The Constitution of SeniorNet Kapiti Inc.

TABLE OF CONTENTS

1 NAME 1
2 DEFINITIONS 1
3 PURPOSES 2
4 ACT AND REGULATIONS 3
5 REGISTERED OFFICE 3
6 CONTACT PERSON 3
7 MEMBERS 3
8 SUBSCRIPTIONS AND FEES 4
9 CEASING TO BE A MEMBER 5
10 OBLIGATIONS ONCE MEMBERSHIP HAS CEASED 5
11 BECOMING A MEMBER AGAIN AFTER MEMBERSHIP TERMINATED UNDER CLAUSE 9.1(II) 5
12 GENERAL MEETINGS 5
13 ANNUAL GENERAL MEETINGS 7
14 SPECIAL GENERAL MEETINGS 8
15 COMMITTEE 8
16 FUNCTIONS 9
17 POWERS 9
18 SUB-COMMITTEES 9
19 GENERAL MATTERS 9
20 COMMITTEE MEETINGS 9
21 QUALIFICATIONS OF OFFICERS 10
22 OFFICERS' DUTIES 10
23 ELECTION OR APPOINTMENT OF OFFICERS 12
24 FEES AND HONORARIA 13
25 REMOVAL OF OFFICERS 13
26 CEASING TO HOLD OFFICE 14
27 CONFLICTS OF INTEREST 14
28 REGISTER OF MEMBERS 15
29 INTERESTS REGISTER 15
30 ACCESS TO INFORMATION FOR MEMBERS 15

31 FINANCES 16
32 INSURANCE AND INDEMNITY 17
33 DISPUTE RESOLUTION 17
34 LIQUIDATION AND REMOVAL FROM THE REGISTER 18
35 RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER 18
36 SURPLUS ASSETS 18
37 ALTERATIONS TO THIS CONSTITUTION 19
38 BYLAWS 19

1 NAME

1.1 The name of the Society is SeniorNet Kapiti Incorporated, in this Constitution referred to as the Society.

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

2 DEFINITIONS

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

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

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

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

Committee means the Society's governing body.

Complaint means a Complaint as defined in clause 38 (2) of the **Act**.

Constitution means the rules in this document.

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

Dispute means a Dispute as defined in clause 38 (1) of the **Act**.

Financial Member means:

- A **Member** who has paid their annual subscription to the Society for the current financial year.
- A **Member** who has been granted Life membership of the Society.

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

Interested Member means a **Member** who may obtain a financial benefit from a **Matter** by reason of a close personal, business or financial relationship with a person to whom the **Matter** relates as set out in section 62 of the **Act**.

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

Matter means:

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

Member means a person, aged 50 or over who has consented to become a **Member** of the Society and has been properly admitted to the Society and who has not ceased to be a **Member** of the Society.

Notice to **Members** includes any notice given In **Writing**.

Officer means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or **Treasurer**.

Office bearer means the Chairperson, Deputy Chairperson, Secretary, Treasurer and immediate past Chairperson.

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

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

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

Treasurer means the **Officer** responsible for the matters specifically noted in this Constitution.

Working Days means as defined in the Legislation Act 2019.

Written and In **Writing** means communications with using paper or electronic media that may be approved for the purpose by the **Committee** from time to time.

3 PURPOSES

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

(i) to teach technology and computer skills to Members in a friendly way.

(ii) to give Members the opportunity to develop skills that will enable them to participate more fully in society.

(iii) to continue to fill a clearly identified community learning need.

(iv) to do all such things as may be deemed necessary to attain and complement the above objectives.

3.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Society and not for the financial gain of any Member or Officer provided that:

(i) an Officer may receive fees in accordance with Rule 24; and

(ii) a Member or an Officer may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Society while pursuing the Society's purposes.

4 ACT AND REGULATIONS

4.1 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.

5.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five 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 but no more than three contact person(s) whom the Registrar can contact when needed.

6.2 The Society's contact person must be a Member of the Society appointed by the Committee and ordinarily resident in New Zealand.

6.3 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their personal contact details, including a physical address, an electronic address and 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 MEMBERS

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

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

(i) Member

A Member is an individual admitted to membership under this Constitution and who has not ceased to be a Member.

(ii) Life Member

A Life Member is a person honoured for highly valued services to the Society and elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Financial Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

Members of SeniorNet Kapiti granted Honorary Membership, under our previous constitution, have all the rights and privileges of a life member.[1]

(iii) Corporate Membership (non-voting)

Corporate Membership shall be open to local organisations and commercial enterprises subject to the prevailing provisions and requirements approved by the Committee for such membership, and subject to said organisations and commercial enterprises being in support of the objectives of the Society.

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

7.4 An applicant for membership must complete and sign an approved application form. They will become a member on acceptance of that application by the Committee and on payment of the membership fee.

7.5 The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

7.6 Every Member shall provide the Society in writing with that Member's name, contact details and such other details as required for the Register of Members (refer Clause 28) and shall advise the Society in writing of any changes to those details.

7.7 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

7.8 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates.

7.9 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, including any conditions of and fees for such access, use or involvement.

8 SUBSCRIPTIONS AND FEES

8.1 The annual subscription and any other fees for membership for the current financial year shall be set by resolution of a General Meeting.

8.2 Any Member failing to pay the annual subscription within one calendar month of the date the same was due for payment shall:

- be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights.

[1] Amendment approved AGM 2026.

- not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid.

8.3 If such arrears are not paid within six calendar months of the due date for payment of the subscription, any other fees, or levy, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

9 CEASING TO BE A MEMBER

9.1 A Member ceases to be a Member:

(i) by resignation from that Member's class of membership by written notice signed by that Member to the Committee; or

(ii) on termination of a Member's membership following a Dispute resolution process under this Constitution; or

(iii) on death; or

(iv) by resolution of the Committee where:

(v) the Member has failed to pay a subscription within six months of the due date for payment; or

(vi) in the opinion of the Committee the Member has brought the Society into disrepute.

10 OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

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

(i) shall cease to hold himself or herself out as a Member of the Society;

(ii) shall return to the Society all property belonging to the Society and provided to the Member e.g. keys, electronic devices, etc., and

(iii) shall cease to be entitled to any of the rights of a Member.

11 BECOMING A MEMBER AGAIN AFTER MEMBERSHIP TERMINATED UNDER CLAUSE 9.1(ii)

If a former Member's membership was terminated following a Disciplinary or Dispute resolution process, the applicant may be re-admitted only by a resolution passed by a two thirds majority of the Committee.

12 GENERAL MEETINGS

12.1 Procedures for all General Meetings:

(i) The Committee shall give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

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

(iii) Only Financial Members may speak and vote at General Meetings.

(iv) No General Meeting may be held unless at least ten, or 10 percent (10%) of eligible Financial Members, whichever is the larger number, attend throughout the meeting and this will constitute a quorum.

(v) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting,

(a) if convened upon request of Members, shall be dissolved.

(b) in any other case shall stand adjourned to a day, time and place determined by the Chairperson of the Society and, if at such adjourned meeting a quorum is not present, a quorum shall be a minimum of three members or five percent (5%) of the eligible Financial Members, whichever is the larger number.

(vi) Unless approved by the Committee from time to time, voting by proxy is not permitted at General Meetings.

(vii) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at the General Meeting. (viii) Any decisions made when a quorum is not present are not valid.

12.2 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible Financial Members voting on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

12.3 General Meetings may be held at one or more venues by Members present in person or using a real-time electronic communication that gives each Member a reasonable opportunity to participate.

12.4 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair that meeting.

(i) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

(ii) Any person chairing a General Meeting may:

(a) with the consent of a simple majority of Members present, adjourn the meeting to a time and place determined by the Chairperson, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting.

(c) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

(iii) The Committee may propose motions for the Society to vote on, which shall be notified to Members with the notice of the General Meeting.

(iv) Any Member may request that a motion be voted on at a General Meeting, by giving notice to the Secretary or Committee at least 15 Working Days before that meeting. The Member may also provide information in support of the motion. If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

12.5 The Society must keep minutes of all General Meetings. A Member may make written request for the minutes of the most recent General Meeting of the Society. All Minutes shall be stored digitally on a storage media that is exclusive to SeniorNet Kapiti Inc. and is located external to property that is owned or leased by SeniorNet Kapiti Inc. or any of its Members (e.g. on cloud storage).

13 ANNUAL GENERAL MEETINGS

13.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act and this Constitution.

13.2 The written notice of the Annual General Meeting will call for nominations for Committee members to be received at least five Working Days prior to the Annual General Meeting.

13.3 The Annual General Meeting must be held within six months of the balance date of the Society.

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

(i) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting:

(ii) adopt the annual report on the operations and affairs of the Society:

(iii) adopt the Committee's report on the finances of the Society, and the annual financial statements:

(iv) set any subscriptions for the current financial year:

(v) approve fees and/or honoraria to be paid to Officers as set by the Committee from time to time:

(vi) elect the Committee for the next year:

(vii) consider any motions of which prior notice has been given to Members with notice of the Meeting:

(viii) consider any general business.

13.5 The Committee must, at each Annual General Meeting, present the following information:

(i) an annual report on the operation and affairs of the Society during the most recently completed accounting period:

(ii) the annual financial statements for that period:

(iii) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the Matters, or types of Matters, to which those disclosures relate).

14 SPECIAL GENERAL MEETINGS

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

14.2 The Committee must call a Special General Meeting if it receives a written request signed by at least five percent of Members.

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

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

15 COMMITTEE

15.1 The Committee shall consist of at least eight and no more than twelve Officers who are Financial Members, natural persons and not disqualified by this Constitution, the Charities Act 2005 or the Act.

15.2 The Committee shall include:

(i) a Chairperson, elected by the Membership:

(ii) a Secretary and a Treasurer, who may be the same person, elected by the Membership:

(iii) a Deputy Chairperson, elected by the Committee from the non-office bearing committee members:

(iv) the Immediate Past Chairperson:

(v) up to eight non-office bearing Committee Members, elected by the Membership.

16 FUNCTIONS

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

17 POWERS

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

18 SUB-COMMITTEES

18.1 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:

(i) the quorum of every sub-committee is half the members of the sub-committee but not less than two.

(ii) no sub-committee shall have power to co-opt additional members.

(iii) a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee.

(iv) a sub-committee must not further delegate any of its powers.

19 GENERAL MATTERS

19.1 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.

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

20 COMMITTEE MEETINGS

20.1 The quorum for Committee meetings is at least half the number of members of the Committee and shall include a minimum of two office bearers and two non-office bearers.

20.2 A meeting of the Committee may be held either:

(i) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

(ii) by a majority resolution of the Committee, by means of electronic communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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

20.4 If the Chairperson and Deputy Chairperson are not present at a meeting of the Committee, the members of the Committee present may choose one of their number to be Chairperson of the meeting. The Chairperson, so chosen, does have a casting vote in the event of a tied vote on any resolution of the Committee.

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

20.6 The Committee shall meet at least monthly (but need only meet once in the December January period) at such times and places and in such manner (including by electronic communication) as it may determine and otherwise where and as convened by the Chairperson and Secretary.

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

21 QUALIFICATIONS OF OFFICERS

21.1 Every Officer must be a natural person who:

(i) is a Financial Member of the Society:

(ii) has consented in writing to be an officer of the Society:

(iii) certifies, before they are appointed, that they are not disqualified under section 47(3) of the Act or Section 16 of the Charities Act 2005 from being elected or appointed or otherwise holding Office as an Officer of the Society. (Note: Should an Officer become ineligible to hold an office they must notify the Committee, in writing, that they resign from the Committee at the earliest opportunity).

22 OFFICERS' DUTIES

22.1 At all times each Officer:

(i) shall act in good faith and in what he or she believes to be the best interests of the Society.

(ii) must exercise all powers for a proper purpose.

(iii) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution.

(iv) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

(a) the nature of the Society:

(b) the nature of the decision:

(c) the position of the Officer and the nature of the responsibilities undertaken by him or her.

(v) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors.

(vi) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

22.2 Duties of Chairperson

The Chairperson shall:

(i) chair all meetings of the Committee and all General Meetings, including the Annual General Meeting.

(ii) sign, when properly authorised by the Committee, any contracts and obligations of the Society.

(iii) sign respective Minutes of meetings chaired.

(iv) prepare the Annual Report for the Annual General Meeting.

22.3 Duties of Deputy Chairperson

The Deputy Chairperson shall assist the Chairperson in their duties as required and chair all Committee meetings, General and Annual Meetings in the absence of the Chairperson.

22.4 Duties of Secretary

The Secretary shall:

(i) keep the minutes of all Committee and General Meetings and conduct correspondence as may be required by the Committee.

(ii) maintain and keep all books, documents, records and correspondence of the Society.

(iii) advise the Registrar of Incorporated Societies in proper form of any alteration to the Constitution and once these are registered, upload these to Charities Services.

(iv) update the Registrar of Incorporated Societies about changes to the registered office and contact person as required by legislation.

(v) ensure all reporting is submitted to Charities Services within the required timeframe.

22.5 Duties of Treasurer

The Treasurer shall:

(i) receive all monies on behalf of the Society and, as soon as reasonably possible, lodge these into the Society's bank accounts.

(ii) ensure receipts have been issued for any cash received for amounts in excess of $24.99.

(iii) ensure any two persons nominated by the Committee, including but not limited to, the Treasurer and Chairperson, are required to authorise transactions on the Society's accounts.

(iv) pay all accounts as approved by the Committee.

(v) ensure that only persons authorised by the Committee operate the bank accounts.

(vi) keep a true and accurate record of the Society's accounts so that the Society's financial position can be clearly understood at any point in time.

(vii) prepare an accurate statement of the Society's financial position and a list of creditors for payment for each Committee meeting.

(viii) prepare for review or audit and give a financial report and statement of accounts (including income and expenditure account and balance sheet) at each Annual General Meeting. These must meet the reporting requirements of Charities Services.

23 ELECTION OR APPOINTMENT OF OFFICERS

23.1 The election of Officers shall be conducted as follows:

(i) 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 21). Any such appointment must be ratified at the next Annual General Meeting.

(ii) Nominations shall be called for in the written notice of the Annual General Meeting as outlined in clause 13.2.

(iii) Each candidate, being a Financial Member of the Society, shall be proposed and seconded in writing on the prescribed nomination form by a Member of the Society.

(iv) Each candidate's written nomination shall be:

(a) accompanied by the written consent of the nominee:

(b) accompanied by certification that the nominee is not disqualified from being appointed or holding office as an Officer (refer clause 21above):

(c) received by the Society at least five Working Days before the date of the Annual General Meeting.

(v) If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting. Any nomination received at the AGM must be for a Member present at the AGM who consents to nomination.

(vi) Votes shall be cast by a show of hands at the Annual General Meeting. In the event of any vote being tied, the tie shall be resolved by the Chairperson's casting vote.

(vii) The Chairperson may appoint other Officers for a specific purpose for a limited period, or generally until the next Annual General Meeting.

23.2 The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the Annual General Meeting.

23.3 No Chairperson shall serve for more than two consecutive years as Chairperson without:

- the Committee agreeing, by unanimous vote, to accept the nomination of the current Chairperson to serve a third consecutive year, and,
- the AGM agreeing to accept the nomination, by a minimum of two thirds of those Financial Members present.

24 FEES AND HONORARIA

24.1 The Society may pay fees and/or honoraria to Committee Members as set by the Committee from time to time and approved by the Society at a General Meeting.

25 REMOVAL OF OFFICERS

25.1 An Officer shall be removed as an Officer by resolution of the Committee or the Society where, in the opinion of the Committee or the Society:

- the Officer elected to the Committee has been absent from three consecutive committee meetings without leave of absence from the Committee: or
- the Officer has brought the Society into disrepute: or
- the Officer has failed to disclose a conflict of interest: or
- the Committee passes a vote of no confidence in the Officer: or
- the Officer is removed in accordance with the Dispute Resolution procedure in this Constitution, with effect from the date specified in a resolution of the Committee or Society.

26 CEASING TO HOLD OFFICE

26.1 An Officer ceases to hold office when they:

(i) resign (by notice in writing to the Committee): or

(ii) are removed by resolution of the Committee: or

(iii) die: or

(iv) are removed in accordance with the Disputes Resolution procedure in this Constitution: or

(v) otherwise vacate office in accordance with section 50(1) of the Act.

26.2 Each Officer shall, within ten Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all property of the Society held by such former Officer.

27 CONFLICTS OF INTEREST

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

(i) to the Committee and/or sub-committee: and

(ii) in an Interests Register kept by the Committee.

27.2 Disclosure must be made as soon as practicable after the Officer or member of a subcommittee becomes aware that they are interested in the Matter.

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

(i) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and

(ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but

(iii) 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 subcommittee (unless the Committee and/or sub-committee decides otherwise).

27.4 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.

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

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

28 REGISTER OF MEMBERS

28.1 The Society shall keep an up-to-date Register of Members.

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

(i) their full legal name and their preferred name:

(ii) the date on which they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown'):

(iii) their year of birth:

(iv) their contact details:

(v) an emergency contact with their contact details:

(vi) the Member's financial status:

(vii) details of any conflicts of interest (refer clause 29 below):

(viii) such other information that the Committee may deem as necessary from time to time.

28.3 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record the former Member's name and the date the former Member ceased to be a Member.

29 INTERESTS REGISTER

29.1 The Committee shall maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

30 ACCESS TO INFORMATION FOR MEMBERS

30.1 A Member may, at any time, make a written request to the Society for information relating to them and their membership, held by the Society.

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

30.3 The Society must, within a reasonable time after receiving a request:

(i) provide the information: or

(ii) agree to provide the information within a specified period: or

(iii) 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

(iv) refuse to provide the information, specifying the reasons for the refusal.

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

(i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons: or

(ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members: or

(iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society: or

(iv) the information is not relevant to the operation or affairs of the Society: or

(v) withholding the information is necessary to maintain legal professional privilege: or

(vi) the disclosure of the information would, or would be likely to, breach an enactment: or

(vii) 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

(viii) the request for the information is frivolous or vexatious: or

(ix) 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.

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

(i) that the Member will pay the charge; or

(ii) that the Member considers the charge to be unreasonable.

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

31 FINANCES

31.1 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.

31.2 The Committee shall maintain bank accounts in the name of the Society.

(i) All transactions on these accounts shall require the authorisation of two Officers nominated by the Committee to approve banking transactions.

(ii) The Treasurer shall initiate all transactions on the Society's accounts. If for any reason the Treasurer is unavailable to initiate any transaction, the Committee may authorise the Chairperson to initiate transactions for a specific period, not exceeding six weeks.

31.3 All money received on account of the Society shall be banked as soon as reasonably possible. However, the Committee may maintain a float of not more than $200 for the sole purpose of giving change for cash transactions.

31.4 All accounts paid or for payment shall be submitted to the Committee for approval of payment. The Committee may set criteria for accounts to be paid prior to a committee meeting. Such payments shall be subject to formal approval by the Committee.

31.5 The Committee must ensure that at all times accounting records are kept that:

(i) correctly record the transactions of the Society:

(ii) allow the Society to produce financial statements that comply with the requirements of the Act:

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

31.6 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.

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

31.8 The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter date being the Society's balance date).

32 INSURANCE AND INDEMNITY

32.1 The Society shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.

32.2 The Committee shall maintain such insurance as it considers appropriate from time to time.

33 DISPUTE RESOLUTION

33.1 A Dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out section 38 of the Act.

33.2 Resolution of any Dispute shall be conducted in accordance with clauses 2 to 8 of Schedule 2 of the Act.

33.3 Procedures for resolving disputes must be consistent with natural justice.

33.4 All Members (including the Committee) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to the Society's activities.

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

34 LIQUIDATION AND REMOVAL FROM THE REGISTER

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

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

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

34.4 34.4 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

35 RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER

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

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

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

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

36 SURPLUS ASSETS

36.1 If the Society is liquidated or removed from the Register of Incorporated Societies:

(i) no distribution shall be made to any Member: and

(ii) if any property remains after the settlement of the Society's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

37 ALTERATIONS TO THIS CONSTITUTION

37.1 This Constitution may be altered, added to or amended by resolution at any Annual General Meeting or Special General Meeting of the Society provided that no such resolution shall be deemed to have been passed unless prior notice was given in accordance with clauses 12.4(iii) and 12.4(iv).

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

37.3 That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.

37.4 At least 20 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.

37.5 When an amendment is approved by a General Meeting, it shall be notified to the Registrar of Incorporated Societies within 25 Working Days in the form and manner specified in the Act for registration and shall take effect from the date of registration.

37.6 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.

38 BYLAWS

38.1 Without limiting the powers of the Committee as set out in this Constitution, the Committee has the power to make and amend bylaws and policies, for the conduct and control of the Society's activities, and any codes of conduct applicable to Members, provided that no such bylaws, policies, or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act or any other legislation.