

The Cerebral Palsy Society of New Zealand Incorporated

Constitution



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1 Introductory rules

Name

- 1.1 The name of the society is The Cerebral Palsy Society of New Zealand Incorporated.
- 1.2 The Society is registered as a charitable entity under the Charities Act 2005.

Definitions

- 1.3 In this constitution the following definitions apply:

Act means the Incorporated Societies Act 2022.

Annual General Meeting or **AGM** means the annual general meeting of the Members, held in accordance with clause 3.

Associate Member means a member of the Society whose membership is approved in accordance with clause 2.26.

Chairperson means the chairperson of the Society from time to time, appointed in accordance with clause 5.8.

Committee means the committee of Officers, being the Society's governing body.

Committee Quorum means not less than five Officers then in office, but subject always to the adjournment provision in clause 5.5.

Contact Person means a contact person of the Society from time to time, as required by section 113 of the Act.

Electronic Means, in respect of attendance or voting by a person, means by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, including Zoom, Teams or other video conferencing platform.

Family Member means a family member of the Society whose membership is approved in accordance with clause 2.20.

General Meeting means an Annual General Meeting or Special General Meeting, as the case may be.

Interested Officer means an Officer who is interested in any Matter, as that term 'interested' in defined 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.

Life Member means a life member of the Society whose membership is approved in accordance with clause 2.30.

Matter means:

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

Member means any person that is a member of the Society from time to time, including all members of the Society as at the date of re-registration of the Society under the Act, and **Membership** has a corresponding meaning.

Member Quorum means where at least ten (10) Members are present (or their proxies or representatives are present), but subject always to the adjournment provision in clause 3.8.

Membership Dues means the dues for Membership, as set by the Committee pursuant to clause 2.34 and payable by Members, including joining or subscription fees (in each case, if any).

Officer means any officer for the time being of the Society.

Ordinary Resolution means a resolution that is approved by a simple majority of the votes of those Members entitled to vote and voting on the question.

Register of Members means the Society's register of Members, as required by section 79 of the Act.

Registrar means the Registrar of Incorporated Societies.

Regulations means the Incorporated Societies Regulations 2023.

Society means the Cerebral Palsy Society of New Zealand Incorporated.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes in accordance with clause 3.33.

Special Resolution means a resolution approved by 75% of the votes of those Members entitled to vote and voting on the resolution.

Subscription Date means July 1st or such other date as determined by the Committee.

Working Days has the meaning given to that term in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, 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.

Interpretation

1.4 In this constitution the following rules of interpretation apply:

- (a) Except as specified in clause 1.3, words or expressions used in this constitution that are defined in the Act have the meaning given by the Act.
- (b) Words importing the singular include the plural, and vice versa.
- (c) Headings are inserted for convenience only and do not affect the interpretation of this constitution.
- (d) Any reference to person includes any natural person, company, trust, partnership, joint venture, association, body corporate or governmental agency.
- (e) A reference to a clause, part, or schedule is a reference to a clause, part or schedule of or to this constitution.
- (f) A reference to any legislation or to any provision of any legislation includes:

- (i) that legislation or provision as from time to time amended, re-enacted, replaced or substituted; and
 - (ii) any statutory instruments, regulations, rules and orders issued under that legislation or provision from time to time.
- (g) A reference to the word 'include' or 'including' is to be interpreted without limitation.
- (h) References to 'written' and 'in writing' includes all modes of presenting or reproducing words, figures and symbols in a visible form (including via email).

Conflict between the Act and this constitution

- 1.5 A provision, word or expression in this constitution prevails if there is any conflict between:
- (a) a provision in this constitution and a provision in the Act that is expressly permitted to be altered by the constitution; and/or
 - (b) a word or expression defined or explained in the Act and a word or expression defined or explained in this constitution.

Purposes

- 1.6 The primary purposes of the Society are as follows:
- (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 endeavours 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 exercised in furtherance of charitable purposes

- 1.7 The Society must exercise all powers, rights, and undertake all activities, actions and transactions in furtherance of the purposes set out in clause 1.6.

Act and Regulations

- 1.8 Nothing in this constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or the Regulations, or any other legislation.

Restrictions on Society powers

- 1.9 The Society must not be carried on for the financial gain or pecuniary profit of any of its Members or Officers.

Registered office

- 1.10 The registered office of the Society shall be c/-VGA Chartered Accountants, Unit G12, 23 Edwin Street, Mount Eden Auckland 1024 or any other address which the Committee may determine from time to time.
- 1.11 Changes to the Society's registered office will be notified to the Registrar:
- (a) at least 5 Working Days before the change of address for the registered office is due to take effect; and
 - (b) in a form required by the Act, if any.

Contact Persons

- 1.12 The Society must have at least one but no more than three Contact Person(s) at any one time.
- 1.13 Each Contact Person must be:
- (a) an Officer, the general manager of the Society, a Member, or a representative of a Member that is a body corporate (unless the Committee resolves otherwise);
 - (b) at least 18 years of age, and
 - (c) ordinarily resident in New Zealand.
- 1.14 A Contact Person may be appointed or removed by the Committee.
- 1.15 Any change in a Contact Person or a Contact Person's contact details shall be notified to the Registrar within 20 Working Days of that change occurring or the Society becoming aware of the change.
- 1.16 The office of Contact Person may be held separately or in conjunction with any other office in the Society.
- 1.17 The Contact Person at the date of re-registration of the Society under the Act are the Chairperson and the general manager of the Society.

2 Members

Minimum number of Members

- 2.1 The Society must at all times have at least 10 Members.
- 2.2 For the purposes of clause 2.1 and calculating the number of Members, any one Member (or proposed Member) that is a body corporate shall be treated as being three (3) Members.

Existing Members

- 2.3 All persons who were existing Members immediately prior to the date this constitution was adopted shall be Members on and from the date this constitution comes into force.

Consent for membership

- 2.4 Every applicant for Membership must consent in writing to becoming a Member which may (for the avoidance of doubt) be given electronically.
- 2.5 The signed written consent of every Member to become a Member shall be retained in the Society's membership records in accordance with the provisions of the Privacy Act 2020.

Eligibility

- 2.6 To be eligible to be a Member a person must be supportive of the Society's purposes and must fall within one of the classes of Members described in Clause 2.17.
- 2.7 The Committee may, in its sole discretion, set and amend the criteria for approving membership in respect of any membership class from time to time.

Application for Membership

- 2.8 In addition to clause 2.4, an applicant for Membership:
- (a) must complete, sign and submit to the Society a Membership application form in the form required by the Society;
 - (b) must supply any information as may be reasonably required by the Committee regarding an application for Membership; and
 - (c) will become a Member upon acceptance of that application by the Committee, or such other date determined by the Committee.
- 2.9 The Committee may accept or decline an application for Membership at its sole discretion. The Committee must advise the applicant of its decision.

Admission by the Society

- 2.10 Every Member agrees to be comply with and be bound by this constitution and by any rules, regulations or by-laws of the Society that are in force from time to time.

Members' obligations and rights

- 2.11 Every Member shall provide the Society in writing with that Member's name and contact details (namely, a physical address, email address and a telephone number) and promptly advise the Society in writing of any changes to such details.
- 2.12 All Members shall promote the interests and purposes of the Society, and no Member shall do anything to bring the Society into disrepute.
- 2.13 Any Member that is a body corporate shall provide the Committee, in writing, the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 2.14 No Member is liable for an obligation of the Society by reason only of being a Member.
- 2.15 The Committee may determine:
- (a) what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society;

- (b) the rights of Members to participate in Society activities; and
- (c) any conditions of, or fees for such access, use, involvement or participation.

No proprietary right

- 2.16 Members do not have any right, title, or interest (either legal or equitable) in the property of the Society.

Classes of membership

- 2.17 The membership of the Society is divided into the following classes of Members (all described below):

- (a) CP Members
 - (b) Associate Members,
 - (c) Family Members; and
 - (d) Life Members,
- (together, the Members).

- 2.18 A person may only belong to one class of Membership at any given time.

CP Members

- 2.19 Any person living with Cerebral Palsy may apply for membership and on payment of the appropriate subscription, will have their application considered by the Committee. The Committee in its sole discretion will decide whether or not to accept, defer or decline any membership from time to time.

Family Members

- 2.20 A family unit who has a family member living with Cerebral Palsy may apply to the Committee to join the Society as a Family Member. A Family Member will be one Member and will include the family member living with Cerebral Palsy. For the avoidance of doubt the family unit of a Member who is a person living with Cerebral Palsy cannot be a Family Member (i.e. families must choose whether the person living with Cerebral Palsy will be a Member or whether the family unit will be a Family Member, but not both).
- 2.21 A Family Member is one Member but may, where approved by the Committee, consist of multiple persons. When notifying the Family Member that its application has been successful, the Committee will confirm the identity of the persons who are included in, and comprise, the Family Member.
- 2.22 The membership fee for a Family Member will be the existing membership fee as recommended and approved by the Members.
- 2.23 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.
- 2.24 Access to the Society programmes is subject to individual programme criteria.

- 2.25 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 2.21, may attend the Society's events.

Associate Members

- 2.26 An individual or family, without a direct association or connection to Cerebral Palsy may apply to join the Society as an Associate Member subject to section 31 of the Act. An Associate Member will be one member.
- 2.27 The membership fee will reflect the existing membership fee as recommended and approved by the Committee.
- 2.28 An Associate Member will not be able to vote at a General Meeting.
- 2.29 An Associate Member will not be eligible to access grants or programmes – but will be able to attend all events organised by the Society.

Life Members

- 2.30 Any Member may be nominated as a Life Member by the Committee in recognition of services rendered to the Society.
- 2.31 The nomination for a Member to become a Life Member will be successful only if the nomination is approved by Special Resolution at a meeting of Members.
- 2.32 Life Members need not pay any Membership Dues.
- 2.33 Subject to clause 2.30, Life Members will enjoy all the rights and privileges of membership and are included in the term 'Members' for the purposes of these rules.

Membership Dues

- 2.34 Any Membership Dues and any other fees for any new Members or existing Members will be determined by the Committee in its sole discretion.
- 2.35 Without limiting its discretion, the Committee may determine that different Membership Dues are payable by different Members or by different classes of Members.
- 2.36 Changes, including increases, to Membership Dues may be determined from time to time by the Committee.
- 2.37 Any Member that has failed to pay any Membership Dues (including any periodic payment) or any levy by their due date will:
- (a) cease to have all rights as a Member, including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities (without being released from the obligation of payment); and
 - (b) not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid.

Amount of Membership Dues

- 2.38 The annual Membership Dues will be fixed from time to time and ratified by the Committee Members at the Annual General Meeting and may fix different Membership Dues for each Membership class.
- 2.39 Membership Dues must be paid by the Subscription Date each year.
- 2.40 New members joining after 31 March in one year will have their membership extended through to 30 June of the following year.

Ceasing to be a Member

- 2.41 A Member ceases to be a Member:
- (a) by resignation by written notice signed by that Member and delivered to the Committee;
 - (b) on termination of Membership following a dispute resolution process under this constitution;
 - (c) on death, in the case of Members that are natural persons;
 - (d) on liquidation or deregistration in the case of Members that are a body corporates, or dissolution of the partnership in the case of Members that are partnerships;
 - (e) by resolution of the Committee where the Member:
 - (i) has failed to pay any Membership Dues, levy or other amount due to the Society by its due date;
 - (ii) commits a material breach of its obligations under this constitution or any bylaw of the Society then in force, or a series of persistent breaches of this constitution or any bylaw that, when taken in totality, constitute a material breach;
 - (iii) is convicted of any fraud or dishonesty offence or act of fraud against the Society or any of its Members or Officers, or any offence punishable by a term of imprisonment of two or more years (whether or not a term of imprisonment was imposed); or
 - (iv) in the opinion of the Committee is ineligible to be a Member, has brought or is reasonably likely to bring the Society into disrepute or the conduct of the Member is contrary to the interest of the Society or has (or will) adversely affected the reputation of the Society;
- with effect from (as applicable):
- (f) the date of receipt by the Committee of the Member's notice of resignation (or any subsequent date stated in the notice of resignation);
 - (g) the date of termination of the Member's Membership under this constitution;
 - (h) the date of death of the Member;
 - (i) the date of the liquidation, deregistration or dissolution of the Member; or

- (j) the date specified in a resolution of the Committee terminating a Member's Membership, provided the Committee promptly notifies the Member in writing of such termination.

Obligations once Membership has ceased

2.42 A Member who has ceased to be a Member under this constitution:

- (a) remains liable to pay all Membership Dues and other fees payable to the Society's next balance date or which are then due and payable (if any);
- (b) shall cease to hold their self or itself out as a Member of the Society;
- (c) shall return to the Society all property, material and equipment belonging to or concerning the Society or any property owned by the Society which is in the Member's possession or control;
- (d) shall cease to be entitled to any of the rights of a Member; and
- (e) shall be deemed to have resigned from office of any and all positions of the Society held by that person, unless the Committee resolves otherwise.

3 General meetings

Annual General Meeting

3.1 The Society must hold an Annual General Meeting of its Members prior to 31 October of each calendar year.

Business of Annual General Meeting

3.2 The business of an Annual General Meeting shall include the following:

- (a) confirmation of the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) the ratification of the Membership Dues for the coming year;
- (c) an address from the Chairperson;
- (d) the presentation of an annual report on the operation and affairs of the Society during the most recently completed accounting period, including the annual financial statements for that period;
- (e) presentation or notice of any interests disclosures in the Interests Register or otherwise made pursuant to section 63 of the Act;
- (f) the election and/or re-election of Officers;
- (g) the appointment or reappointment of an auditor;
- (h) the consideration of any motions that have been notified to Members together with the notice of the Annual General Meeting;
- (i) such other business as is permitted by this constitution to be transacted without previous notice; and

- (j) any other general business.
- 3.3 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.

Notice of General Meetings

- 3.4 The Committee must give all Members no less than 12 Working Days written notice (by post or email) of any General Meeting, stating the date, time and place of the General Meeting, the business to be conducted and any notices of motion to be dealt with at the General Meeting.
- 3.5 Accidental failure to give notice, or non-receipt of notice by one or more Members does not invalidate proceedings at the General Meeting.
- 3.6 That notice will be addressed to the Member at the contact address notified to the Society and recorded in the Register of Members.

Quorum

- 3.7 No General Meeting may be held unless a Member Quorum is present.
- 3.8 If a quorum 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 the time and place all fixed by those Members who are present.
- 3.9 If a quorum is not present for the adjourned meeting within 30 minutes of the start time, the Members present will be a quorum.
- 3.10 Any decisions made at a General Meeting when a Member Quorum is not present are not valid.
- 3.11 Members participating in a General Meeting via Electronic Means shall be deemed to be present in person at the meeting and shall be entitled to be counted in the Member Quorum and to vote.

Location of meeting and motions

- 3.12 General Meetings may be held at one or more venues by Members present in person and/or present by Electronic Means.
- 3.13 The Committee may propose motions for the Society to vote on, which shall be notified to Members with the notice of the General Meeting provided to Members in accordance with clause 3.4.
- 3.14 Any Member may request that a motion be voted on at a General Meeting by giving notice of the motion to the Committee at least seven (7) Working Days before that meeting (**Member's Motion**). The Member may also provide information in support of the motion.
- 3.15 If notice of a Member's Motion is given to the Committee before written notice of the General Meeting is given to Members, notice of the Member's Motion shall be given with the written notice of the General Meeting provided in accordance with clause 3.4.

Chairperson

- 3.16 Each General Meeting will be chaired by the Chairperson.
- 3.17 If the Chairperson is not present within 15 minutes, the Vice Chairperson will chair the meeting until the Chairperson is present.
- 3.18 If neither the Chairperson, nor the Vice Chairperson are present at the meeting within 15 minutes of the start time, those present may elect a chairperson (who must be a Committee Member) for that meeting.
- 3.19 In the case of the voting being equal, the Chairperson shall have a second or casting vote.
- 3.20 Any person chairing a General Meeting may:
- (a) if they think fit (in their sole discretion) or must if directed to do so by a simple majority of the Members present (excluding Associate Members) at any General Meeting adjourn any General Meeting to such place and time (not being later than 21 Working Days after the General Meeting being adjourned) as they in their discretion shall determine. Only business left unfinished at the original General Meeting may be transacted at the adjourned General Meeting;
 - (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) declare it closed.

Voting at General Meetings

- 3.21 A Member is entitled to exercise one vote on any motion at a General Meeting in person or (other than an Associate Member) by proxy, and voting at a General Meeting shall be by:
- (a) voices or by show of hands;
 - (b) any other method approved by the Committee or the Chairperson in the case of a meeting by Electronic Means; or
 - (c) secret ballot on demand of the Chairperson or three or more Members present.
- 3.22 Notwithstanding any other provision of this constitution, a Member whose Membership Dues are unpaid is not entitled to vote at General Meeting, unless determined otherwise by the Committee.
- 3.23 A declaration by the Chairperson that a resolution has been carried unanimously or by a certain majority, or lost, and an entry in the minute book to that effect, is conclusive evidence of that fact.
- 3.24 Unless this constitution expressly provides otherwise, a resolution will be passed by a majority of the votes entitled to vote and voting on the resolution voting in favour of it.

Written resolutions

- 3.25 The Society may pass a written resolution in lieu of a General Meeting. Such 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% of the number of Members entitled to vote on the resolution.

- 3.26 A written resolution may consist of one or more documents in similar form (including a PDF attached to an e-mail, or other similar means of communication) each signed by or on behalf of one or more Members.
- 3.27 A Member may give their approval to a written resolution by signing the resolution, or giving approval to the resolution:
- (a) by email or Electronic Means; and
 - (b) in any other manner permitted by the Committee from time to time.

Proxies and Representatives

- 3.28 A Member may appoint an individual as that Member's representative or proxy to attend and vote on the Member's behalf at any General Meeting.
- 3.29 Any appointment of a representative or proxy by a Member must:
- (a) be in writing and received by the Committee secretary not less than 48 hours before the start time for the meeting;
 - (b) be signed by the Member; and
 - (c) contain details of the General Meeting(s) at which the representative or proxy is to vote and the manner in which they may vote, including (if applicable) leaving it to the discretion of the representative or proxy.
- 3.30 The form of the instrument to appoint a representative or proxy shall be determined by the Committee from time to time.
- 3.31 A member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

Minutes

- 3.32 The Committee must ensure that minutes are taken at all General Meetings. The Society must keep minutes of all General Meetings.

Special General Meetings

- 3.33 A Special General Meeting:
- (a) may be called at any time by the Committee; and
 - (b) must be called by the Committee if it receives a written request signed by at least 15 Members, provided that any such written request states the business that the Special General Meeting is to deal with.
- 3.34 The rules in this constitution relating to the procedure to call, and be followed at, a General Meeting shall also apply to Special General Meetings. A Special General Meeting shall only consider and deal with the business specified in the notice of meeting given in accordance

with clause 3.4 or contained in a Member's motion notified to the Committee in accordance with clause 3.14.

Procedural omissions

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

4 The Committee

Management

- 4.1 The operations and affairs of the Society shall be managed by, or under the direction or supervision of, the Committee, which has all the powers necessary for managing, and for directing and supervising the management of the operations and affairs of the Society, other than any matters which are expressly required to be undertaken at a General Meeting.
- 4.2 Notwithstanding clause 4.1, the Society must only act to advance its charitable purposes as set out in 1.6.

Committee composition

- 4.3 There shall be a minimum of 5, and a maximum of **9** Officers (including independent Officers) on the Committee at any one time.
- 4.4 A majority of the Officers on the Committee must be Members.

Qualifications of Officers

- 4.5 Every Officer must be a natural person who, as a condition to their appointment:
- (a) has consented in writing to be an Officer of the Society;
 - (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer; and
 - (c) is not disqualified under section 47(3) of the Act from being appointed or holding office as an Officer.
- 4.6 Each certificate as required under clause 4.5(b) shall be retained in the Society's records.

Election or appointment of Officers

- 4.7 All Officers other than those appointed in accordance with clauses 4.9 or 4.10 shall be elected from the nominations made in accordance with clause 4.8 by the Members at the Annual General Meeting. Offices for the Committee (including Chairperson, vice chairperson, secretary and treasurer) will be determined by the Committee at the first Committee meeting following the Annual General Meeting.
- 4.8 Nominations for the Committee must:
- (a) Be made by a Member;
 - (b) Be in writing;

- (c) Be signed by the nominee (who must be a Member) and two Members as proposer and seconder respectively;
 - (d) Be received by the Contact Person not less than 20 Working Days before the Annual General Meeting; and
 - (e) Not be employees or contractors of the Society or an organisation that the Society is a majority stakeholder of unless approved by the Committee.
- 4.9 If a vacancy in the position of any Officer occurs between General Meetings, that vacancy may be filled by resolution of the Committee. Any such appointment must be ratified by an Ordinary Resolution of Members at the next General Meeting and, failing such ratification, such Officer shall be deemed to have resigned with effect from the close of that General Meeting.
- 4.10 The Committee may co-opt up to two independent Officers who, for the avoidance of doubt, are not required to be Members. Independent Officers may be appointed for up to two years. Independent Officers will have full voting rights.

Maximum terms and retirement of members

- 4.11 Each Officer will be appointed for a term of two years. The length of time an Officer has been in office must be calculated from the date of his or her most recent election. Any person may be elected as an Officer for multiple terms.
- 4.12 Every year, at least 50% of the elected Officers must retire from the Committee at the Annual General Meeting.
- (a) Where the number of Officers is not an even number – 50% will be calculated to be the lesser even number (e.g: 9 Officers = 4 retiring).
 - (b) Where 2 or more Officers have held office for equal lengths of time, the selection of Officers to retire will be addressed initially by mutual agreement (in the absence of an agreement between those serving equal time) it will be determined by lot.

Removal of Officers

- 4.13 An Officer may be removed as an Officer by resolution of the Committee or the Society where:
- (a) the Officer has been absent from three successive committee meetings without leave of absence from the Committee;
 - (b) the Officer has, in the opinion of the Committee or the Society, brought the Society into disrepute or breached his or her duties under this constitution or otherwise;
 - (c) the Officer has failed to disclose a conflict of interest;
 - (d) the Committee passes a vote of no confidence in the Officer; or
 - (e) the Officer ceases to be qualified to act as an Officer for the purposes of section 47(3) of the Act,

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

- 4.14 The Officer who is the subject of any resolution under clause 4.13 must abstain from voting on any resolution of the Committee or Society relating to that Officer's removal.

Ceasing to hold office

- 4.15 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.
- 4.16 Each Officer shall, within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society they hold.

Indemnity

- 4.17 No Officer will be liable for the acts or defaults of any other Officer or any loss resulting from such acts or defaults, unless it is a result of wilful acts of acquiescence.
- 4.18 Each member of the Committee and other Officer(s) will be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than a result of their wilful default.

Officers' duties

- 4.19 At all times each Officer:
- (a) must, when exercising powers or performing duties as an Officer, act in good faith and in what they believe to be the best interests of the Society;
 - (b) must exercise all powers as an Officer for a proper purpose;
 - (c) must not act, or agree to the Society 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 Society;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by them; and
 - (e) must not:
 - (i) agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; or
 - (ii) cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors;
 - (iii) agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
- 4.20 Subject to clause 4.19, if the Members resolve by a majority of not less than 75% to give the Committee valid and legal directions, the Committee must exercise its powers in accordance with those directions.

No proprietary right

- 4.21 Officers do not have any right, title, or interest (ether legal or equitable) in the property of the Society.

Remuneration and expenses

- 4.22 Officers shall not be entitled to any remuneration for their position unless approved by the Committee having regard to clause 8.9(d). The Society may reimburse an Officer for expenses reasonably incurred in the performance of his or her role as Officer, provided that:
- (a) the Committee or the treasurer (if one is appointed) has approved in writing the scope or details of any such expense before it is incurred; and
 - (b) the Officer produces all relevant receipts and other documentation to the Society in respect of such expenses.

5 Committee meetings

Frequency and calling of Committee meetings

- 5.1 The Committee shall meet:
- (a) at least 6 times each year at such time and place as the Officers may agree to in writing; and
 - (b) if a meeting is convened by an Officer by giving not less than 10 Working Days' written notice to all Officers of the time, place and location of the meeting.

Manner of holding meetings

- 5.2 A meeting of the Committee may be held by a number of the members of the Committee who constitute a Committee Quorum, either being physically assembled together at the place, date and time appointed for the meeting or who are in attendance via Electronic Means.
- 5.3 Officers participating in a Committee meeting via Electronic Means shall be deemed to be present in person at the meeting and shall be entitled to be counted in the Committee Quorum and to vote.

Quorum and adjournment

- 5.4 No business may be transacted at a Committee meeting unless a Committee Quorum is present.
- 5.5 If a Committee Quorum is not present (whether in person or by Electronic Means) within 30 minutes after the time appointed for holding the Committee meeting, the Committee meeting shall be adjourned to the same day in the following week at the same time and place.
- 5.6 If at the adjourned meeting a Committee Quorum is not present within 30 minutes after the time scheduled for the meeting, the Committee Members then present shall constitute a Committee Quorum.

Voting

- 5.7 At Committee meetings:

- (a) a resolution of the Committee is passed at any physical meeting of the Committee if a majority of the votes cast on it are in favour of the resolution, unless this constitution or the Act requires a higher voting threshold;
- (b) every Officer on the Committee shall have one vote; and
- (c) the Chairperson shall be entitled to have a casting or second vote.

Written Committee resolutions

- (a) A resolution of the Committee in writing, signed or assented to by a majority of the Officers is as valid and effective as if passed at a physical meeting of the Committee.
- (b) Any such resolution may consist of several documents (including email or other similar means of communication) in similar form, each signed or assented to by one or more Officers.
- (c) Without limitation, an Officer may assent to a written Committee resolution by email or any other electronic means of written communication.

Chairperson

- 5.8 The Officers of the Committee shall elect one of their Officers as Chairperson of the Committee and of the Society.
- 5.9 If at a meeting of the Committee, the Chairperson nor the Vice Chairperson is not present at the Committee meeting within 15 minutes of the schedules start time, the Officers present may elect one of their Members to chair that Committee meeting.
- 5.10 Except as otherwise provided in this constitution, the Committee may regulate its own procedure.

Minutes

- 5.11 The Committee must ensure that minutes are kept of all proceedings at meetings of the Committee.

6 Conflicts of interest

Interested Officers

- 6.1 An Officer who is an Interested Officer in respect of any Matter being considered by the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee in accordance with section 63 of the Act. For the avoidance of doubt and pursuant to section 62(2)(b) of the Act, an Officer is not an Interested Officer if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members.
- 6.2 Full detail and content of the disclosure as made by the Officer must be recorded in the Interests Register.
- 6.3 Disclosure must be made as soon as practicable after the Officer becomes aware that they are interested in the Matter.

Interested Officer may not vote

6.4 An Interested Officer in respect of any Matter:

- (a) must not vote or take part in the decision of the Committee relating to the Matter (unless all Officers that are not Interested Officers consent to the Interested Officer voting and taking part in the decision); and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter (unless all Officers that are not Interested Officers consent to the Interested Officer signing such documents); but
- (c) may take part in any discussion of the Committee relating to the Matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise).

6.5 Notwithstanding clause 6.4, an Interested Officer:

- (a) who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a Committee Quorum; and
- (b) may vote or take part in the decision of the Committee relating to the Matter and sign any document relating to the entry into or the initiation of the Matter provided that all Officers who are not interested in that Matter give their consent,

provided that if 50% or more of the Officers are prevented from voting on a Matter under clause 6.4, a Special General Meeting must be called to consider and determine the Matter.

7 Records

Register of Members

7.1 The Society must keep an up-to-date Register of Members in accordance with requirements of the Act.

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

- (a) the Member's full name;
- (b) the date on which they became a Member; and
- (c) their contact details, including:
 - (i) a physical and postal address;
 - (ii) an email address (where provided); and
 - (iii) a telephone number.

7.3 Every current Member shall promptly advise the Society of any change of the Member's contact details.

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

- (a) the former Member's name; and

- (b) the date the former Member ceased to be a Member.

Interests Register

- 7.5 The Committee shall at all times maintain an up-to-date Interests Register.

Access to information for Members

- 7.6 A Member may at any time make a written request to the Society for information held by the Society.
- 7.7 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 7.8 The Society must, within a reasonable time after receiving a request under clause 7.6:
- (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 Society (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.
- 7.9 Without limitation, the Society may refuse to provide the requested information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
 - (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 Society;
 - (d) withholding the information is necessary to maintain legal professional privilege;
 - (e) the disclosure of the information would, or would be likely to, breach any law or contractual obligation of the Society;
 - (f) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
 - (g) the request for the information is frivolous or vexatious; or
 - (h) 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, the Act or the Regulations.
- 7.10 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:

- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.
- 7.11 Nothing in clauses 7.6 to 7.10 limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8 Control and management of finances

Control and management

- 8.1 The funds and property of the Society shall be:
 - (a) controlled, invested and disposed of by the Committee, subject to this constitution; and
 - (b) devoted to the promotion of the purposes of the Society.

Accounting records

- 8.2 The Committee must ensure that there are kept at all times accounting records that:
 - (a) comply with the requirements of the Act;
 - (b) correctly record the transactions of the Society;
 - (c) allow the Society to produce financial statements that comply with the requirements of the Act; and
 - (d) would enable the financial statements to be readily and properly audited (if required under any legislation or this constitution).
- 8.3 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.
- 8.4 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

Balance date

- 8.5 The Society's:
 - (a) financial year shall commence on 1 July of each year and end on 30 June in the following year; and
 - (b) balance date is 30 June in each year.

Financial reporting

- 8.6 The Committee shall ensure that annual financial statements are prepared and registered in accordance with the Act and all other regulatory and legal requirements.
- 8.7 The following shall apply to the Society:
 - (a) The Committee must appoint an auditor (acting in its sole discretion), who must be independent from the Society, the Officers and Members.

- (b) The auditor shall hold office subject to appointment or re-appointment at the Annual General Meeting.
- (c) It shall be the duty of the auditor to audit the accounts of the Society (excluding the consolidated results of any other entity that is wholly or majority owned by the Society to report thereon at the next Annual General Meeting).
- (d) If an auditor resigns part way through their appointment, then the Committee may appoint (in its sole discretion) an auditor to fill the vacancy.
- (e) The remuneration of the auditor will be determined by the Committee (in its sole discretion).

Restriction

8.8 Except as provided in this constitution:

- (a) no portion of the income or property of the Society shall be paid, transferred, directly or indirectly by way of bonus, dividend or otherwise to any Member or Officer; and
- (b) no remuneration or other benefit in cash or cash equivalents shall be paid or given by the Society to any Member or Officer.

Permitted Payments

8.9 Nothing in clause 8.8 shall prevent payment in good faith to any Member or Officer for any of the following:

- (a) sums made available to Members (including grants, e-card funding or incidental benefits) as determined by the Committee to be consistent with the primary purpose of the Society set out in clause 1.6;
- (b) provide benefits to Members or their families to alleviate hardship;
- (c) provide educational scholarships or grants to Members or their families;
- (d) salary, wages or other payments for any services actually rendered to the Society, whether as an employee, independent contractor, Officer or otherwise, on arm's -length terms so long as the terms of such remuneration:
 - (i) would be 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
 - (ii) are less favourable to the Member or Officer than the terms referred to in subparagraph (i); and
 - (iii) the salary, wages, or other payments 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 Society.
- (e) goods supplied to the Society in the ordinary and usual course of operations on arm's -length terms;

- (f) interest on money borrowed from any Member or Officer on arm's -length terms;
- (g) rent for premises leased or let by any Member or Officer to the Society on arm's -length terms; or
- (h) any out-of-pocket expenses legitimately incurred by a Member or Officer on behalf of the Society or while pursuing the society's purpose, for any other reason.

9 Dispute resolution

Proceedings

- 9.1 The provisions of schedule 2 of the Act shall govern the resolution of disputes.

10 Liquidation and removal from the register

Resolving to put Society into liquidation

- 10.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 10.2 Without limiting clause 10.1, the Society may be put into liquidation if the Society passes a Special Resolution appointing a liquidator, and such resolution is passed in accordance with Part 5, subpart 6 of the Act and clause 10.3.
- 10.3 The Committee shall give 20 Working Days written notice to all Members of the proposed resolution to put the Society into liquidation.

Resolving to apply for removal from the register

- 10.4 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 10.5 Without limiting clause 10.4, the Society may be removed from the Register of Incorporated Societies if the Society passes a Special Resolution authorising a Member or Officer to request the Society's removal in accordance with sections 175(1)(a) and 176 of the Act, and such resolution is passed in accordance with Part 5, subpart 6 of the Act and clause 10.6.
- 10.6 The Committee shall give 20 Working Days written notice to all Members of the proposed resolution authorising a Member or Officer to request the removal of the Society from the Register of Incorporated Societies.

Distribution of surplus assets

- 10.7 If the Society is wound up, or liquidated, or removed from the register, no distribution shall be made to any Member, and if any property remains after the payment of the Society's costs, debts and liabilities, that property must be given or transferred to another organisation that:
- (a) has been approved by way of an Ordinary Resolution at a General Meeting; and
 - (b) has similar purposes to the Society that are "charitable purposes" as defined in section 5(1) of the Charities Act 2005.

11 Amendments to constitution

11.1 Subject to section 31 of the Act (in respect of minor or technical amendments to the constitution), this constitution may be amended or revoked by:

- (a) A Special Resolution passed at a General Meeting; or
- (b) by a resolution in lieu of a General Meeting passed in accordance with section 89 of the Act and clause 3.25;

provided that any proposed amendments are not inconsistent with the charitable status of the Society and no amendments to clauses 1.6, 1.7, 1.8 or 1.9 will be effected without the prior approval from the Charities Commission or a Court of competent jurisdiction.

11.2 When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration and shall take effect from the date of registration.

12 Indemnity and insurance

Indemnifying Officers, Members and Employees

12.1 The Society may indemnify any Officer, Member or employee for any liability or costs for which they may be indemnified under the Act, including (for the avoidance of doubt) the matters set out in section 98(2) of the Act.

Insuring Officers, Member and Employees

12.2 The Society may effect insurance for an Officer, Member or employee for any liability or costs that the Society may effect insurance for under the Act.

Definitions

12.3 For the purposes of this clause 12:

- (a) an Officer includes a former Officer;
- (b) a Member includes a former Member; and
- (c) an employee includes a former employee.

13 Method of Contracting

Deeds

13.1 A deed which is to be entered into by the Society may be signed on behalf of the Society:

- (a) by two or more Officers;
- (b) by a single Officer, or by any other person or class of persons authorised by the Committee for that purpose, whose signature or signatures must be witnessed; or
- (c) by one or more attorneys appointed by the Officer in accordance with section 124 of the Act.

Other written contracts

- 13.2 An obligation which, if entered into by a natural person, is by law, required to be in writing, may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority.

Common Seal

- 13.3 The Society will have a common seal.
- 13.4 The use of the common seal must be authorised by the Committee.
- 13.5 The affixing of the common seal must be witnessed by one of the Chairperson, Vice Chairperson, secretary or treasurer together with one other Officer.

The common seal will be kept under the control of the secretary or any other person appointed by the Committee.

Other obligations

- 13.6 An obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

14 Other

Bylaws

- 14.1 The Committee from time to time may make and amend bylaws and/or policies relating to the Society, including (without limitation) relating to the conduct and control of Society and activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this constitution, the Act, the Regulations, or any other legislation.