Duncan Cotterill

ROYAL NEW ZEALAND PIPE BANDS' ASSOCIATION

# Constitution

**Royal New Zealand Pipe Bands' Association Incorporated**

Certified as a true and correct copy of the Constitution passed at the Special General Meeting of the Society held on 19 May 2026 by:

Signature: _____
Name: Liam Monaghan

Signature: _____
Name: Alan Peter Duncan

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# CONSTITUTION OF THE ROYAL NEW ZEALAND PIPE BANDS' ASSOCIATION INCORPORATED

## 1 Name

1.1 The name of the society is the Royal New Zealand Pipe Bands' Association incorporated (in this Constitution referred to as the **Society**).

## 2 Charitable status

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

## 3 Definitions and Interpretation

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

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

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

**Complaint** has the meaning set out in section 38 of the Act.

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

**Dispute** has the meaning set out in section 38 of the Act.

**District Centre** means a district centre established by the Society in accordance with clause 16 of this Constitution

**Executive Officer** means the Officer appointed by the Management Board under clause 11.13

**Financial Member** means a Member who has not ceased to be a financial member under clauses 9.10.4 or 9.10.5.

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

**Honorary Member** means a member referred to in clause 9.7

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

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

**Life Member** means a member referred to in clause 9.6.

**Management Board** means the Society's governing body established in accordance with clause 12 of this Constitution roles and which is a committee for the purposes of the Act.

**Matter** means:

(a) the Society's performance of its activities or exercise of its powers; or

(b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

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

**Membership Fees** means the fees specified in clause 9.10.1.

**Not-For-Profit Entity** has the meaning given to that term in section 5(3) of the Act.

**Notice** means written notice and includes any notice given by the Society to a Member by post, courier or email;

**Officer** means a natural person who is:

(a) a member of the Management Board; or

(b) the Executive Officer; or

(c) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any class or classes of natural persons that are declared by regulations to be Officers for the purposes of the Act.

**Ordinary Member** means a pipe band member of the Society as referred to in clause 9.4.

**President** means the Officer responsible for chairing General Meetings and Management Board meetings, and who provides leadership for the Society and is appointed in accordance with clause 9.5.

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

**Regulations** means regulations made under the Act, including the Incorporated Societies Regulations 2023.

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

**Working Days** means a day which is not a Saturday or Sunday or public holiday in New Zealand (but excluding any province's anniversary day).

3.2 **Interpretation -** In this Constitution, unless the context requires otherwise:

3.2.1 section, clause and other headings are for convenience only and will not affect the interpretation of this Constitution;

3.2.2 singular will include plural and vice versa;

3.2.3 reference to a statute or regulation will include all amendments and re-enactments thereof and any subordinate legislation made thereunder;

3.2.4 the term **including** means including without limitation;

3.2.5 any obligation not to do anything will be deemed to include an obligation not to suffer, permit or cause that thing to be done; and

3.2.6 the terms **written** and **in writing** include any means of reproducing words, figures or symbols in a tangible and visible form.

## 4 Purposes

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

4.1.1 promote membership of pipe bands and their contribution to New Zealand and its local communities;

4.1.2 provide education in all aspects of pipe band music and performance to people at every level of experience and ability;

4.1.3 communicate and publish within and beyond the pipe band community;

4.1.4 establish and administer the rules under which the New Zealand Pipe Band Championships will be conducted;

4.1.5 provide a cost effective, financial, and administrative base for the achievement of the above purposes;

4.1.6 settle a charitable trust for the purpose of receiving and administering funds to be used for the charitable purposes set out in clauses 4.1.1 to 4.1.3 above; and

4.1.7 do all other things which the Society considers will assist in achieving the above charitable purposes.

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

4.3 The Society must not operate for the purpose of, or with the effect of distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its individual Members but the Society will not operate for the financial gain of Members simply if the Society:

4.3.1 engages in trade;

4.3.2 pays a Member for matters that are incidental to the purposes of the Society, and the Member is a Not-For-Profit Entity;

4.3.3 reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;

4.3.4 provides benefits to members of the public or of a class of the public and those persons include Members or their families;

4.3.5 pays a Member a salary or wages or other payments for services to the Society on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);

4.3.6 provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society; or

4.3.7 on removal of the Society from the Register of Incorporated Societies has its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a Not-For-Profit Entity.

## 5 Act and Regulations

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

## 6 Restrictions on society powers

6.1 The Society must not be carried on for the financial gain of any of its members.

6.2 The Management Board shall be the managing authority in all Matters and shall carry out the Society's objects subject to the direction of the Members at an Annual General Meeting or a Special General Meeting.

## 7 Registered office

7.1 The registered office of the Society shall be at such place in New Zealand as the Management Board from time to time determines.

7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five Working Days before the change of address for the registered office is due to take effect and, in a form, and as required by the Act.

## 8 Contact person

8.1 The Society shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

8.2 The Society's contact person must be:

8.2.1 at least 18 years of age; and

8.2.2 ordinarily resident in New Zealand.

8.3 A contact person shall be appointed by the Management Board.

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

8.4.1 a physical address or an electronic address; and

8.4.2 a telephone number.

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

## 9 Members

9.1 **Minimum number of members -** The Society shall maintain the minimum number of Members required by the Act.

9.2 **Types of members –** There shall be four classes of members:

9.2.1 Ordinary Members.

9.2.2 The Officers referred to in clause 9.5.1.

9.2.3 Life Members.

9.2.4 Honorary Members.

9.3 **Process for Membership** - Members shall consist of all existing classes of members of the Society referred to in clause 9.2 above as at the date of registration of this Constitution together with such persons or organisations as shall thereafter become Members in accordance with this Constitution.

9.4 **Ordinary Members (Pipe Bands)**

9.4.1 Any pipe band may become an ordinary member subject to its prior approval by the Society.

9.4.2 If the pipe band is unincorporated all of its members shall thereafter separately be members of the Association and:

(a) One Membership Fee only shall be payable for that band (and not for each of its members);

(b) It shall have the same voting rights as an incorporated pipe band and no other;

(c) Upon being admitted to membership it shall advise the Management Board, in writing, with 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 authorised signatory and proxy for the purposes of voting at General Meetings.

9.4.3 Any pipe band wishing to become an Ordinary Member shall lodge an application with the Management Board. The application shall be accompanied by a copy of the band's rules and a list of its officers, members and such other information as may be required by the Management Board. The Management Board shall place the application on the agenda of the next Annual General Meeting. If a two thirds majority of votes is cast in favour of the applicant band joining the Society at the Annual General Meeting the band shall become an Ordinary Member of the Society and upon payment of its Membership Fees shall be entitled to exercise the privileges of membership.

9.4.4 Provisional membership of the Society for the period prior to the next Annual General Meeting may be granted to a pipe band that has applied to become an Ordinary Member at the discretion of the Management Board. A pipe band which has been granted provisional membership and has paid its Membership Fees shall be entitled to all the benefits and subject to all the obligations of an Ordinary Member.

9.4.5 Any band which becomes an Ordinary Member of the Society shall thereupon become a member of the District Centre of its choice with full voting rights.

9.5 **Officers**

9.5.1 The Patron, President and two elected Management Board members are Officers whose office entitles them to membership of the Society whether or not they are a member of or affiliated to any Ordinary Member.

9.5.2 The Patron shall be appointed annually at the Annual General Meeting.

9.5.3 The President and two elected Management Board members shall be elected by members of the Society as follows:

(a) Written nominations for these positions shall be forwarded to the Management Board not later than the 31st of October each year.

(b) The Management Board shall conduct a ballot by post or electronic means and shall appoint a Returning Officer who is not a Management Board member to supervise the election and advise the Management Board of its result.

(c) The President shall be elected annually. The other two Management Board members shall be elected in alternate years with each holding office for two years. Where any two Management Board members are each first elected in the same year the lower polling Management Board member shall be elected for one year only and thereafter the two members for the time being shall retire by rotation.

(d) All members entitled to vote at a General Meeting of the Society shall be entitled to one vote in any ballot for the election of each of the elected Officers.

(e) Such election shall occur no later than the 20th of December in each year.

(f) Any retiring member of the Management Board shall be eligible for re-election.

(g) In the event of any vacancy occurring in the Management Board prior to 31st October in any year there shall be a further election to fill the vacancy conducted in accordance with this clause. In the event of a vacancy subsequent to 31st October and before the following Annual General Meeting the Management Board may appoint some person to fill such vacancy until the next Annual General Meeting.

9.5.4 No Membership Fees shall be payable by any Officer.

9.6 **Life Members**

9.6.1 Life membership of the Society may be awarded to persons who have rendered outstanding services to the Society.

9.6.2 Nominations for life membership must be made by at least three Members (but excluding any Honorary Member). Nominations must be received by the Management Board, at least two months prior to the Annual General Meeting.

9.6.3 Upon receipt the Management Board shall provide members with a curriculum vitae of the nominee and conduct a ballot of its members.

9.6.4 No nomination for life membership of the Society shall be approved except by a two thirds majority of members comprising Ordinary Members, Life Members and Officers.

9.6.5 Life Members shall not be required to pay Membership Fees to the Society.

9.7 **Honorary Members**

9.7.1 Honorary Members may be elected by a simple majority at an Annual General Meeting.

9.7.2 Honorary Members may be organisations or individuals.

9.7.3 Honorary Members shall not have the right to vote but shall have speaking or such other rights and privileges as the Annual General Meeting or the Management Board may from time to time confer.

9.7.4 Honorary Members shall not be required to pay Membership Fees to the Society.

9.8 **Consent to becoming a Member -** Every applicant for membership must consent to becoming a Member. Submitting an application to become an Ordinary Member in accordance with clause 9.4.1 shall be deemed to constitute consent to becoming a Member.

9.9 **Rights and Duties of Members –**

9.9.1 Members of the Society shall have the rights, privileges and responsibilities set out in this Constitution. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

9.9.2 Every Member shall provide the Society in writing with that Member's name and contact details (namely physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

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

9.9.4 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.

9.9.5 Any Member that is a body corporate shall provide the Management Board, in writing, with 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.

9.9.6 Each Member shall be liable for all reasonable costs incurred by the Society in relation to recovery of Membership Fees, and any other sums owed to the Society by the Member, and/or action reasonably necessary for the Society to enforce its legal rights under this clause in respect of that Member.

9.10 **Subscriptions and fees**

9.10.1 The Membership Fees for Ordinary Members for the then current financial year shall be fixed annually at the Annual General Meeting. Membership Fees payable by school bands and juvenile bands (as defined in the Society's contest rules) shall be one half of the Membership Fees otherwise payable by Ordinary Members.

9.10.2 Membership Fees shall be payable before the 30th day of June in each year.

9.10.3 No Member shall have the right to enjoy the privileges and membership of the Society until all monies due by such member have been paid to the Society.

9.10.4 Any Ordinary Member failing to pay the Membership Fees (including any periodic payment), any levy, or any capitation fees within three (3) calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid.

9.10.5 The Register of Members may from time to time be purged by the Management Board by striking off the name of any Ordinary Member in arrears in payment of any monies due to the Society for a period of more than six (6) months but the Member shall not be discharged from liability for the arrears due at the date of such striking off. The Management Board shall give one month's Notice of its intention to take any action under this clause.

9.10.6 Membership Fees may differ depending on the class of Member.

9.11 **Ceasing to be a member** – A Member ceases to be a Member:

9.11.1 by resignation from that Member's class of membership by Notice signed by that Member to the Management Board, with effect from the date of receipt of the Member's Notice of resignation by the Management Board (or any subsequent date stated in the Notice of resignation);

9.11.2 on termination of a Member's membership following a dispute resolution process under this Constitution, with effect from the date of termination of the Member's membership under this Constitution;

9.11.3 on death or in the case of Ordinary Members on liquidation, deregistration or dissolution as the case may be, with effect from the date of such death, liquidation, deregistration or dissolution of the Member;

9.11.4 by resolution of the Management Board where:

(a) the Member has failed to pay a subscription, levy or other amount due to the Society within six (6) months of the due date for payment, and in the case of Ordinary Members, the Management Board has given the Member Notice in accordance with clause 9.10.5; or

(b) subject to clause 9.11.5, in the opinion of the Management Board (in its absolute discretion) the Member has engaged in conduct that is not in the best interests of the Society,

with effect from the date specified in a resolution of the Management Board and when a Member's membership has been terminated the Management Board shall promptly notify the former Member in writing.

9.11.5 If the Management Board passes a resolution pursuant to clause 9.11.4(b) such resolution shall be subject to approval and ratification at the succeeding Annual General Meeting of the Society or by ballot (whichever method is determined by the Management Board). A two-thirds majority of Members shall be required for the expulsion of a Member.

9.12 **Obligations once membership has ceased –** A Member who has ceased to be a Member under this Constitution:

9.12.1 remains liable to pay all subscriptions and other amounts due to the Society's next balance date;

9.12.2 shall cease to hold themself out as a Member of the Society; and

9.12.3 shall cease to be entitled to any of the rights of a Society Member.

9.13 **Becoming a member again -** Any former Member may apply for re-admission in the manner prescribed for new applicants.

## 10 General Meetings

### 10.1 Procedures of all General Meetings

10.1.1 The Management Board shall give all Members written Notice in accordance with this Constitution of any General Meeting and of the business to be conducted at that General Meeting.

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

10.1.3 Only Financial Members may attend, speak and (where entitled) vote at General Meetings.

10.1.4 No General Meeting may be held unless at least 20 eligible Ordinary Members attend by persons representing them in person and present throughout the meeting and this will constitute a quorum.

10.1.5 If, within one hour after the time appointed for a meeting a quorum is not present, the meeting, shall be adjourned for two calendar months and reconvened at a location to be circularised to all Members by Notice no later than one calendar month before the meeting is reconvened. If a quorum is not present at the reconvened meeting within one hour of the time appointed for its commencement, those Members or persons representing Members shall be entitled to proceed with the business of the meeting as if a quorum were present.

10.1.6 Subject to clauses 9.10.3 and 9.10.4, each Member (other than an Honorary Member) is entitled to exercise one vote on any motion at a General Meeting.

10.1.7 Any Ordinary Member wishing to be represented by an individual at a General Meeting shall provide a proxy in favour of the individual in the following form, in original form or by email:

*The (insert band name) Pipe Band, being a member of the Royal New Zealand Pipe Bands' Association, hereby appoints (insert person's name) of (insert organisation's name) or failing that person (insert person's name) of (insert organisation's name) as its proxy to vote for it at the General Meeting of the Association to be held on the (insert day) of (insert month) of (insert year) and at any adjournment thereof.*

*Signed by the authorised signatory of the (insert band name) Pipe Band.*

10.1.8 Voting at a General Meeting shall be by voices or by show of hands or, on demand of the President or of three other Members present, by secret ballot.

10.1.9 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

10.1.10 Except as otherwise allowed under this Constitution, any decisions made when a quorum is not present are not valid.

10.1.11 Written resolutions may not be passed in lieu of a General Meeting. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

10.1.12 All General Meetings shall be chaired by the President. If the President is absent, another member of the Management Board who is present shall chair that meeting.

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

10.1.14 Any person chairing a General Meeting may:

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

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

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

10.2 **Minutes -** The Society must keep minutes of all General Meetings. Minutes of the most recent General Meeting may be made available to Members upon request.

10.3 **Holding of Annual General Meeting**:

10.3.1 An Annual General Meeting shall be held not later than the 31st of March in each year on a date and at a location and/or using any electronic communication to be fixed by the Management Board and otherwise consistent with any requirements in the Act and the Constitution relating to the procedure to be followed at General Meetings, which shall apply.

10.3.2 Notice of the meeting shall be given to each Member together with a copy of the report of operations of the Society during the previous year, a statement of income and expenditure, a balance sheet, and a draft management plan, at least 28 clear days prior to that Annual General Meeting.

10.4 **Business of Annual General Meetings**

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

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

(b) receive and consider the annual report on the operations and affairs of the Society for the previous year;

(c) receive, consider and approve the Management Board's report on the finances of the Society, and the annual financial statements;

(d) receive, consider and approve the management plan and budget for the ensuing year having been prepared by the incoming Management Board in co-operation with the outgoing Management Board;

(e) set any Membership Fees for the current financial year;

(f) appoint an auditor, who shall be a member of Chartered Accountants Australia and New Zealand, or equivalent professional body, and who is not a member of the Management Board;

(g) appoint the Society's Patron for the ensuing year;

(h) consider any motions of which prior notice has been given to Members with Notice of the Meeting; and

(i) consider such other agenda items approved by the meeting.

10.4.2 The Management Board must, at each Annual General Meeting, present the following information:

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

(b) the annual financial statements for that period; and

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

10.5 **Special General Meetings**

10.5.1 Special General Meetings may be called at any time by the President and shall be called at any time upon resolution of the Management Board or upon a written requisition of any ten (10) Ordinary Members addressed to the Management Board.

10.5.2 A Notice calling any Special General Meeting shall be given to each Member at least 21 clear days prior to the date of the meeting and the Notice shall state clearly the subject matter intended to be submitted to the meeting and the business of such meeting shall be confined to the matters stated in that Notice.

10.5.3 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Notice calling the Meeting.

## 11 Management Board

11.1 The Management Board will consist of the President and two other Management Board members elected or appointed in accordance with clause 9.5.3 of this Constitution.

11.2 The Society shall be managed by, or under the direction or supervision of, the Management Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.

11.3 The Management Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution and to any directions at a General Meeting, provided they are not contrary to this Constitution and the law.

11.4 The Management Board shall report to the Annual General Meeting on its activities, by way of an annual report, as referred to in clause 10.4.2(a).

11.5 The Management Board or any Member may at any time recommend making, altering, or rescinding any rule or regulation (for example, National Contest Rules) other than this Constitution and the following process shall apply:

11.5.1 Such recommendations shall be the subject of a remit to the Society.

11.5.2 The Management Board shall define the system on an annual basis for receiving, debating, and voting on recommendations to alter, rescind or make any such new rule or regulation.

11.5.3 The recommendation must be approved by a two thirds majority of Members voting in a ballot of Members conducted by the Management Board.

11.5.4 The procedure for amendment of this Constitution is as set out in clause 20

11.6 The Management Board may, at its discretion, appoint sub-committees, advisory groups or task forces consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. The structure, purpose, powers, duties and policies of such group shall be determined by the Management Board, and the Management Board may issue guidance, binding or otherwise, related to the conduct and business of these groups. The Management Board shall determine whether sub-committee, advisory group and/or task force members are appointed or elected by the Management Board, Members, or any other interest group. Sub-committees, advisory groups, and task forces may not co-opt members.

11.7 Unless otherwise resolved by the Management Board:

11.7.1 the quorum of every sub-committee is half the members of the sub-committee but not less than two;

11.7.2 no sub-committee shall have power to co-opt additional members;

11.7.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Management Board; and

11.7.4 a sub-committee must not further delegate any of its powers.

11.8 Without limiting the generality of clause 11.6 the Management Board shall appoint “management groups”. As at the date of adoption of this Constitution the management groups are as follows:

11.8.1 Promotion

11.8.2 Education

11.8.3 Digital

11.8.4 Contests

11.8.5 Centres

11.8.6 Administration and Finance

11.9 The Management Board shall in each year appoint a leader for each management group and with such leader determine that group’s composition and objectives. Such management groups shall each adhere to the operating instructions given them from time to time by the Management Board to whom they are directly responsible. They shall only take such steps as are authorised under the operative management plan at the relevant time or by express authorisation of the Management Board.

11.10 The Management Board and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Management Board or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Management Board or any sub-committee may regulate its proceedings as it thinks fit.

11.11 The Management Board may delegate any power it holds to an Officer or Member of the Society, subject to this Constitution and the Act upon such terms and with such limitations as the Management Board may determine

11.12 No act or proceeding of the Management Board, or of any sub-committee, or any person acting as an Officer shall be invalidated as a consequence of there being a vacancy in the Management Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person to be acting as an Officer or that they were incapable of being or had ceased to be an Officer.

11.13 The Management Board shall maintain full records of its proceedings and shall employ an Executive Officer whose job description shall include minimum specifications whereby the Executive Officer shall:

11.13.1 Maintain a full and correct record of all business transacted by the Management Board and at Annual General Meetings.

11.13.2 Make the same available for inspection by any member of the Management Board at all reasonable times.

11.13.3 Retain copies of all correspondence and documents referring to the affairs of the Association.

11.13.4 Maintain correct books of account showing income expenditure and the financial position of the Association and balance such account as required by the Management Board.

11.13.5 Keep a correct account of all monies received or paid and furnish, when required, to each Management Board meeting a statement of the Association's bank balance statement showing the result of the Association's operation over such period as the Management Board may require.

11.13.6 Refer all payments for written authorisation by the President and one other member of the Management Board.

## 12 Management Board meetings

### 12.1 Procedure

12.1.1 The quorum for Management Board meetings shall be three members present in person or by proxy. In the event of a member being unable to attend any Management Board meeting in person or by proxy the remaining two members may appoint one of the Management Group Leaders to attend that meeting in the place of the absent member for the purpose of meeting the necessary quorum.

12.1.2 The Management Board shall meet at least once every two months and at least one week's prior Notice shall be given to each Management Board member of such meetings (provided that where any is being held by means of audio, or audio and visual, communication in accordance with clause 12.1.3(b), notice of any such meeting may be given on the telephone or other means of means of audio, or audio and visual, communication being used).

12.1.3 A meeting of the Management Board may be held either:

(a) by members of the Management Board , being assembled together at the place, date and time appointed for the meeting; or

(b) by means of audio, or audio and visual, communication by which all members of the Management Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

12.1.4 For any meeting of the Management Board held in accordance with clause 12.1.3(b):

(a) At the commencement of the meeting each Management Board member must acknowledge their presence to all other Management Board members taking part.

(b) A Management Board member may not leave the meeting by disconnecting the telephone or other communication device unless the Management Board member has previously obtained the express consent of the chair of the meeting.

(c) A Management Board member shall be conclusively presumed to have been present and to form part of the quorum at all times during the meeting by telephone or other audio and visual communication unless he or she has previously obtained the express consent of the chair of the meeting to leave the meeting.

(d) A minute of the proceedings at such meeting by audio, or audio and visual, communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.

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

12.1.6 The President of the Society shall chair Management Board meetings unless the members of the Management Board choose another of their number to be chairperson for a meeting.

12.1.7 Minutes must be kept of all meetings of the Management Board and shall be circulated to Members and District Centres as soon as possible after each meeting.

12.1.8 Except as otherwise provided in this Constitution, the Management Board may regulate its own procedure.

## 13 Officers

13.1 **Officers of the Society** – the Officers shall be elected and appointed, and shall remain in office for a term, as provided for in clauses 9 and 11.

13.2 **Officer Qualifications**

13.2.1 Every Officer must be a natural person who has consented in writing to be an Officer of the Society and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

13.2.2 Officers must not be disqualified under section 47(3) of the Act or under section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely (as at the date of adoption of this Constitution):

(a) a person who is under 16 years of age;

(b) a person who is an undischarged bankrupt;

(c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;

(d) a person who is disqualified from being an Officer of a charitable entity under the Charities Act 2005;

(e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:

(i) an offence under subpart 6 of Part 4 of the Act;

(ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);

(iii) an offence under section 143B of the Tax Administration Act 1994;

(iv) an offence under section 22(2) of the Act;

(v) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv); or

(vi) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;

(f) a person subject to:

(i) a banning order under subpart 7 of Part 4 of the Act;

(ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;

(iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or

(iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;

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

13.2.3 Prior to election or appointment as an Officer a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office as an Officer by this Constitution or the Act. Each such certificate shall be retained in the Society's records.

13.3 **Officers' duties -** At all times each Officer:

13.3.1 shall act in good faith and in what he or she believes to be the best interests of the Society;

13.3.2 must exercise all powers for a proper purpose;

13.3.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

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

(a) the nature of the Society;

(b) the nature of the decision; and

(c) the position of the Officer and the nature of the responsibilities undertaken by them;

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

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

13.4 **Removal of Officers –**Any Officer shall be removed as an Officer by resolution of the Management Board or the Society where in the opinion of the Management Board or the Society:

13.4.1 The Officer elected to the Management Board has been absent from 2 consecutive Management Board meetings without leave of absence from the Management Board;

13.4.2 The Officer has brought the Society into disrepute;

13.4.3 The Officer has failed to disclose a conflict of interest;

13.4.4 The Management Board passes a vote of no confidence in the Officer;

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

13.5 **Ceasing to Hold Office -** An Officer ceases to hold office when they resign (by Notice to the Management Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act or disqualified from being an Officer under the Charities Act (if the Society has charitable status). Each Officer shall within 20Working Days of submitting a resignation or ceasing to hold office, deliver to the Management Board all books, papers and other property of the Society held by such former Officer.

13.6 **Conflicts of interest**

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

(a) to the Management Board and, if applicable, sub-committee; and

(b) in an Interests Register kept by the Management Board.

13.6.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

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

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

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

(c) may take part in any discussion of the Management Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Management Board and/or sub-committee (unless the Management Board and/or sub-committee decides otherwise).

13.6.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

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

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

## 14 Indemnity and Insurance

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

14.2 The Management Board shall maintain such insurance as it considers appropriate from time to time.

## 15 District Centres

15.1 To further the objects and interests of the Society and also to give Ordinary Members the power of local management as far as is practicable the Management Board may from time to time divide New Zealand into districts. Each such district shall be designated and known as a District Centre of the Society. Each Ordinary Member of the Society shall be a member of a District Centre. Only financial Ordinary Members of the Society shall be eligible for and remain members of a District Centre.

15.2 Each District Centre shall be a registered incorporated Society under the Act, and its constitution shall be subject to the approval of the Management Board.

15.3 If any District Centre Executive Committee refuses to comply with the instructions of the Management Board or if the Management Board considers the District Centre Executive Committee is acting in any manner inimical to the interests of the Society, the Society in General Meeting may by a majority vote of not less than two-thirds of the Members voting either present or by proxy at a Special Meeting called for the purpose remove such District

Centre Executive Committee from its office as a body or individually and appoint others to fill the vacancy until the next annual meeting of the District Centre.

## 16 Records

### 16.1 Register of Members

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

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

(a) Their name;

(b) The date they became a Member (if there is no record of the date they joined, this date will be recorded as “Unknown”); and

(c) Their contact details, including (i) a physical address or an electronic address (ii) a telephone number and in the case of Ordinary Members (iii) the name, postal address, phone number and email of at least one contact person who shall be an officer of that Ordinary Member

16.1.3 The Register of Members will also include each Member's:

(a) postal address;

(b) email address (if any);

(c) whether the Member is financial or unfinancial.

16.1.4 Every current Member shall promptly advise the Society of any change of the Member’s contact details.

16.1.5 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.

16.2 **Interests Register -** The Management Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### 16.3 Access to Information for Members

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

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

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

(a) provide the information;

(b) agree to provide the information within a specified period;

(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.

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

(a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;

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

(e) withholding the information is necessary to maintain legal professional privilege;

(f) the disclosure of the information would, or would be likely to, breach an enactment;

(g) 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;

(h) the request for the information is frivolous or vexatious; or

(i) the request seeks information about a Dispute or Complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

16.3.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so, unless within 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.

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

## 17 Finances

### 17.1 Control and management

17.1.1 The funds and property of the Society shall be:

(a) controlled, invested and disposed of by the Management Board, subject to this Constitution and any direction given to the Management Board by any General Meeting; and

(b) devoted solely to the promotion of the objects and purposes of the Society.

17.1.2 The Management Board shall maintain bank accounts in the name of the Society. All money received on account of the Society shall be banked within five (5) Working Days of receipt.

17.1.3 All accounts paid or for payment shall be submitted to the Management Board for approval of payment.

17.1.4 The Management Board must ensure that there are kept at all times accounting records that:

(a) correctly record the transactions of the Society;

(b) allow the Society to produce financial statements that comply with the requirements of the Act; and

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

17.1.5 The Management Board must establish and maintain a satisfactory system of control of the Society's accounting records.

17.1.6 If the Society's financial statements are required to be audited by the Act or Charities Act 2005, the Management Board shall as soon as practicable after the end of the financial year of the Society cause the accounts of the Society to be audited by a chartered accountant appointed by the Management Board for that purpose.

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

17.2 **Balance Date -** The Society's financial year shall commence on 1st January of each year and end on 31st December (the latter date being the Society's balance date). The Society must file financial statements with the Registrar within six months of the Balance Date.

## 18 Dispute Resolution

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

18.2 **How Complaint is made**

18.2.1 A Member or an Officer may make a Complaint by giving to the Society (through the Management Board or any complaints subcommittee) a Notice that:

(a) states that the Member or Officer is starting a procedure for resolving a Dispute in accordance with the Society's Constitution;

(b) sets out the allegation to which the Dispute relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the Society.

18.2.2 The Society (through the Management Board) may make a Complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice that:

(a) states that the Society is starting a procedure for resolving a Dispute in accordance with the Society's Constitution; and

(b) sets out the allegation to which the Dispute relates.

18.2.3 The information given under clause 18.2.1 or 18.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

18.2.4 A Complaint may be made in any other reasonable manner permitted by the Constitution.

18.3 **Person who makes Complaint has right to be heard**

18.3.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

18.3.2 If the Society (through the Management Board) makes a Complaint:

(a) the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and

(b) an Officer may exercise that right on behalf of the Society.

18.3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

(c) an oral hearing (if any) is held before the decision maker; and

(d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

18.4 **Person who is subject of Complaint has right to be heard**

18.4.1 This clause applies if a Complaint involves an allegation that a Member, an Officer, or the Society (the **Respondent**):

(a) has engaged in misconduct;

(b) has breached, or is likely to breach, a duty under the Constitution or bylaws or this Act; or

(c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

18.4.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

18.4.3 If the Respondent is the Society, the Management Board may exercise the right on behalf of the Society.

18.4.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

(a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;

(b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;

(d) an oral hearing (if any) is held before the decision maker; and

(e) the Respondent's written statement or submissions (if any) are considered by the decision maker.

18.5 **Investigating and determining Dispute**

18.5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with its Constitution, ensure that the Dispute is investigated and determined.

18.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

18.6 **Society may decide not to proceed further with Complaint** - Despite clause 18.4, the Society may decide not to proceed further with a Complaint if:

18.6.1 the Complaint is considered to be trivial;

18.6.2 the Complaint does not appear to disclose or involve any allegation of the following kind:

(a) that a Member has engaged in material misconduct

(b) that a Member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;

(c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

18.6.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;

18.6.4 the person who makes the Complaint has an insignificant interest in the matter;

18.6.5 the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

18.6.6 there has been an undue delay in making the Complaint.

18.7 **Society may refer Complaint**

18.7.1 The Society may refer a Complaint to:

(a) a sub-committee or an external person to investigate and report; or

(b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

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

18.8 **Decision makers** - A person may not act as a decision maker in relation to a Complaint if two or more members of the Management Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

18.8.1 impartial; or

18.8.2 able to consider the matter without a predetermined view.

18.9 The decision-maker may:

18.9.1 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a Complaint; and

18.9.2 make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), including upholding a Complaint; and

(a) reprimanding or admonishing the Member; and/or

(b) suspending the Member from Membership for a specified period; or

(c) terminating the Member's Membership.

## 19 Liquidation and removal from the register

### 19.1 Resolving to put society into liquidation

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

19.1.2 The Management Board shall give twenty (20) Working Days' Notice to all Members of the proposed resolution to put the Society into liquidation.

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

19.1.4 Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

### 19.2 Resolving to apply for removal from the register

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

19.2.2 The Committee shall give twenty (20) Working Days' Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.

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

19.2.4 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

19.3 **Surplus assets**

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

## 20 Alterations to the Constitution

20.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.

20.2 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting provided that no amendment or replacement shall be made if its nature or effect would be such as to derogate from the exclusive charitable purposes set out in this Constitution or would result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.

20.3 Any proposed resolution to amend or replace this Constitution shall be signed by at least one Officer or Ordinary Member and given in writing to the Management Board not later than the 31st of October in each year.

20.4 The Management Board shall not later than the 31st of December in the same year forward a copy of such proposed resolution to all Members and shall place the proposed resolution on the agenda for the next General Meeting of the Society to be held after the said 31st of December.

20.5 The Society shall not consider any further proposal to amend or replace this Constitution until after the 31st of December following the holding of the General Meeting referred to in clause 20.4.

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

20.7 If the Society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

## 21 Other

21.1 **Method of contracting**

21.1.1 Deeds - A deed which is to be entered into by the Society may be signed on behalf of the Society, by:

(a) two or more Management Board Members; or

(b) one or more attorneys appointed by the Society in accordance with the Act.

21.1.2 Other written contracts - An obligation or contract 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 be signed on behalf of the Society by a person acting under the express or implied authority of the Society.

21.1.3 Other obligations - Any other obligation or contract may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.