



**CONSTITUTION OF
CEREBRAL PALSY SOCIETY OF
NEW ZEALAND INCORPORATED**

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Constitution of Cerebral Palsy Society of New Zealand Incorporated

Section 1 – Name, Objects and Particulars

1. Name

- 1.1 The name of the Society is 'The Cerebral Palsy Society of New Zealand Incorporated' (the "Society").

2. Objects and Powers

Objects of the Society

- 2.1 The objects of the Society are:
- a) To enhance the lives and well-being of people with Cerebral Palsy in New Zealand.
 - b) To promote the interests of people with Cerebral Palsy through individual and collective advocacy.
 - c) To provide such physical, social, emotional, educational and recreational activities and endeavors which enhance the lives and well-being of people with Cerebral Palsy in New Zealand.
 - d) To encourage and support study and research programmes undertaken to improve the lives of people with Cerebral Palsy.
 - e) To support and promote the well-being of families of people with Cerebral Palsy, in their support of the person with Cerebral Palsy.
 - f) To do all such charitable acts, matters and things as in the opinion of the Society may be incidental or conducive to the furtherance of the foregoing objects.

PROVIDED that the objects of the Society are carried out and implemented exclusively in New Zealand at all times.

Powers of the Society

- 2.2 In addition to its statutory powers, the Society has, full capacity to carry on or undertake any activity, do any act or enter into any transaction and full rights, powers and privileges to the maximum extent permitted by law to do all things as are expedient in furthering or carrying out its objects and, without limitation:
- a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient.
 - b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may seem expedient.

No private pecuniary profit

- 2.3 The Society must not be carried on for the financial gain of any of its Members.
2.4 None of the capital or income of the Society will be paid or transferred directly or indirectly by way of distribution or otherwise for the private pecuniary profit of any person.

3. Particulars

3.1 The following terms have the meanings given to them where the context permits:

Term	Meaning
Act:	The Incorporated Societies Act 1908 as amended, repeated or replaced from time to time.
Annual General Meeting:	The annual general meeting of the Society.
Associate Member:	An associate member of the Society whose membership is approved in accordance with clause 6.
Board:	An executive Board of Directors comprising (one of whom must be ordinarily resident in New Zealand): <ol style="list-style-type: none">The President.The Vice President.The Secretary (who may also be the Treasurer).Up to 6 Directors in addition to those persons listed in (a) – (c).The CEO of the Society (ex officio but with no voting rights)
Cheque Signatories:	Any 2 Directors or any 1 Director and an authorised signatory as authorised by the Board from time to time.
Common Seal Signatories:	Either the President, Vice President, Secretary/ Treasurer or 1 other Director.
Director:	A person appointed as a director of the Society.
Chief Executive Officer	A Member appointed as the Chief Executive Officer (CEO) of the Society in accordance with clause 16.3.
Family Member:	A family member of the Society whose membership is approved in accordance with clause 8.
Members:	A member with cerebral palsy
Financial Year:	The year ending on 30 June or such other date as determined by the Board in accordance with the Charities Act 2005.
Life Member:	A life member of the Society whose membership is amended in accordance with clause 1.
Member:	A member of the Society as defined in clause 4.1.
Membership Year:	July 1 st to June 30 th .
Membership Fee:	The annual fee set in accordance with clause 13.

President:	The President of the Society elected in accordance with clause 15.2.
Quorum for Board Meetings:	5 Directors.
Quorum for Members' Meetings:	10 Members.
Society:	The Cerebral Palsy Society of New Zealand
Society's Registered Office:	8 Railway St., Newmarket, Auckland or such other place as the Society shall from time to time determine in accordance with clause 25.
Special Meeting:	A general meeting of the Society other than the Annual General Meeting.
Special resolution:	A resolution passed by at least 75% of those persons present at a meeting and entitled to vote.
Subscription Date:	July 1 st or such other date as determined by the Board.
Vice President:	The Vice President of the Society elected in accordance with clause 15.2.
Working Days:	A day when registered trading banks are open for general business.

Section 2- Membership

4. Classes of membership

- 4.1 The membership of the Society is divided into various membership classes as described in clauses 5 through 8, being CP Members, Associate Members, Family Members and Life Members (together, "Members").

General

- 4.2 The Board will, on payment of the appropriate subscription (determined by the Board from time to time),] consider each membership application received by the Board. The Board in its sole discretion will decide whether or not to accept, defer or decline any application for membership. A person may only belong to one class of membership at any given time.
- 4.3 The Board may only accept an application by a person to be a Member if that person consents to being Member.
- 4.4 The Board may, in its sole discretion set and amend the criteria for approving membership in respect of any membership class from time to time.

5. CP Members

- 5.1 Any person living with Cerebral Palsy may apply to the Board to join the Society as a CP Member.
- 5.2 The membership fee for a CP Member will be the existing membership fee as recommended and approved by the Members.
- 5.3 CP Members enjoy all the rights and privileges of membership and are entitled to one vote at Members' meetings

6. Friends of CP Members

- 6.1 An individual or family, without a direct association or connection to, but who supports persons with, research in, advocacy of, Cerebral Palsy (or other such reason as the Board considers satisfactory) may apply to the Board to join the Society as an Associate Member.
- 6.2 A Friends of CP Member is one Member but may, where approved by the Board, consist of multiple persons.
- 6.3 The membership fee for a Friends of CP Member will be the existing membership fee as recommended and approved by the Members.
- 6.4 A Friends of Family Member is entitled to attend, but is not entitled to vote at, a General Meeting of the Society.
- 6.5 A Friends of CP Member will not be eligible to access grants or programmes of the Society.

6.6 A Friend of CP member is entitled to attend all events organised by the Society.

7. Life members

Election of life members

- 7.1 Any Member may be nominated as a Life Member by the Board in recognition of services rendered to the Society.
- 7.2 A nomination for a Member to be a Life Member will be successful if the nomination is approved by Special Resolution at a meeting of Members.

Privileges of life members

- 7.3 Life Members need not pay any Membership Fee.
- 7.4 Life Members enjoy all the rights and privileges of membership and are entitled to one vote at Members' meetings.

8. Family Members

- 8.1 A family unit who has a family member living with Cerebral Palsy may apply to the Board to join the Society as a Family Member. A Family Member will be one Member.
- 8.2 A Family Member is one Member but may, where approved by the Board, consist of multiple persons. When notifying the Family Member that its application has been successful, the Board will confirm the identity of the persons who are included in, and comprise, the Family Member.
- 8.3 The membership fee for a Family Member will be the existing membership fee as recommended and approved by the Members.
- 8.4 A Family member is entitled to attend and to vote at, a General Meeting of the Society. For the avoidance of doubt, where a Family Member is more than one person, each person as approved in the membership application, may attend the Society's Annual General Meetings and Special General Meetings but only one may vote.
- 8.5 Access to CPS programmes is subject to individual programme criteria.
- 8.6 A Family Member is entitled to attend all events organised by the Society. For the avoidance of doubt, where a Family Member is more than one person, each person as approved in the membership application in accordance with clause 8.2, may attend the Society's events.

9. Register of Members

- 9.1 The Society must keep a register of its Members and such register will be maintained by the Secretary (or other such person as appointed by the Board from time to time). The register must contain the names, contact details and addresses of the Members, and the dates when they became Members.

10. Liability of Members

- 10.1 A Member of the Society is not liable for an obligation of the Society by reason only of

being a Member. The liability of any Member is limited to any amount unpaid on the membership of the Member. Nothing in this clause affects the liability of a Member to the Society under a contract, or for any tort, or breach of fiduciary duty, or other actionable wrong committed by the Member

11. Meetings of Members

Calling a meeting

- 11.1 The Board shall determine the time and place of the Annual General Meeting which must be held not later than 6 months after the balance date of the Society and not later than 15 months after the previous Annual General Meeting.
- 11.2 A Special Meeting shall be convened by the Secretary within 20 Working Days of receiving a written requisition from:
- i. the Board; or
 - ii. any 15 members.

and such written requisition for a Special Meeting must state the resolutions to be put to the meeting.

Notice of meetings

- 11.3 Every Member must be sent, or be made available, written notice of the time and place of each Annual General Meeting and Special Meeting of Members. This notice of meeting must be sent or made available at least 12 Working Days before an Annual General Meeting and at least 10 Working Days before a Special General Meeting.

Contents of notice

- 11.4 Each notice of meeting must include:
- a) an agenda for the meeting; and
 - b) the text for any special resolution to be put to the meeting.

Omission to send notice

- 11.5 The accidental omission to give or make available a notice of a meeting to, or the non-receipt of a notice of a meeting by any Member will not invalidate the proceedings at that meeting.

Chairperson

- 11.6 The President will chair all meetings of Members.
- 11.7 If the President is not present within 15 minutes of the start time, the Vice President will chair the meeting.
- 11.8 If neither the President nor the Vice President is present at the meeting within 15 minutes of the start time, those present may elect a chairperson (who must be a Board member) to chair that meeting.

Quorum

11.9 Subject to the rest of this clause 11, no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.

11.10 If a Quorum for Members' Meetings is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:

- a) the same day in the following week at the same time and place; or
- b) to a date (at least 5 Working Days later) and at a time and place all fixed by those Members who are present.

If a Quorum for Members' Meetings is not present for the adjourned meeting within 30 minutes of the start time, the Members present will be a quorum.

Adjournments

11.11 The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the original meeting from which the adjournment took place.

11.12 The chairperson must adjourn the meeting as above if directed to do so by a majority of Members present and voting at the meeting.

Voting

11.13 Voting at each meeting of Members will be by:

- a) voting by voice; or
- b) voting by show of hands; or
- c) any other method as determined by the Board from time to time. The chairperson will decide which voting method is used at each meeting.

11.14 A Member, or the Member's proxy may participate in a meeting (including by casting votes on resolutions) by means of audio, audio and visual, or electronic communication if:

- a) the Board has approved participation in the meeting or meetings by such means; and
- b) the Member or proxy complies with any conditions imposed by the Board in relation to participation by those means (including, for example, conditions relating to the identity of the Member or proxy and that person's approval or authentication (including electronic authentication) of information communicated by electronic means).

11.15 A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.

11.16 The chairperson of each meeting will be entitled to a second or casting vote.

11.17 Subject to this constitution, every other Member present has 1 vote.

Decisions

11.18 All decisions of Members' meetings will be made by a majority of the votes of those

Members present and entitled to vote unless this constitution provides otherwise.

Proxies

11.19 A Member may appoint another Member as a proxy to speak and vote on behalf of the Member at a meeting of Members.

11.20 The appointment must be in writing and received by the Secretary at least 48 hours before the start time for the meeting. The instrument appointing a proxy can be made electronically if approved by the Board.

11.21 The appointment of the proxy may require the proxy to vote in the manner specified in the appointment.

11.22 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

Ballot

11.23 The Board may seek any resolution of Members by ballot.

11.24 The rules applying to quorums and voting will, with any necessary changes, apply to ballots.

11.25 The Board must make sure that Members are fully informed of all relevant issues relating to a ballot, including the details of the resolution and the manner and form and that ballots must comply with in order to be valid.

11.26 The chairperson must ensure that a certificate specifying the votes received by him or her which confirms the number of votes for and against the resolution(s) is signed by the chairperson and is annexed to the minutes of the meeting.

11.27 The Board may otherwise decide how to conduct a ballot.

Minutes

11.28 Minutes must be kept of all proceedings at all Members' meetings. Minutes which have been signed as correct by the chairperson (or by the person acting as chairperson for that Meeting) are conclusive evidence of the proceedings at that meeting.

Notices of motion

11.29 The Board will within [10] Working Days after each Members' meeting send each Member written notice of or make available the notices of motion in respect of that Members' Meeting.

11.30

Other proceedings

11.31 Except as provided in this constitution and any regulations made under this constitution, each meeting of Members may regulate its own procedure.

Procedural omissions

11.32 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

12. Annual General Meeting

- 12.1 An Annual General Meeting must be held every year prior to 31 October each year and in accordance with clause 11.1.
- 12.2 An Annual General Meeting may be held by a Quorum for Members' Meeting being assembled together at the time and place appointed for the meeting or by the Quorum for Members' Meeting participating in the meeting by means of audio, audio and visual or electronic communication (or by a combination of both) provided each of the Members participating can at all times during the meeting hear and communicate with all of the other participating Members.
- 12.3 The following business will be presented and considered at each Annual General Meeting:
- a) An annual report on the affairs of the Society during the most recently completed accounting period.
 - b) Receipt from the Board of a report, balance sheet and statement of accounts for the preceding year.
 - c) Notices of disclosures, or types of disclosures relating to conflicts of interests during the most recently completed accounting period, including a brief summary of the matters or types of matters to which those disclosures relate.
 - d) The election of the Board.
 - e) The appointment of an auditor.
 - f) The fixing of the Membership Fee for the coming year.
 - g) Consideration of any proposed resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting.\
 - h) Any other matter the Board determines.
- 12.4 Failure to hold the Annual General Meeting prior to 31 October will not invalidate the proceedings of an Annual General Meeting which is held after 31 October.

13. Membership Fees

Amount of membership fee

- 13.1 An annual Membership Fee for each membership class specified in clauses 5 – 8 of this constitution will be fixed from time to time by the Members at each Annual General Meeting. The Members may fix different Membership Fees for each membership class.

Payment of membership fee

- a) Each Member must pay the applicable Membership Fee by the Subscription Date in each year in the manner determined by the Board.
- b) New Members who join after the 31st March in one year will have their membership extended through to the 30th of June of the following year.

Loss of rights

- 13.2 No person, whose Membership Fee is due and not paid, may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

14. Termination of Membership

Preliminary decision to remove member

- 14.1 The Board may decide to consider ending the membership of any Member:
- a) if any Membership Fees or payment due by the Member to the Society is overdue; or
 - b) if the Member fails to observe this constitution or any regulations made by the Board; or
 - c) if the Board considers that the conduct of the Member is contrary to the interests of the Society or has adversely affected the reputation of the Society. For the purposes of this sub clause (c), the Board may, from time to time, set the criteria in terms of conduct that will be considered contrary to the interests of the Society and grounds for terminating the membership of any Member.

Notice to member

- 14.2 The Board must, where clause 14.1b or 14.1c apply:
- a) Give the Member written notice of its decision to consider terminating the Member's membership and the reason(s) for it.
 - b) Allow the Member a reasonable time, but in any event no more than 60 days from the date of written notice, to remedy any default which can be remedied.
 - c) Give the Member a reasonable time, but in any event no more than 60 days from the date of written notice, an opportunity to explain his or her actions.
 - d) Should the Member fail to take action, or provide an explanation of his or her actions acceptable to the Board (acting reasonably), within 60 days of the written notice then clause 13.4.b shall apply.

Member's right to explain

- 14.3 The Member may explain his or her actions in accordance with clause 14.2(c):
- a) By letter to the Board;
 - b) In person before the Board either with or without a representative; or
 - c) By a representative nominated by the Member who appears before the Board.

Removal of member

- 14.4 The Board may by special resolution, being approved by 75% of the Directors present and voting, decide to terminate the Member's membership if:
- a) the default cannot be remedied or is not remedied within the time specified in clause 14.2(b) or other such time allowed by the Board; and

- b) the Member does not offer an explanation within the time specified in clause 14.2(c) or other such time allowed by the Board; or
- c) the Board does not accept the Member's explanation.

The Board must then give written notice of termination to the Member.

Dispute Resolution

14.5 Nothing in clauses 14.1 to 14.4 affects the rights or obligations of the board or the member under clause 28 (Dispute resolution) of this Constitution.

Resignation of members

14.6 A Member may resign from the Society by giving at least 15 Working Days prior written notice to the Secretary.

14.7 Acceptance of a resignation will not limit the operation of the following clause 14.9.

Consequences of termination of membership

14.8 A person who ceases to be a Member for any reason:

- a) will still be liable to the Society for payment of all moneys which are due for payment before his or her membership ends; and
- b) must immediately return to the Secretary all the Society's property which is in the person's possession or control; and
- c) must not hold himself or herself out in the future as a Member of the Society.

Section 3 - Board

15. Election of Board

Election

- 15.1 The Board members will be elected from the nominations made in accordance with clause 15.4 by the Members each year at the Annual General Meeting. Vacancies on the Board may be filled by the Board (subject to clause 15.4(d) such appointees will hold office until the next Annual General Meeting).
- 15.2 Offices for the Board (including offices of the President, Vice President and Secretary/ Treasurer) will be determined by the Board at the first Board meeting following the Annual General Meeting.
- 15.3 The Board may co-opt up to two additional Directors until the next Annual General Meeting. Co-opted board members do not have voting rights.

Nomination for Board

- 15.4 Subject to Rule 14.1, nominations for the Board must:
- a) Be made by a Member;
 - b) Be in writing; and
 - c) Be signed by the nominee (who must be a Member) and two Members as proposer and seconder respectively;
 - d) Be received by the Secretary at least 20 Working Days before the Annual General Meeting; and
 - e) Not be employees or contractors of the Society or of an organisation that the Society is a majority stakeholder of unless approved by the CPS Board.

Maximum terms and retirement of members:

- 15.5 Every year, at least 50% of the elected Directors must retire from the Board at the Annual General Meeting in accordance with clauses 15.6(a) and 15.6(b).
- a) Where the number of Directors at the date of the Annual General Meeting is an uneven number, 50% of Directors who must retire will be calculated from the lesser even number (e.g., if there were 9 Directors, 4 would need to retire).
 - b) Where 2 or more Directors have held office for equal lengths of time, the selection of Directors to retire will be determined initially by mutual agreement, and in the absence of an agreement between those serving equal time, the Directors who are required to retire it will be determined by a vote of the Board

Removal

- 15.6 A Director may be removed from the Board if:
- a) he or she resigns by signing a written notice of resignation and delivering it to the

Secretary. The notice of resignation is effective when it is received by the Secretary or such later time specified in the notice; or

- b) the Members pass a resolution approved by 50% of the Members present and voting to remove the Director from the Board; or
- c) In the Board's opinion the Director is:
 - i. breaching his or her duties under this constitution or otherwise;
 - ii. acting in a manner that is or is likely to bring the Society into disrepute;
 - iii. absent without leave for more than [three] successive meetings of the Board; or
 - iv. not acting in good faith and what the Director believes to be in the best interests of the Society,and should be removed from the Board.

Casual Vacancy

15.7 In the event of an extraordinary vacancy caused by death, resignation in accordance with clause 15.7(a), removal in accordance with clause 15.7(b) or 15.78(c) or any other incapacity, the Board may appoint a person to fill the casual vacancy on the Board until the next Annual General Meeting where the Members will vote on the appointment of a Director in accordance with the procedure set out in clauses 15.1 to 15.4.

16. Board's Responsibilities

Conduct of Society's affairs

16.1 The Board will be responsible for the conduct of the Society's affairs.

16.2 Where the Society has a financial or any other interest in any subsidiary company, incorporated society or any other duly constituted entity, as either the sole or a majority shareholder, the Board will also be responsible for:

- a) The appointment of Board members (or secondment of its own member(s) to that subsidiary company incorporated society or other duly constituted entity in accordance with, and as required by, the constitution of such entity.
- b) Setting such management or financial requirements of the Society as may be necessary from time to time under its fiduciary duty to the members of the Society.

Management of Society

16.3 The Board may employ a person, to be called the CEO, to administer and manage the day to day affairs of the Society.

Directions by members

16.4 If, however, a Members' meeting gives the Board any valid and legal directions the Board must exercise its powers in accordance with those directions.

Indemnity and Insurance

16.5 Each Director from time to time, is to be indemnified by the Society for any costs incurred by him or her in any proceeding:

- a) that relate to liability for any act or omission in his or her capacity as a Director; and

- b) in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.
- 16.6 Each Director, from time to time, is to be indemnified by the Society for any liability or costs in respect of:
- a) liability to any person other than the Society for any act or omission in his or her capacity as a Director; or
 - b) costs incurred by him or her in defending or settling any claim or proceeding relating to any such liability.
- 16.7 However, a Director's right to be indemnified does not extend to any liability or costs incurred that are the result of a criminal act or a breach of any fiduciary duty owed to the Society or in relation to any willful default or fraudulent acts or omissions on the part of the Director.
- 16.8 The Board must ensure that, to the extent permitted by law, the Society procures and maintains appropriate insurance in respect of its indemnity obligations in clause 16.1 (Indemnity for Directors) and liabilities that a Director may incur in their capacity as a Director, including the defense costs associated with defending allegations of such liability.
- 16.9 The Directors who vote in favour of authorising the effecting of insurance under clause 16.4 (Insurance) are to sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Society to incur in the circumstances.

17. Board Meetings

Notice of meetings

- 17.1 At least 5 Working Days prior written notice of all Board meetings must be given to each Board member. The Board will meet at least 6 times each year.

Chairperson

- 17.2 The President will chair all Board meetings.
- 17.3 If the President is not present at the scheduled start time, the Vice President will chair the Board meeting.
- 17.4 If neither the President nor the Vice President is present at the Board meeting within 15 minutes of the scheduled start time those present may elect a chairperson for that Board meeting.

Quorum

- 17.5 Subject to the rest of this clause 17 no business may be transacted at a Board meeting if a Quorum for Board Meetings is not present.
- 17.6 If a Quorum for Board Meeting is not present within 30 minutes of the start time for the Board meeting, the Board meeting will be adjourned to:
- a) the same day in the following week at the same time and place; or

- b) to a date, time and place fixed by those of the Board who are present noting the requirements of clause 17.1.

Adjournments

- 17.7 The chairperson may adjourn a Board meeting from time to time and from place to place, but no business can be transacted at any adjourned Board meeting other than the business left unfinished at the original Board meeting from which the adjournment took place.
- 17.8 The chairperson must adjourn the meeting as above if directed to do so by a majority of the Directors present and voting the Board meeting.

Voting

- 17.9 Voting at each Board meeting will be by:
 - a) voting by voice; or
 - b) voting by show of hands; or
 - c) in writing.
- 17.10 The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a majority of Board members.
- 17.11 A declaration by the chairperson of a Board meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 17.12 The chairperson of each Board meeting will be entitled to a second or casting vote.
- 17.13 Every other Board member present has 1 vote.

Decisions

- 17.14 All decisions of the Board, including those made at Board meetings will be made by a majority of the votes of the Board members present and entitled to vote unless the constitution provides otherwise.

Minutes

- 17.15 Minutes must be kept of all proceedings at all Board meetings. Minutes that have been signed as correct by the chairperson (or by the person acting as chairperson for that meeting) are conclusive evidence of the proceedings at that meeting.

Telephone / Video conference

- 17.16 Board meetings may be held by a Quorum for Board Meetings assembled together at the time and place appointed for the meeting or by the Quorum for Board Meeting participating in the meeting by means of audio, telephone, or video conference call (or any similar audio or audio/visual communication, or a combination of both) provided each of the Board members participating can at all times during the meeting hear and communicate with all of the other participating Board members.

Omissions

- 17.17 The inadvertent omission of any procedural requirement for any Board meeting will not

invalidate the proceedings at that meeting.

18. Conflicts of Interest

- 18.1 No Director may vote on a resolution of the Board relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that Director has an interest, including (without limitation) if the Director or committee member:
- a) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction; or
 - b) is a partner, director, officer, board member or trustee of either another party to the transaction, or a person who may have a financial interest in a person to whom the transaction relates; or
 - c) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a financial benefit from the transaction.
- 18.2 A person who is prevented from voting on a matter as a result of being interested under paragraph (a) above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the Board are prevented from voting on a matter, a Special General Meeting must be called to consider and determine the matter.
- 18.3 Any "interest" must be disclosed as soon as practicable after the Director becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the Director may not participate in any decision on that matter, and may be excluded by the rest of the Board from any discussion on it.
- 18.4 The Board must maintain an interests register recording the particulars of the Director's interest. This interests register shall be open for inspection by Members upon reasonable notice to the Contact Officer. A summary of the interests register must be presented to each Annual General Meeting.

19. Director's duties

- 19.1 A Director, when exercising powers or performing duties, is to act in good faith in what the Director believes to be the best interests of the Society and in the manner which he or she believes will best attain the objects of the Society.
- 19.2 A Director is to exercise a power for a proper purpose.
- 19.3 A Director may not act, or agree to the Society acting, in a manner that contravenes the Incorporated Societies Act or this constitution.
- 19.4 A Director may not:
- a) agree to the affairs of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - b) cause or allow the affairs of the Society to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Society's creditors.

- 19.5 A Director may not agree to the Society incurring an obligation unless the Director believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
- 19.6 A Director, when exercising powers or performing duties as a Director, is to exercise the care, diligence and skill that a reasonable Director would exercise in the same circumstances taking into account:
- a) the nature of the Society;
 - b) the nature of the decision;
 - c) the circumstances applying at the time; and
 - d) the position of the Director and the nature of the responsibilities undertaken by him or her.

20. Contact Officer

- 20.1 The Board will appoint a Contact Officer upon and subject to the terms and conditions set out in this clause 20.
- 20.2 The Contact Officer must be at least 18 years of age and ordinarily resident in New Zealand. The Contact Officer must be a member of the Board, and may hold any other office as a member of the Board or a Member of the Society.
- 20.3 The Contact Officer will be the principal administrative officer of the Society and will perform all such duties as required of the Contact Officer as that role may be defined in the Incorporated Societies Act (if at all) from time to time.
- 20.4 Subject to Article 20.2 above, the Contact Officer will perform all such duties as the Board from time to time decides.
- 20.5 [Without limiting the generality of the duties which the Board may direct the Contact Officer to perform, the Contact Officer will be responsible for the following duties:
- a) recording and keeping minutes of all meetings of the Society, the Board and, as directed by the Board, any sub-committees;
 - b) conducting all of the correspondence of the Society;
 - c) supervising all other agents or employees of the Society whose engagement will be approved from time to time by the Board;
 - d) keeping or causing to be kept all books and records as are required by the Incorporated Societies Act or any other applicable legislation;
 - e) keeping accounts and records of, and reporting to the Board on, persons who have and who are to pay any membership fees as determined by the Board; and
 - f) keeping or causing to be kept full records of all financial transactions of the Society.]

Section 4 - Financial

21. Funds and Accounts

Funds to be banked

21.1 All funds received by the Society must be paid into its bank account.

Withdrawals

21.2 All cheques or withdrawals made from the bank account must be signed or authorised by the Cheque Signatories.

Investment

21.3 The Society may invest its funds as it thinks fit.

Borrowing

21.4 The Society may borrow funds as it thinks fit.

Annual accounts

21.5 The Board must arrange for annual accounts of the Society (excluding the consolidated results of any other entity that the Society is whole or majority owner of) to be promptly prepared after the financial year end each year, and in any event, within 6 months after the financial year end.

21.6 The annual accounts of the Society (excluding the consolidated results of any other entity that the Society is whole or majority owner of) must be submitted to each Annual General Meeting for approval.

21.7 Where the Society is whole or majority owner of any other entity, consolidated accounts must also be prepared and presented to the Annual General Meeting but the consolidated accounts do not require approval by members at that meeting.

Auditor

21.8 The annual accounts of the Society (excluding the consolidated results of any other entity that the Society is whole or majority owner of) must be audited each year.

21.9 The auditor's report must be submitted to the Annual General Meeting with the annual accounts.

21.10 The auditor will be appointed at the Annual General Meeting each year.

Section 5 - General

22. Rules and Regulations

Regulations

22.1 The Board from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities (including, without limitation, Society meetings and membership eligibility criteria), but no such regulations, bylaws and policies will be inconsistent with this constitution. This constitution, and such regulations, bylaws and policies will be available at all reasonable times for inspection by Members, and copies will be provided (at cost) to any Member on request.

No rules

22.2 If anything for which there is no applicable clause in this constitution, bylaw, policy or regulation, arises the matter will be decided by the Board.

22.3 The Board's decision will be final.

Alteration to rules

22.4 This constitution may be changed by a special resolution of a meeting of Members (being approved by 75% or more of the Members participating and voting at a Members' meeting) provided that the amendments are not inconsistent with the charitable status of the Society. Furthermore, no amendments to clauses 2.1, 2.3, 2.4, 22.4 and 27.5 will be effected without the prior approval from the Charities Commission or, if such approval is not forthcoming, or the terms upon which that approval is given is not acceptable in the opinion of the Board, by a Court of competent jurisdiction.

23. Common Seal

Common seal

23.1 The Society will have a Common Seal.

Use of common seal

23.2 The use of the Common Seal must be authorised by the Board.

Witnesses

23.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

Control of common seal

23.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Board.

24. Method of Contracting

- 24.1 A contract or other enforceable obligation which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Society, may, with the approval of the Board, be signed on behalf of the Society by two Directors.

25. Registered Office

Situation of registered office

- 25.1 The Society's registered office will be at its address.

Change of registered office

- 25.2 The Board may change the Society's registered office from time to time.

Notice of change

- 25.3 The Board must give the Registrar of Incorporated Societies, the Charities Commission and the Members written notice of any change to the Society's address.

26. Service of Notices

Service by post or delivery

- 26.1 Every notice required to be given to a Member (including a Board member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business.

Personal service

- 26.2 Notices may be given to Members (including Board members) in person.

Email

- 26.3 Notices may be given to Members (including Board members) by way of email and will be deemed to have been given at the point it is received by the addressee's email system.

27. Liquidation

Members' liquidation

- 27.1 A Members' meeting may appoint a liquidator by way of passing the Resolution, approved by 75% of the Member's present and voting at the meeting.

- 27.2 The Board must ensure that written notice of the resolution to appoint a liquidator (the "Resolution") is sent to every Member at least 20 working days before the general meeting at which the Resolution is to be submitted.

27.3

- 27.4 The Resolution must then be confirmed by another Members' meeting and approved by 75% of the Members present and voting, held at least 30 days and no more than 90 days

after the Resolution was passed.

27.5 The Society may then be placed into liquidation.

Surplus assets

27.6 If the Society is liquidated for any reason, the surplus assets of the Society, after payment of all costs, debts and liabilities, will be distributed to a society, association or trust which is selected by Members (or failing that, the Board) which has substantially similar objects to the Society and which is registered under the Charities Act 2005, provided that if no appropriate society, association or trust with substantially similar objects to the Society can be found, then to any society, association or trust which is selected by the Members (or failing that, the Board) and which is registered under the Charities Act 2005, provided that such entity is a not-for-profit organisation.

27.7 For the purposes of this clause 24, not-for-profit means:

- a) a society incorporated under the Incorporated Societies Act;
- b) a charitable entity within the meaning of the New Zealand Charities Act 2005; or
- c) a society, institution, association, organisation or trust that is not carried on for the private benefit of an individual and whose funds are entirely or mainly for benevolent, philanthropic, cultural or public purposes in New Zealand.

28. Dispute Resolution

28.1 A Member may complain to the Board in writing if:

- a) there has been an unjustified interference with any rights or privileges granted to that Member under this constitution or any applicable bylaws or regulations; and/or
- b) the Member has concerns regarding the misconduct or discipline of other Members, (in either case, a "grievance").

28.2 For the avoidance of doubt, a grievance of the kind described in clause 28.1 above, may relate to the conduct of a Member, a Director or the Society.

28.3 The process followed by the Board must at all times adhere to the principles of natural justice and the Incorporated Societies Act. As necessary, the Board must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Board will take to remedy the grievance.

28.4 The Board must, as soon as is reasonably practical after receiving a complaint or grievance, investigate or determine the complaint or grievance, which must be dealt with by the Board in a fair and efficient manner otherwise in accordance with Incorporated Societies Act.

28.5 If, in accordance with the investigations conducted by the Board under 28.3 above, it becomes apparent that any Director should to be removed from his or her position in accordance with this constitution, or a Member's membership should be cancelled, the Board may remove that Director or member accordingly.

- 28.6 The Board may, in its sole discretion, elect not to consider or continue consideration of any grievance if it is satisfied that:
- a) the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any Member;
 - b) the grievance appears to be without foundation or there is no apparent evidence to support it;
 - c) the complainant or Member alleging the grievance has an insignificant interest in the matter; or
 - d) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Society.

29. Interpretation of constitution

- 29.1 Subject to the Act, this constitution and the resolutions of the Members at an Annual General Meeting or Special Meeting, the decisions of the Board on the interpretation of this constitution and all matters dealt with by it in accordance with this constitution and on matters not provided for in this constitution will be final and binding on all Members.

30. Definitions and Interpretation

Definitions

30.1 In these Rules:

- a) "Act" - means the Incorporated Societies Act 1908 as amended, repealed or replaced from time to time.
- b) "Special resolution" - means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.

Interpretation

30.2 In these Rules:

- a) a reference to a person includes any other entity or association recognised by law and the reverse;
- b) words referring to the singular include the plural and the reverse;
- c) clause headings are for reference purposes only;
- d) a reference to a statute includes:
 - i. all regulations under that statute; and
 - ii. all amendments to that statute; and
 - iii. any statute substituting for it which incorporates any of its provisions;
- e) all periods of time or notice exclude the days on which they are given.