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# Constitution

**New Zealand Milking & Pumping Trade Association Inc**

Introductory Rules

### Name

The name of the **Society** is New Zealand Milking & Pumping Trade Association Inc (in this **Constitution** referred to as the ‘**Society**’).

**Charitable status**

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### Definitions

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

**‘Milk Harvesting’** is defined as the provision of facilities, equipment and service for efficient and effective animal handling, milk extraction and milk storage on farm

**‘Water Application’** is defined as the provision of facilities, equipment and service for the efficient and effective delivery of liquids at a quality appropriate to their intended use and includes both water and effluent systems.

**‘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.

**‘Constitution’** means the rules in this document.
**‘Council’** means the **Society**’s governing body – the NZMPTA Council.

**‘General Meeting’** means either a **General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

**‘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**.

**‘In Writing’** or **‘Written Notice”** means that information can be provided either in a traditional written format, like on paper, or through electronic means such as email, document sharing platforms, online form completion etc.

**‘Matter’** means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. 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** who has not ceased to be a **Member** of the **Society**.

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

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

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

**‘President’** means the **Officer** responsible for chairing **General Meetings** and Council meetings, and who provides leadership for the **Society**.

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

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

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

**‘Vice-President’** means the **Officer** elected or appointed to deputise in the absence of the **President**.

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

### Purposes

The primary purposes of the **Society** are to—

* a) The advancement and application of fundamental and practical knowledge in the milk harvesting and water application industries.
* b) To be a central medium of information for all Members of the Society and to promote their interests and involvement in the development of the milk harvesting and water application industries in either New Zealand or internationally.
* c) To actively identify and, where practical, to act on issues which have the potential to impact on our industry.
* d) To support the legitimate interests of Members and mediate when appropriate, in matters of intellectual property, patents, trade marks and designs, conflict, legislation or other matters which may affect their businesses.
* e) To support and encourage the development of business and technical skills in its Members.
* f) To actively encourage the development and participation of common interest Industry sub-groups within the Society.
* g) To maintain regular contact with, and establish an interchange of information with other industry groups, regulatory and advisory organisations.
* h) To encourage ethical and professional trading practices amongst its Members.
* i) To identify and facilitate courses that benefit its Members and to issue recognised Certificates of Proficiency and Achievement recording the successful completion of such courses.
* j) To pursue activities for development, growth and / or financial benefit to the Society and it’s Members.

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 **Members** (whether in money or in kind); or
* having capital that is divided into shares or stock held by its **Members**; or
* holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

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

### Registered office

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

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

* at least 5 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**.

### Contact person

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

The **Society**’s contact person must be:

* At least 18 years of age, and
* Ordinarily resident in New Zealand.

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

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

* a physical address or an electronic address, and
* a telephone number.

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.

## Members

### Minimum number of Members

The **Society** shall maintain the minimum number of 10 **Members** as required by the **Act**.

### Membership Criteria and Categories

**Full Members**: Entitled to voting rights, eligible to hold office, to attend all meetings and to attend all courses held by the Society. There are two categories of Full Member:

i) OEM (Original Equipment Manufacturer) Members: Companies actively engaged in the manufacture, assembly and / or distribution of equipment for milk harvesting or water application and meeting requirements of Membership.

ii) Dealer Members: Companies or legally recognised trading entities engaged in the s a l e s , installation and servicing of equipment for milk harvesting or water application and meeting requirements of Membership.

**Associate Members:** Companies, legally recognised trading entities or individuals who do not qualify for Full Membership under Rules (i) and (ii) above. Associate Membership is open to trades, services, advisors, design consultants and others actively engaged in activities or facilities required for milk harvesting or water application. Associate Members are entitled to voting rights, eligible to hold office, to attend all meetings and to attend all courses held by the Society.

**Members of the Register:** Individuals who have attended an Society run or approved Course and have obtained a Practising Certificate. Members of the Register are entitled to voting rights, eligible to hold office, to attend all meetings and to attend all courses held by the Society.

### Becoming a Member: consent and process

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

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

The **Council** may accept or decline an application for membership at its sole discretion. The **Council** must advise the applicant of its decision.

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

### Conditions of Membership & Members' obligations and rights

Applications for Membership must be submitted in writing to the Executive Officer of the **Society**.

Membership is subject to the following conditions:

* Any Company or legally recognised trading entity which meets the Membership criteria shall provide with its application the names and contact details (physical address, email address and a telephone number) of its principals and nominate the person to receive all notices on behalf of, and to represent, the Member. The Member Company shall promptly advise the **Society** in writing of any changes to those details.
* Any **Member** that is a body corporate shall provide the Council, 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**.
* Members who own more than one qualifying company or legally recognised trading entity may have up to five multiple Memberships for their entities providing that:

i) a parent company is nominated which shall be the receiving point for official Society communications; and

ii) each additional qualifying company or legally recognised trading entity is owned, in its entirety, by the same owner/s or director/s of the parent company.

In addition:

iii) the parent company shall hold the voting rights, if any, for the group. Other entities in the group shall not hold voting rights

iv) the parent company, if it meets the criteria stipulated under Membership Criteria of this Constitution, may appoint any person from any of it’s grouped entities to stand as the Member’s nominated representative on the Society Council or on Society matters, so long as only one such representative is appointed for the company group

v) the parent company shall pay the full annual subscription fee and each of it’s grouped entities shall pay a nominal annual subscription fee affording it the full range of Society services. Such fees will be set at each Annual General Meeting

vi) if the parent company ceases to be a Member of the Society then the subsidiary entities may either, appoint another parent company under these same conditions, or apply to become Members of the Society in their own right.

* A notice may be served in writing (refer definition) by the Society on any Member. Any notice sent shall be deemed to have been served three days after the date of dispatch. The signature to any notice to be given by the Society may be written, typewritten, printed scanned or electronic. Notices on behalf of the **Society** will be deemed to have been served on the Member if they have been served on the nominated representative of the Member.
* Members must agree in writing to comply with the Constitution of the Society and to accept such penalties as the Council may impose for any breach of the Constitution. Until this agreement is received by the Society and the subscription paid in full, Members are not entitled to the privileges of Membership.
* Members agree to abide by any Code of Practice issued by the Society.
* A Member shall not divulge any confidential information obtained from an officer, letter, electronic communication, list or circular of the Society except to his / her / its own confidential servants.
* The final decision regarding any Membership application shall rest with Council, who is obliged to advise to the potential new Member the outcome of their Membership Application, however, will not be obliged or compelled to explain or justify the reasons for rejection of any application.
* International Members and Members of the Register operating overseas may be approved for Membership provided they meet the Membership criteria. However, the NZMPTA will act under New Zealand applicable legislation in regards to investigating or commenting on a complaint, workmanship or liability challenge against an off-shore Member.
* All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
* The **Council** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.
* No **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**

**Representation of Membership**

* The Members nominated representative shall be entitled to attend the meetings of the Society, to exercise the full rights of Membership and be eligible for election to the Council as if he/she were the Member. No Member shall be represented by more than one person at any time nor have more than one vote.
* Where, due to the unavailability for any reason of a Members nominated representative, a delegated representative may attend any meeting of the Society and assume the full rights of the Member but may not assume any elected or appointed position held by the nominated representative.
* A nominated or delegated representative may only retain a position on the Council whilst they remain in the employment of the Member they represent.
* Any Member may revoke the nomination of their representative at any time and appoint a replacement, but the replacement representative is not entitled by right to take up any elected or appointed position held by the former representative.

### Subscriptions and fees

Each Member shall pay an annual subscription and any other fees for membership for the then current financial year which will be set by resolution at the Annual **General Meeting.**

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar months 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. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Council** may terminate the **Member**’s membership (without being required to give prior notice to that **Member**).

### Ceasing to be a Member

A **Member** ceases to be a **Member**—

* by resignation from that **Member**’s class of membership. The resigning Member shall give three months' notice in writing of that intention, and the Resignation shall take effect on the expiry of that Notice. If the Resignation takes effect before the last day of June, the resigning Member shall be liable to half the annual Subscription for that year. If the Resignation takes effect after the first day of July, the resigning Member shall be liable to the full amount of the annual Subscription for that year, or
* on termination of a **Member**’s membership following a dispute resolution process under this **Constitution**, or
* if the Member is adjudged Bankrupt, or in Liquidation (except for the purpose of a Reconstruction). In such circumstance the Member shall forfeit all rights in, and claim upon, the Society or its property.
* on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
* by resolution of the **Council** where—
* The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within three calendar months of the due date for payment.
* In the opinion of the **Council** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

* the date of receipt of the **Member**’s notice of resignation by the **Council** (or any subsequent date stated in the notice of resignation), or
* the date of termination of the **Member**’s membership under this **Constitution**, or
* the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
* the date specified in a resolution of the **Council** and when a **Member**’s membership has been terminated the **Council** shall promptly notify the former **Member** in writing.

The Council, or its Disciplinary Committee, may, at its absolute discretion, revoke the Membership of any Member who, in the opinion of the Council:

* willfully disobeys any Rule of the Society; or
* engages in conduct that renders the Member unfit to be a Member of the Society, including, but not limited to, making any statement containing any reference to the Society that in the opinion of the Council is untrue or unfounded or that misrepresents the relationship between the Society and the Member, or that tends to bring the Society into disrepute; or
* fails to meet any relevant Industry recognised Code of Practice or Standard, such as the NZCP1 or its successor, for the installation of equipment, or for the testing to the Industry Standard of installed equipment; or
* makes statements with any reference to the Society that are untrue or unfounded, or brings the Society into disrepute; or
* The Council receives continual and ongoing complaints regarding installations by that Member that do not meet relevant Codes of Practices; or
* The Council receives continual and ongoing complaints regarding general workmanship procedures, quality and accuracy by the Member that do not comply with relevant Codes of Practices, Standards or Best Practices

provided that the Council, or the Disciplinary Committee, shall, before making any determination of the issue, and before making a decision on the penalty, if any, to be taken against the Member, follow the Procedures set out in this Constitution for the receiving of a Complaint against a Member, and for the Discipline of a Member.

### Obligations once Membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

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

### Becoming a Member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Council**.

But, if a former **Member**’s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Council**.

## Annual General meetings

### Procedures for all general meetings

The **Council** shall give all **Members** at least 10 **Working Days**’ written **Notice** of any **Annual General Meeting** and of the business to be conducted at that **Annual General Meeting**.

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

Only financial **Members** may attend, speak and vote at **Annual General Meetings**—

* in person, or
* by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Council** before the commencement of the **Annual General Meeting,** or
* through the authorised representative of a body corporate as notified to the **Council**, and
* no other proxy voting shall be permitted.

No **Annual General Meeting** may be held unless at least 6 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A **Member** is entitled to exercise one vote on any motion at an **Annual General Meeting** in person or by proxy, and voting at an Annual General **Meeting** shall be by voices or by show of hands or, on demand of the President or of 2 or more **Members** present, by secret ballot.

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 an **Annual General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of an **Annual General Meeting**.

* **Annual 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.
* All **Annual General Meetings** shall be chaired by the **President**. If the **President** is absent, the Vice-President shall chair the meeting. If the Vice-President is also absent; then the Members present may choose one of their number to be Chairperson of the meeting.

### Minutes

The **Society** must keep minutes of all **Annual General Meetings**.

### Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Council** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **Annual General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

* 6 months after the balance date of the **Society**
* 15 months after the previous annual meeting.

### Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

* confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting**(s) held since the last **Annual General Meeting**,
* adopt the annual report on the operations and affairs of the **Society**,
* adopt the **Council’s** report on the finances of the **Society**, and the annual financial statements,
* set any subscriptions for the current financial year,
* consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
* consider any general business.

The **Council** must, at each **Annual** **General** **Meeting**, present the following information—

* an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
* the annual financial statements for that period, and
* 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).

### Special General Meetings

**Special** **General** **Meetings** may be called at any time by the **Council** by resolution.

The **Council** must call a **Special** **General** **Meeting** if it receives a written request signed by at least 25 percent of **Members**.

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

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 **Council’s** resolution or the written request by **Members** for the **Meeting**.

## Council

### Council composition

The **Council** will consist of at least 3 **Officers** and no more than 10 **Officers**.

A majority of the **Officers** on the **Council** must be either:

* **Member**s of the **Society**, or
* representatives of bodies corporate that are **Member**s of the **Society**.

### Functions of the Council

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

### Powers of the Council

The **Council** 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**.

### Sub-Councils

The **Council** may appoint sub-Councils consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Council**—

* the quorum of every sub-Council is half the members of the sub-Council but not less than 2,
* no sub-Council shall have power to co-opt additional members,
* a sub-Council must not commit the **Society** to any financial expenditure without express authority from the **Council**, and
* a sub-Council must not further delegate any of its powers.

### General matters: Councils

The **Council** and any sub-Council 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 **Council** or sub-Council meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Council** or any sub-Council may regulate its proceedings as it thinks fit.

## Council meetings

### Procedure

The quorum for **Council** meetings is at least half the number of members of the **Council**.

A meeting of the **Council** may be held either—

1. by a number of the members of the **Council** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Council** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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

The members of the **Council** shall elect one of their number as President of the **Council**. If at a meeting of the **Council**, the President is not present, the Vice-President shall chair the meeting. If the Vice-President is also absent; then the Members of Council present may choose one of their number to be Chairperson of the meeting. The Chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Council**.

Except as otherwise provided in this **Constitution**, the **Council** may regulate its own procedure.

### Frequency

The **Council** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.

The **Secretary**, or other **Council** member nominated by the **Council**, shall give to all **Council** members not less than 5 **Working Days’** notice of **Council** meetings, but in cases of urgency a shorter period of notice shall suffice.

## Officers

### Qualifications of officers

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**.

**Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
	1. an offence under subpart 6 of Part 4 of the **Act**
	2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
	3. an offence under section 143B of the Tax Administration Act 1994
	4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
	5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
	1. a banning order under subpart 7 of Part 4 of the **Act**,or
	2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
	3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
	4. 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.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) 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**.

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 elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society’s** records.

### Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
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:
	* the nature of the **Society**,
	* the nature of the decision, and
	* the position of the **Officer** and the nature of the responsibilities undertaken by him or her
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
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.

### Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings,** that vacancy shall be filled by resolution of the **Council** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the ‘Qualification of Officers’ rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
2. A candidate’s written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the ‘Qualification of Officers’ rule above) shall be received by the **Society** at least 15 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Council** (excluding those in respect of whom the votes are tied).
4. A **Member** (who is not a nominees) or a non-**Member** appointed by the **President** shall act as scrutineer for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the Annual General meeting shall not invalidate the election.
6. In addition to **Officers** elected under the foregoing provisions of this rule, the **Council** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Council** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the ‘Qualification of Officers’ rule above).

### Term

The term of office for all **Officers** elected to the **Council** shall be one year, or until the date of the next **Annual General Meeting –** whichever date comes first**.**

* The position of **President or Vice-President** shall not be held by the same person for more than 3 consecutive years **unless** no other nomination has been received for the position/s, and the vote for the current position holder to remain in the role is unanimous among the remaining sitting Council Officers.

### Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Council** or the **Society** where in the opinion of the **Council** or the **Society** —

* The **Officer** elected to the **Council** has been absent from 5 Council meetings without leave of absence from the **Council**.
* The **Officer** has brought the **Society** into disrepute.
* The **Officer** has failed to disclose a conflict of interest.
* The **Council** passes a vote of no confidence in the **Officer**.
* ***<<(Optional) Specify other grounds for removal>>***

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

### Conflicts of interest

An **Officer** or member of a sub-Council 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)—

1. to the **Council** and or sub-Council, and
2. in an **Interests Register** kept by the **Council**.

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

An **Officer** or member of a sub-Council who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Council** and/or sub-Council relating to the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Council** and/or sub-Council relating to the **Matter** and be present at the time of the decision of the **Council** and/or sub-Council (unless the **Council** and/or sub-Council decides otherwise).

However, an **Officer** or member of a sub-Council 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.

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.

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

## Records

### Register of Members

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

For each current **Member**, the information contained in the Register of Members shall include —

* Their name, and
* The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
* Their contact details, including —
	+ A physical address or an electronic address, and
	+ A telephone number.

The register will also include each **Member's** —

* postal address
* email address (if any)

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

 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 7 years, the **Society** will record:

* The former **Member's** name, and
* The date the former **Member** ceased to be a **Member**.

### Interests Register

The **Council** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-Council.

### Access to information for Members

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

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

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the **Society**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. 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**.

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** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

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

## Finances

### Control and management

The funds and property of the **Society** shall be—

* controlled, invested and disposed of by the **Council**, subject to this **Constitution**, and
* devoted solely to the promotion of the purposes of the **Society**.

The **Council** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 21 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Council** for approval of payment.

The **Council** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's** **Constitution**).

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

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

### 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).

## Dispute resolution

### Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's** **Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's** **Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subCouncil) a notice in writing that—

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

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's** **Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

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

All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

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

### How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subCouncil) a notice in writing that—
	1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society**’s **Constitution**; and
	2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
	3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
	1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society**’s **Constitution**; and
	2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society**’s **Constitution**.

### Person who makes complaint has right to be heard

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.
2. If the **Society** makes a complaint—
	1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
	2. an **Officer** may exercise that right on behalf of the **Society**.
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—
	1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
	2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
	3. an oral hearing (if any) is held before the decision maker; and
	4. the **Member**’s, **Officer**’s, or **Society**’s written or verbal statement or submissions (if any) are considered by the decision maker.

### Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the ‘respondent’)—
	1. has engaged in misconduct; or
	2. has breached, or is likely to breach, a duty under the **Society’s Constitution** or bylaws or this **Act**; or
	3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
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—
	1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
	2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
	3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
	4. an oral hearing (if any) is held before the decision maker; and
	5. the respondent’s written statement or submissions (if any) are considered by the decision maker.

### Investigating and determining dispute

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.
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**.

### Society may decide not to proceed further with complaint

Despite the ‘Investigating and determining dispute’ rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
	1. that a **Member** or an **Officer** has engaged in material misconduct:
	2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society**’s **Constitution** or bylaws or the **Act**:
	3. that a **Member**’s rights or interests or **Members**’ rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

### Society may refer complaint

1. The **Society** may refer a complaint to—
	1. a subCouncil or an external person to investigate and report; or
	2. a subCouncil, an arbitral tribunal, or an external person to investigate and make a decision.
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).

### Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Council** or a complaints subCouncil consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

## Liquidation and removal from the register

### Resolving to put Society into liquidation

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

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

The **Council** shall also give written Notice to all **Member**s 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**.

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

### Resolving to apply for removal from the register

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

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

The **Council** shall also give written **Notice** to all **Member**s 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**.

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.

### Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in ***<<type the correct legal name, class or description of one or more not-for-profit entities>>***.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

## Alterations to the constitution

### Amending this constitution

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

The **Society** may amend or replace this **Constitution** at an **Annual General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **5** per cent of eligible **Members** and given in writing to the **Council** at least **20** **Working Days** before the Annual General **Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **12** **Working Days** before the **Annual General Meeting** at which any amendment is to be considered the **Council** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Council** has.

When an amendment is approved by an **Annual 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.