
AUCKLAND POLISH ASSOCIATION INCORPORATED

CONSTITUTION



INTRODUCTORY RULES

1. Name

- 1.1 The name of the Association is the Auckland Polish Association Incorporated (in this **Constitution** referred to as the '**Association**').

2. Charitable Status

- 2.1 The **Association** is registered as a charitable entity under the Charities Act 2005.

3. Definitions

- 3.1 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 **Association** held once per year which, among other things, will receive and consider reports on the **Association's** activities and finances.

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

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

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

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

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

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

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

'**Matter**' means:

- (a) the Association's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association

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

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

‘Officer’ means a natural person who is:

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

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

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

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

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

4. Purposes

4.1 The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to –

- (a) maintain contact between the members of the Polish community in New Zealand;
- (b) promote the spread of Polish culture;
- (c) maintain contacts with similar organisations in New Zealand and abroad;
- (d) assist members to obtain suitable living conditions in New Zealand;
- (e) establish and assist self-help cells; and
- (f) help orphaned children, invalids and other needy persons residing in New Zealand and in Poland particularly those with a Polish background.

4.2 Any income, benefit, or advantage must be used to advance the charitable purposes of the Association.

- (a) The **Association** must not operate for the purpose of, or with the effect of: distributing any gain, profit, surplus, dividend or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- (b) having capital that is divided into shares or stock held by its **Members**; or
- (c) holding property in which its **Members** have a disposable interest (whether directly or indirectly in the form of shares or stock in the capital of the Association or otherwise).

4.3 But the **Association** will not operate for the financial gain of **Members** simply if the **Association**:

- (a) engages in trade;
- (b) pays a **Member** for matters that are incidental to the purposes of the **Association**, and the **Member** is a not-for-profit entity;
- (c) distributes funds to a **Member** to further the purposes of the **Association**, and the **Member**:
 - i. is a not-for-profit entity, and
 - ii. is affiliated or closely related to the **Association**, and
 - iii. has the same, or substantially the same, purposes as those of the **Association**.
- (d) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes;
- (e) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families;
- (f) provides benefits to **Members** or their families to alleviate hardship;
- (g) provides educational scholarships or grants to **Members** or their families;
- (h) pays a **Member** a salary or wages or other payments for services to the **Association** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Association**);
- (i) provides a **Member** with incidental benefits (for example, prizes, or discounts on products or services) in accordance with the purposes of the **Association**; and
- (j) on removal of the **Association** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

5. Contact Person

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

5.2 The **Association's** contact person must be:

- (a) At least 18 years of age, and

(b) Ordinarily resident in New Zealand.

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

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

(a) a physical address or an electronic address, and

(b) a telephone number.

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

6. **Members**

Minimum number of members

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

Types of members

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

(a) A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member;

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

(c) An Honorary Member is a person honoured for services to the Association or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties; and

(d) A Supporting Member is an individual, incorporated or unincorporated body admitted to membership and who or which has not ceased to be a member under any other clause. A Supporting Member has no membership rights, privileges or duties.

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

6.4 An applicant for membership must complete and sign an application form, supply any information reasonably required, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

- 6.5 Each application shall be approved if the majority of the Committee votes in favour of the admission of that application. The Committee must advise the applicant of its decision and shall not be required to give any explanation for its refusal to admit an applicant for membership
- 6.6 The signed written consent of every Member to become a Member shall be retained in the Association's membership records.

7. Members' obligations and rights

- 7.1 Every Member shall provide the Association in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Association in writing of any changes to those details.
- 7.2 All Members shall promote the interests and purposes of the Association and shall do nothing which in the opinion of the Committee brings or is likely to bring the Association into disrepute.
- 7.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's premises, facilities, equipment and other property, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no Member or Life Member is liable for an obligation of the Association by reason only of being a Member.
- 7.4 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 Association, and to participate in Association activities, 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 then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).
- 8.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity or to access or use the Association's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the 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:
- (a) by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
 - (b) on termination of a Member's membership following a dispute resolution process under this Constitution, or

- (c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (d) by resolution of the Committee where:
 - (i) in the opinion of the **Committee** the **Member** has breached the **Association's** rules or has displayed conduct which is not in keeping with the purposes, aims and objectives of the **Association** or is likely to bring the **Association** into disrepute; or
 - (ii) the Member has not made payment in accordance with his, her or its obligations under clause 8 above,
 with effect from (as applicable):
 - (iii) the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
 - (iv) the date of termination of the Member's membership under this Constitution, or
 - (v) the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - (vi) the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

10. Obligations once membership has ceased

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

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

11. Becoming a member again

11.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee provided that 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 at a General Meeting on the recommendation of the Committee.

12. General meetings

12.1 Procedures for all general meetings:

- (a) The Committee shall give all Members at least 10 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting;
- (b) That Notice will be addressed to the Member at the contact address notified to the Association and recorded in the Association's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting;
- (c) Only financial Members may attend, speak and vote at General Meetings:
 - (i) in person, or
 - (ii) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting, or
 - (iii) through the authorised representative of a body corporate as notified to the Committee, and
 - (iv) no other proxy voting shall be permitted;
- (d) No General Meeting may be held unless at least 30 percent of eligible financial Members attend throughout the meeting and this will constitute a quorum;
- (e) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Association, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum;
- (f) A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot;
- (g) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot
- (h) Any decisions made when a quorum is not present are not valid; and
- (i) The Association 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 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 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).

- 12.2 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 12.3 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- 12.4 Any person chairing a General Meeting may:
- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
 - (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 12.5 The Committee may propose motions for the Association to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.

13. Minutes

- 13.1 The **Association** must keep minutes of all **General Meetings**.

14. Annual General Meetings

- 14.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 14.2 The Annual General Meeting must be held no later than the earlier of the following:
- (a) 6 months after the balance date of the Association; and
 - (b) 15 months after the previous annual meeting.
- 14.3 The business of an **Annual General Meeting** shall be to:
- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (b) adopt the annual report on the operations and affairs of the Association;
 - (c) adopt the Committee's report on the finances of the Association, and the annual financial statements;

- (d) set any subscriptions for the current financial year;
- (e) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
- (f) consider any general business.

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

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

15. Special General Meetings

- 15.1 Special General Meetings may be called at any time by the Committee by resolution.
- 15.2 The Committee must call a Special General Meeting if it receives a written request signed by at least 30 percent of Members.
- 15.3 Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 15.4 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

16. Committee

- 16.1 The Committee will consist of at least 3 Officers and no more than 10 Officers.
- 16.2 A majority of the Officers on the Committee must be either:
 - (a) Members of the Association, or
 - (b) representatives of bodies corporate that are Members of the Association.
- 16.3 From the end of each Annual General Meeting until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 16.4 The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- 16.5 The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:
- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
 - (b) no sub-committee shall have power to co-opt additional members;
 - (c) a sub-committee must not commit the Association to any financial expenditure without express authority from the Committee, and
 - (d) a sub-committee must not further delegate any of its powers.
- 16.6 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.
- 16.7 Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 17. Committee meetings**
- 17.1 The quorum for Committee meetings is at least half the number of members of the Committee.
- 17.2 A meeting of the Committee may be held either:
- (a) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 17.3 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.
- 17.4 The members of the Committee shall elect one of their number as chairperson of the Committee. If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the Committee.
- 17.5 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.
- 17.6 The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 17.7 The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

18. Officers

18.1 Every Officer must be a natural person who:

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

18.2 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 Association, namely:

- (a) a person who is under 16 years of age;
- (b) a person who is an undischarged bankrupt;
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- (d) A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4 of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act, or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act; and

- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

18.3 Prior to election or appointment as an Officer a person must:

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

18.4 Note that only a natural person may be an Officer and each certificate shall be retained in the Association's records.

19. Officers' duties

19.1 At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Association;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Association acting, in a manner that contravenes the Act or this Constitution;
- (d) 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:
 - (i) the nature of the Association;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her;
- (e) must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors; and
- (f) must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

20. Election or appointment of officers

20.1 The election of Officers shall be conducted as follows:

- (a) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled

by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.

- (b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Association at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (c) 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).
- (d) 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.
- (e) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- (f) 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 Association. 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).

20.2 The term of office for all Officers elected to the Committee shall be 2 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

20.3 No Officer shall serve for more than 3 consecutive terms.

20.4 No Chairperson shall serve for more than 6 consecutive years as Chairperson.

21. Removal of officers

21.1 An Officer shall be removed as an Officer by resolution of the Committee or the Association where in the opinion of the Committee or the Association:

- (a) The Officer elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee;
- (b) The Officer has brought the Association into disrepute;
- (c) The Officer has failed to disclose a conflict of interest;
- (d) The Committee passes a vote of no confidence in the Officer,

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

22. Ceasing to hold office

- 22.1 An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 22.2 Each Officer shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Association held by such former Officer.

23. Conflicts of interest

- 23.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (a) to the Committee and or sub-committee, and
 - (b) in an Interests Register kept by the Committee.
- 23.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- 23.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
 - (a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
 - (c) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 23.4 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.
- 23.5 Where 50 percent 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.
- 23.6 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.

24. Records

24.1 Register of Members:

- (a) The Association shall keep an up-to-date Register of Members.
- (b) For each current Member, the information contained in the Register of Members shall include:
 - (i) Their name; and
 - (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'); and
 - (iii) Their contact details, including:
 - A physical address or an electronic address, and
 - A telephone number;
 - (iv) The register will also include each Member's business name if applicable; and
 - (v) whether the Member is financial or unfinancial.

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

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

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

24.4 Interests Register: 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.

25. Access to information for members

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

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

25.3 The Association must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or

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

25.4 Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members; or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association; or
- (d) the information is not relevant to the operation or affairs of the Association; or
- (e) withholding the information is necessary to maintain legal professional privilege; or
- (f) the disclosure of the information would, or would be likely to, breach an enactment; or
- (g) the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information; or
- (h) the request for the information is frivolous or vexatious; or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

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

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

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

26. Finances

26.1 The funds and property of the Association shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution, and
- (b) devoted solely to the promotion of the purposes of the Association.

- 26.2 The Committee shall maintain bank accounts in the name of the Association.
- 26.3 All money received on account of the Association shall be banked within 5 Working Days of receipt.
- 26.4 All accounts paid or for payment shall be submitted to the Committee for approval of payment.
- 26.5 The Committee must ensure that there are kept at all times accounting records that:
- (a) correctly record the transactions of the Association; and
 - (b) allow the Association to produce financial statements that comply with the requirements of the Act; and
 - (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).
- 26.6 The Committee must establish and maintain a satisfactory system of control of the Association's accounting records.
- 26.7 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 Association.

27. Balance date

- 27.1 The Association's financial year shall commence on 01 April of each year and end on 31 March (the latter date being the Association's balance date).

28. Dispute resolution

- 28.1 A dispute is a disagreement or conflict involving the Association and/or its Members in relation to specific allegations set out below:
- (a) The disagreement or conflict may be between any of the following persons:
 - (i) 2 or more Members;
 - (ii) 1 or more Members and the Association;
 - (iii) 1 or more Members and 1 or more Officers;
 - (iv) 2 or more Officers;
 - (v) 1 or more Officers and the Association;
 - (vi) 1 or more Members or Officers and the Association.
 - (b) 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 Association's Constitution or bylaws or the Act

- (iii) the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the Act
- (iv) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

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

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

28.3 The Association may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

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

28.4 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.

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

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

28.7 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.

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

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

- 28.9 The Association may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- (a) states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - (b) sets out the allegation to which the dispute relates.
- 28.10 The information given under clauses 8.8 or 28.9 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

29. Complainant's right to be heard

- 29.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 29.2 If the Association makes a complaint:
- (a) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise that right on behalf of the Association.
- 29.3 Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the Member's, Officer's, or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

30. Subject of complaint has right to be heard

- 30.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the 'respondent'):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

- 30.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 30.3 If the respondent is the Association, an Officer may exercise the right on behalf of the Association.
- 30.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

31. Investigating and determining dispute

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

32. Association may decide not to proceed further with complaint

- 32.1 Despite the 'Investigating and determining dispute' rule above, the Association may decide not to proceed further with a complaint if:
- (a) the complaint is considered to be trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (c) that a Member or an Officer has engaged in material misconduct:
 - (d) that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act:
 - (e) that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
 - (f) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (g) the person who makes the complaint has an insignificant interest in the matter; or

- (h) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (i) there has been an undue delay in making the complaint.

33. Association may refer complaint

33.1 The Association may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

33.2 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

34. Decision makers

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

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

35. Liquidation and removal from the register

35.1 The Association may be liquidated 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 put the Association into liquidation.

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

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

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

35.7 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.

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

36. Surplus assets

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

37. Alterations to the constitution

- 37.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 37.2 The Association may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 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 Any proposed resolution to amend or replace this Constitution shall be signed by at least 30 per cent of eligible Members and given in writing to the Committee at least 90 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.
- 37.5 At least 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.
- 37.6 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.
- 37.7 If the Association 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.