be agreed by the Board on their establishment.
- 9.7** The Secretary of each Branch shall forward to the Chief Executive a copy of all Branch Minutes, and a copy of the Branch Annual Report, including a KCC Report, and reviewed or audited Balance Sheet and Accounts at the date required by the Society.
- 9.8** A formula for Branch funding from central office will be determined from time to time by the Board.
- 9.9** Branches may raise and utilise funds on behalf of the Society, for uses consistent with the purpose of the Society. Branches may only use funds within their control and may not enter into any financial obligations or risks beyond the funds under their control.
- 9.10** Branches and Networks may not employ people. The contracting of services is not permitted except as approved by the Board.
- 9.11** Where a Branch or Branch Committee is in breach of any of the obligations set out in this Constitution or any regulations made under it, the Board may become involved with Branch and/or Branch Committee activities to ensure that the breach is remedied.
- 9.12** The Board may revoke a Member's position on a Branch Committee and prevent them from being re-elected to the Branch Committee, if that Member:

- (a) Breaches this Constitution or any regulations or policies made under it; or
- (b) Acts in opposition to the purposes of the Society; or
- (c) Acts in any manner which would make it undesirable in the opinion of the Board that they should continue to be a Branch Committee member.

9.13 Prior to revoking a Member's position on a Branch Committee, the Member shall have the right to appear before the Board for the purposes of explaining their conduct.

10. COUNCIL

10.1 The Council represents the membership, is the conduit between membership and the Board, and elects the Board.

10.2 The Council of the Society shall consist of –

The Board and:

- (a) Up to one (1) member appointed by the Voting Members of each Branch that has a membership of up to 1000; and
- (b) Up to two (2) members appointed by Voting Members of each Branch that has a membership of more than 1000; and
- (c) Up to five (5) Voting Members not appointed by a Branch of the Society elected from the membership by a means to be determined by the Board; and
- (d) Up to two (2) Kiwi Conservation Club representatives; by a means to be determined by the Board.
- (e) Up to two (2) Forest and Bird Youth representatives, by a means to be determined by the Board.

10.3 For the purposes of rule 10.2 (a) and (b), membership shall be determined by the number of financial Members on the Register of Members as at the end of the financial year in respect of all meetings of the Council during the year succeeding that date.

10.4 In the event of a new President being appointed, the immediate past- President shall be a member of the Council for the following twelve (12) months.

10.5 Council members shall be sixteen (16) years of age or older and must be Voting Members of the Society.

10.6 Once appointed Council members shall hold office for a period of twelve (12) months.

10.7 Notification of the names of appointees on the Council shall be made at least two months before the date of the next Council meeting.

11. COUNCIL PROCEEDINGS

Meetings

11.1 Ordinary meetings of the Council shall be held at least once in each year. A special meeting of the Council may be convened at any time by the President or any twelve (12) Council members.

11.2 Council meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Council members can follow the discussion throughout the meeting. Council members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

- 11.3** Council meetings will be chaired by the President. If the President is absent, the Council meeting shall be chaired by the Deputy President. In the absence of the President and Deputy President, the Council shall elect one of their number to preside at its meeting.
- 11.4** The Council shall have power by resolution recorded in the minutes of its proceedings to regulate its own procedure in a manner consistent with this Constitution.
- 11.5** The quorum necessary for the transaction of business by the Council may be fixed by the Council and unless so fixed shall be fifty per cent (50%) of Council members.
- 11.6** Remits and other business must be notified to the Chief Executive at least two (2) months before the date of the next Council Meeting, and distributed to the branches six (6) weeks before the said date. Urgent remits for Council notified after the closing date may be considered solely at the discretion of the President.

Electing The Board

- 11.7** At the first meeting of the Council after the Annual General Meeting in each even numbered year the Council will before proceeding to any other business elect the following -
- (a) The President;
 - (b) The Deputy President; and
 - (c) Half the members of the Board (other than ex-officio members).
- 11.8** Such Board members shall take office immediately upon their election, and the President, Deputy President, and Board members shall hold office until their successors are elected in the next even numbered year.
- 11.9** At the first meeting of the Council after the Annual General Meeting in each odd numbered year the Council will before proceeding to any other business elect the following -
- (a) The half of the Board not so elected in the even year. Such Board members shall take Office immediately upon their election and shall hold office until their successors are elected in the next odd numbered year.
- 11.10** Nominations for the Board shall be in the hands of the Chief Executive at least two (2) months before the date of the Annual General Meeting. Each nomination must be signed by two (2) Councillors and the nominee. Each nomination must be accompanied by some reference to the qualifications of the nominee, and confirmation of their membership in the Society.
- (a) Nominees for the Board need not necessarily be members of the Council at the time of nomination or at the time of election. Persons nominated for election as officers must qualify under the Charities Act 2005.
 - (b) Prior to election or appointment, every Board member must consent in writing to becoming a Board member and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.
- 11.11** The Chief Executive shall forward to all members of the Council and to all Branches details of all nominations received under rule 11.10 at least 45 days before the date of the Annual General Meeting.
- 11.12** In the event of no nominations being received for the office of President or of Deputy President, the Council shall elect a person who is a member of the Council.
- 11.13** The Council shall ensure that the Board has the adequate range of skills, competencies and expertise across its membership that it considers necessary in order to fulfil the Board's purpose.

Voting

- 11.14** Simple majority voting shall be used in all Council decision-making.
- 11.15** When any business is put to the vote, at any meeting of the Council, such vote will be a show of hands unless:
- (a) the vote relates to the appointment of President, Deputy President, or Board members, in which case it is carried out by secret ballot; or
 - (b) three Council members or more request a secret ballot, in which case the vote will be a secret ballot.
- 11.16** In the event of a tied vote, the person chairing the Council meeting in accordance with clause 11.3 will have a casting vote.

12. BOARD

- 12.1** The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.
- 12.2** The Board shall consist of a minimum of six (6) and maximum of eleven (11) Board members, comprising of natural persons holding the roles -
- (a) The President and the Deputy President;
 - (b) Up to seven ordinary elected Board members and
 - (c) Up to two Board members co-opted in accordance with clause 12.7.
- 12.3** Board members shall serve for a period of two years, with half of the ordinary Board members elected in any year and the remaining members elected alternating years. The President and the Deputy President shall be elected in even years.
- 12.4** Board members are elected using the process set out in clause 11.
- 12.5** The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it sees fit.
- 12.6** The Board shall have power to fill casual vacancies in its number.
- 12.7** The Board may, at any time, co-opt up to two additional persons if it considers it lacks necessary expertise or experience, or geographic representation to fulfil its role. Co-opted members must be Members of the Society and approved by seventy five percent (75%) of the Board. The appointment of such persons will be ratified by the Council at the first opportunity. Co-opted members may serve a two year term from the date of ratification by the Council. Co-opted members are not eligible to be Council members.

Removal from the Board

- 12.8** A Board member will cease to hold that role if the Board member:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a Board member by giving prior written notice of their resignation to the Board;
 - (d) becomes disqualified to be an officer of a society in accordance with the Act; or

- (e) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;
- (f) becomes disqualified to be an Officer of the Society in accordance with this Constitution.
- (g) is requested to resign following a vote of not less than two-thirds (2/3) of the Board members present and entitled to vote at a Board meeting, then that Board member shall be removed immediately.

12.9 If a Board member is removed from the Board, they are entitled to retain their membership unless their membership is revoked under clause 7.2.

13. BOARD PROCEEDINGS

13.1 The Board may hold a meeting at such time and place as they determine.

13.2 Any Board member may request a meeting of the Board (a "Board Special Meeting") by notice in writing directed to all other Board Members. Upon receiving any such notice a Board Special Meeting will be arranged as soon as practicable, and the Board members will be given ten (10) working days written notice of the Board Special Meeting.

13.3 Board meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Board members can follow the discussion throughout the meeting. Board members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

13.4 Board meetings will be chaired by the President. If the President is absent, the Board meeting shall be chaired by the Deputy President. In the absence of the President and Deputy President, the Board shall elect one of their number to preside at its meeting.

13.5 No business of the Board shall be transacted at a Board meeting without a quorum present.

13.6 The quorum for a Board meeting shall be fifty percent (50%) of the Board members.

13.7 The quorum for a Board Special Meeting shall be seventy five percent (75%) of the Board members.

13.8 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Board meeting, the meeting will lapse.

13.9 In the event of a meeting lapsing in accordance with the clause above, the meeting shall be adjourned for two (2) weeks to the same time and place (if possible) and notice of the adjournment shall be given to all Board members. At the adjourned meeting the Board members present will form a quorum.

13.10 Subject to this Constitution, the number of votes required to reach any decision will be:

- (a) for a Board meeting, not less than seventy five percent (75%) of the number of Board members present and eligible to vote at the meeting; and
- (b) for a Board Special Meeting, a unanimous vote of the Board members present and eligible to vote at the meeting.

13.11 In the event of a tied vote, the person chairing the Board meeting in accordance with clause 12(4) will have a casting vote.

13.12 The Board shall abide by the Society's Conflict of Interest Policy.

13.13 Where half (1/2) or more of the Board Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the

remaining Officers may vote on the matter. Where only one (1) Officer remains, a Special General Meeting of the Society must be called to determine the matter.

Resolution In Lieu of a Meeting

- 13.14** A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 13.15** A resolution in writing (including by way of email) signed or assented to by all Board members will be as valid as if it had been passed at a Board Special Meeting of the full Board.
- 13.16** Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Board members.

14. THE PRESIDENT

- 14.1** There shall be a President of the Society ("the President") who shall be elected as provided in this constitution.
- 14.2** The President shall be the official head of the Society and, when present, shall preside as chairperson at all meetings of the Council and the Board. In the absence of the President and Deputy President, the Council shall elect one of their number to preside at its meeting.

15. THE DEPUTY PRESIDENT

- 15.1** There shall be a Deputy President who shall be elected as provided for in this constitution and in the absence or incapacity of the President shall exercise all those duties and privileges normally exercised by the President.

16. THE CHIEF EXECUTIVE

- 16.1** The Board shall employ a Chief Executive on such terms and at such remuneration, as the Board shall decide.
- 16.2** The Chief Executive shall not be a member of the Council or the Board. The Chief Executive shall perform all the duties usual and appropriate to the office, including the employment and management of employees of the Society, and shall attend to all the instructions of the Board.
- 16.3** The Chief Executive must qualify under section 36B of the Charities Act 2005.
- 16.4** The Chief Executive may attend all Council meetings, General Meetings, and Board meetings, except for closed portions of Board meetings.

17. AUDITOR

- 17.1** An Auditor or Auditors shall be appointed at each Annual General Meeting.
- 17.2** An Auditor may be a Member of the Society but shall not be a member of the Board or Council.

18. GENERAL MEETINGS

- 18.1** Notice of every General Meeting shall be given to every Member not less than one month before the meeting stating the business to be transacted at that meeting.

- 18.2** Every notice to Members required under this Constitution (and in particular notice of any General Meeting) shall be sent to them at their recorded physical or email address, or be given by advertisement.
- 18.3** General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can follow the discussion throughout the General Meeting. Voting Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 18.4** No business except business of which notice has been given or other business that the chairperson has permitted shall be considered at any General Meeting.

Annual General Meetings

- 18.5** The intervals between Annual General Meetings (AGM) must be no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous AGM. The Annual General Meeting of the Society shall be held prior to the thirtieth day of June in each year at a time and place to be fixed by the Board.
- 18.6** Before any business can be transacted there must be a quorum of forty (40) Members. Unless a quorum is present within thirty minutes after the time at which the meeting was notified to commence it shall be deemed to have lapsed.
- 18.7** Any duly constituted meeting shall have power to adjourn the proceedings from time to time to any time fixed by the meeting.
- 18.8** At the Annual General Meeting the Board must present:
- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (b) the financial statements of the Society for that period; and
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

Special General Meetings

- 18.9** A Special General Meeting of the Society may be called at any time by the Board and shall be called upon the written request of the President, or fifty percent (50%) of members of the Council, or five percent (5%) of Voting Members of the Society. Such requests must specify the matters to be considered at the meeting, and must take place within two (2) months of the notice being given.
- (a) Members unable to attend a Special General Meeting may transmit to the President their views upon any proposal to be submitted to such meeting and such views shall be presented to such meeting before a vote is taken on the proposal.

Voting

- 18.10** Unless otherwise specified in this Constitution, simple majority voting shall be used in all decision making.
- 18.11** When any business is put to the vote, at any General Meeting, such vote will be a show of hands unless three Voting Members or more request a secret ballot – in which case the vote will be a secret ballot.
- 18.12** Each Voting Member over the age of sixteen (16) and participating in the meeting may have one (1) vote in a General Meeting.

- 18.13** The ruling of the President, or other duly appointed chairperson, shall be final on all questions of order, procedure and interpretation of this Constitution which may arise at any meeting.
- 18.14** In the event of a tied vote, the person chairing the General Meeting will have a casting vote.
- 18.15** No proxy votes are to be allowed in General Meetings.

Minutes

- 18.16** Minutes of meeting shall be kept for every General Meeting.

19. CONTRACTING METHOD

- 19.1** Deeds shall be entered into by two (2) people signing in accordance with the financial delegations determined by the Board, being either senior managers and/or the President, or Deputy President in the President's absence, with both signatures to be witnessed.
- 19.2** All other contracts or other enforceable obligations required to be in writing shall be entered into in accordance with the financial delegations determined by the Board, being either by an appropriately delegated manager or by the President, or Deputy President in the President's absence.

20. LEGAL PROCEEDINGS

No legal proceedings shall be commenced or joined by or on behalf of the Society unless the same shall have been authorised by resolution of the Board. Legal proceedings include proceedings in the Environment Court, District Court, High Court, Court of Appeal, Supreme Court and any other Court of Record, and includes Board of Enquiry under Part 6AA of the Resource Management Act 1991. The Chief Executive Officer may authorise the Society to join any proceedings, although this requires retrospective approval by the Board, which shall be obtained without delay.

21. FINANCE

- 21.1** The Chief Executive shall file an annual return with the Charities Commission in accordance with sections 41 and 42 of the Charities Act 2005.
- 21.2** The funds and property of the Society will be controlled and managed by the Board and the Chief Executive in accordance with this Constitution and the Act, to further the Society's purposes.
- 21.3** The Society's balance date is 31 December, unless otherwise specified by the Board in accordance with the Act.
- 21.4** The Board shall ensure a financial statement is kept, that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act.
- 21.5** Subject to the Act, the Board may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 21.6** The Board shall ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

22. ANNUAL FINANCIAL STATEMENT

- 22.1** The Chief Executive shall at such time as the Registrar shall require in each year deliver to the Registrar an annual financial statement pursuant to the requirements of Section 102 of the Act.

- 22.2** Prior to its transmission to the Registrar the statement shall be submitted to the Board and when transmitted it shall be accompanied by a certificate signed by a Board member to the effect that the statement has been submitted to and approved by the Members of the Society at a General Meeting.
- 22.3** In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission of any changes referred to in that section.

23. ALTERATION OF CONSTITUTION

- 23.1** This Constitution may be altered by way of repeal, amendment, addition, or otherwise by first passing a resolution of the Board, and following a resolution of the Board, a resolution passed by a two-thirds majority of the Voting Members in a General Meeting. No alteration is permissible that would jeopardise the Society's charitable status.
- 23.2** Notice setting out clearly the nature of every proposed alteration to this Constitution intended to be moved at a General Meeting shall be lodged with the Chief Executive not later than two months before the date fixed for such meeting.
- 23.3** Every alteration to this Constitution shall be delivered to the Registrar in accordance with the requirements of Section 33 of the Act.
- 23.4** In accordance with section 40 of the Charities Act 2005, the Chief Executive shall notify the Charities Commission of any changes referred to in that section.
- 23.5** The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment corrects errors or makes similar technical alterations, provided that
- (a) the Board provides written notice of the amendment to every Member of the Society, with the notice stating:
 - (i) the text of the amendment; and
 - (ii) the right of the Member to object to the amendment.
 - (b) If no Member objects within twenty (20) working days after the date on which the notice is sent, the Board may make the amendment.
 - (c) If a Member objects to the amendment made under clause 23.5(a) within twenty (20) working days after the date on which the notice is sent, the Society may not make the amendment under this clause.

24. INDEMNITY

- 24.1** The Society may, with the authority of the Board, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 24(1)(a).
- 24.2** The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.

25. MATTERS UNPROVIDED FOR

- 25.1** If any question shall arise concerning any matter not provided for in this Constitution or in the Act, the decision of the Board shall be final.

26. OPERATION OF CONSTITUTION

- 26.1** Upon registration of this Constitution by the Registrar the same shall come into operation immediately upon adoption by the Society.
- 26.2** All amendments to the Constitution approved at a General Meeting shall be operative immediately following that meeting, save that Councillors appointed under the previous Constitution shall hold office for the next or reconvened Council meeting.

27. MISCELLANEOUS

- 27.1** Any non-employee Officer of the Society who shall become bankrupt or be convicted of an indictable offence shall immediately vacate their office. For any employee of the Society who shall be convicted of an indictable offense the matter is referred to the Chief Executive to determine appropriate action.

28. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

- 28.1** If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 29 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 28.2. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 29.
- 28.2** The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Board shall give forty (40) working days' notice to all Members of the General Meeting at which the resolution is to be considered;
 - (b) the notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present.

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

- 29.1** On a Voting Member vote in accordance with clause 28.1 any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards a charitable society or charitable institution in New Zealand with a similar purpose to the Society or to a charitable society or institution to be held for the same purpose as those of the Society as may be determined by a three-quarter (3/4) majority of the Voting Members in accordance with clause 29.2.
- 29.2** A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Board shall give forty (40) working days' notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the notice must include the matters required under section 228(4) of the Act;

- (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote; and
- (d) the resolution must set out which charitable entities the Society's surplus assets shall be applied to in accordance with clause 29.1.

29.3 To be clear, a resolution under this clause 29 may be made at the same General Meeting as a resolution under clause 28.

30. CHARITABLE PURPOSES AND PAYMENT TO MEMBERS

30.1 Nothing in this Constitution shall permit the Society to allow its funds to be used for the pecuniary gain of any Member or Officer of the Society or person associated with a Member or Officer of the Society other than remuneration of reasonable payments made for services rendered to the Society and payments made in the ordinary course of employment.

31. INTERPRETATION

In this Constitution [except where a different intention appears]:

"Act" means the Incorporated Societies Act 2022.

"Board member" means a member of the Board elected or appointed in accordance with clause 11 or 12.

"Council member" means a member of the Council appointed in accordance with clause 10.

"New Zealand" means the islands making up the landmass of New Zealand and the Extended Economic Zone and the waters contained within.

"Officer of the Society" means for the purposes of this Constitution the President, Deputy President, Board Members and the Chief Executive. Note that the Act has a broader definition of 'Officer' which also includes a natural person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society (for example, a senior manager).

"Person" means a natural person, a corporation sole, and a body of persons (whether corporate or un- incorporate).

"The Registrar" means the Registrar of Incorporated Societies

"Voting Member" refers to all Members, Distinguished Life Members who have paid all subscriptions and levies (if any) by the due date. To be clear, any Member with subscriptions or levies overdue by more than six (6) months shall not have the right to vote.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. INTRODUCTION

- 1.1** Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:
- (a) Members of the Society;
 - (b) officers of the Society being Board Members and persons who are officers in accordance with section 5 of the Act; and/or
 - (c) the Society itself.
- 1.2** The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons listed above in relation to the Society and its activities.
- 1.3** Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

2. HOW A COMPLAINT IS MADE

- 2.1** A Member or officer may make a complaint by giving to the Board a notice in writing that:
- (a) states that the Member or officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be detailed enough to ensure the Member or officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.2** The Society may make a complaint involving an allegation against a Member or an officer by giving to the Member or officer a notice in writing that -
- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.3.** The terms dispute and complaint are to be interpreted in accordance with section 3 of the Incorporated Societies Act 2022.

3. INVESTIGATING AND DETERMINING A DISPUTE

- 3.1** The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure that the dispute is investigated and determined.
- 3.2** In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Board with no personal interest in the dispute (the "Elector") will determine how the dispute will be dealt with. This can include:
- (a) appoint an external person to investigate and report; or

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

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

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an officer has engaged in material misconduct;
 - (ii) that a Member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Incorporated Societies Act 2022; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
- (c) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (d) there has been an undue delay in making the complaint.

3.4 Before making a decision under clause 3.2, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.

3.5 Where an external party is appointed to provide a report, that report should be provided to the Board, the complainant and any person who is the subject of the complaint (the "parties"). After reviewing the report, the parties will then meet to discuss whether:

- (a) the Society will take any steps in light of the report-writer's findings; and
- (b) the parties agree that those steps (if any) will resolve the dispute.

3.6 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.

- (a) A person may not act as a decision maker in relation to a complaint if the majority of members of the Board consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.

3.7 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:

- (a) call for written submissions from all relevant parties;
- (b) call for specific evidence from the Society or any relevant party; and/or
- (c) prepare an interim report and circulate it to the relevant parties for their comments.

- 3.8** In addition to the powers under clause 3.5, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.9** A decision reached by an external person appointed under clause 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.

4. PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD

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

5. PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD

- 5.1** This clause 5 applies if the complaint involves an allegation that a Member, an officer, or the Society (the “respondent”) –
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Incorporated Societies Act 2022; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 5.2** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 5.3** If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- 5.4** Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if –
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.