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**CONSTITUTION OF  
NEW ZEALAND SOCIETY OF SOIL SCIENCE INCORPORATED**

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## INTRODUCTION

- A. New Zealand Society of Soil Science Incorporated (the “**Society**”) is an incorporated society that was incorporated on 11 June 1957 and is governed by rules dated on or around the same date and subsequently varied, with the most recent variation dated 5 March 1993.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Society.

## OPERATIVE PROVISIONS

### 1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
  - (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
  - (b) “**Chairperson**” means the person who chairs Council Meetings and General Meetings. The President will be the Chairperson. If the President is absent or unable to act as Chairperson at a Council Meeting or General Meeting, the Council will select a Council Member to be the Chairperson.
  - (c) The “**Council**” means the Council Members elected or appointed in accordance with clause 7 of this Constitution.
  - (d) A “**Council Member**” or “**Council Members**” means those Council Members for the time being and anyone who is elected or appointed as a Council Member of the Society in accordance with clause 7 of this Constitution.
  - (e) A “**Financial Member**” or “**Financial Members**” means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of membership in accordance with clause 6.8.
  - (f) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
  - (g) “**Library Members**” means Unincorporated Members who hold soil science journals as part of their library catalogue.
  - (h) A “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Society in accordance with clause 6.2.
  - (i) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered on the same day it was sent. If a Member or Council Member does not receive Notice of a General Meeting or Council Meeting for reasons outside of the Council’s control or because of the Member’s or Council Member’s failure to update the Council

with their contact details, then the failure to give notice to the Member or Council Member will not invalidate the General Meeting or Council Meeting.

- (j) An “**Officer**” or “**Officers**” means the Council Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (k) The “**Purposes**” means the purposes in clause 3.1 of this Constitution.
- (l) The “**Society**” is this society that was incorporated on 11 June 1957.
- (m) “**Working Days**” has the same meaning as defined in section 13 of the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to: Saturdays, Sundays, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, Labour Day, and a day in the period commencing with 25 December in a year and ending with 2 January in the following year.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

- 2.1 The name of the Society is **NEW ZEALAND SOCIETY OF SOIL SCIENCE INCORPORATED** (in this Constitution referred to as the ‘Society’), or such other name approved at a General Meeting and in accordance with the Act.

### 3. **PURPOSES**

- 3.1 The primary Purposes of the Society are for the promotion and encouragement of soil science and research and technology related to the land resources of New Zealand. This shall be pursued by:
- (a) Promoting scientific communication and cooperation among members involving appropriate meetings and publications.
  - (b) Increasing the understanding of soil and land as a natural and sustainable resource.
  - (c) Promoting sound management of the land environment, and the appropriate conservation of New Zealand's soil resources, based on the scientific understanding of soils and land and their importance in ecosystems.
  - (d) Providing expert guidance on national and regional land and soil issues.
  - (e) Promoting the research and study of soils.
  - (f) Promoting professional excellence in soil and land science.
  - (g) Maintaining liaison with the International Society of Soil Science and other National or International Societies as appropriate.
  - (h) Assisting members to carry out the objects of the Society.

### 4. **NOT-FOR-PROFIT SOCIETY**

- 4.1 The Society is a not-for-profit entity and, unless acting in accordance with the Act and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

### 5. **POWERS**

- 5.1 Subject to clause 4.1, the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

### 6. **MEMBERSHIP**

#### Admission of Members

- 6.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 6.2 Any consenting person or body corporate who agrees with the Purposes of the Society can, subject to the Council's approval, become a Member of the Society by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clause 6.11. The consent of a body corporate must be given on the body corporate's behalf in writing by a person acting on the body corporate's express or implied authority. In considering whether to accept or withhold approval of a membership application, the Council may consider:
- (a) what is in the best interests of the Society;

- (b) whether approving the application is in furtherance of the Society's purposes; and
- (c) what is fair and reasonable in the circumstances.

6.3 The Society has the following classes of membership:

- (a) **NZ Member:** being natural persons who have applied to become Members in accordance with clause 6.2 and paid the Individual Member subscription. Individual Members will enjoy full rights of membership, including voting rights.
- (b) **Overseas Member:** being natural persons living overseas who have applied to become Members in accordance with clause 6.2 and paid the Individual Member subscription. Overseas Members may attend General Meetings but may not vote nor will they count towards quorum.
- (c) **Student Member (over 18 years):** being natural persons over the age of eighteen (18) years who is currently enrolled at a secondary school, tertiary education provider, or university, either full-time or part-time, and who has an interest in or is studying in a field related to the objects of the Society and have applied to become Members in accordance with clause 6.2 and paid the Student Member (over 18 years) subscription. Student Members (over 18 years) will enjoy full rights of membership, including voting rights.
- (d) **Student Member (under 18 years):** being natural persons under the age of eighteen (18) years who is currently enrolled at a secondary school, tertiary education provider, or university, either full-time or part-time students, and who has an interest in or is studying in a field related to the objects of the Society and have applied to become Members in accordance with clause 6.2. Student Members (under 18 years) do not pay a subscription fee and do not have voting rights nor count towards the quorum, but may otherwise enjoy the rights of membership including attending General Meetings.
- (e) **Retired Members:** being natural persons who have been involved in soil science for at least twenty years of their careers and applied to become Members in accordance with clause 6.2 and paid the Retired Member subscription. Retired Members will enjoy full rights of membership, including voting rights.
- (f) **Corporate Members:** being bodies corporate who have applied to become Members in accordance with clause 6.2 and paid the Corporate Member subscription. Corporate Members shall nominate a representative to be recorded on the register of Members and shall notify the Council of any change to their nominated representative. Corporate Members may attend General Meetings but may not vote nor will they count towards quorum.
- (g) **Unincorporated Members:** including Library Members, are unincorporated groups who have applied to become Members in accordance with clause 6.2 and paid the Unincorporated Member subscription. Unincorporated groups must nominate a member in accordance with clause 6.4 to be recorded on the register of Members, and shall notify the Council of any change to their nominated representative. All unincorporated Members, may attend General Meetings but may not vote nor will they count towards quorum.
- (h) **Life Members:** being Individual or Corporate Members who have been nominated to Life Membership by the Council and confirmed at a General Meeting. Life Members shall be exempt from paying a subscription but shall otherwise enjoy full rights of membership, including voting rights, and will count towards quorum

for the purposes of General Meetings. To be clear, a Life Member may still be liable to pay one off fees for events, activities or similar.

- (i) **Honorary Members:** being Individual or Corporate Members who have been nominated to Honorary Membership by the Council and confirmed at a General Meeting. Honorary Members shall be exempt from paying a subscription but shall otherwise enjoy full rights of membership, including voting rights, and will count towards quorum for the purposes of General Meetings. A Honorary Member may still be liable to pay one off fees for events, activities or similar.

6.4 Where a Member is an unincorporated group, a member of that unincorporated group must be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:

- (a) become a Member of the Society and act as a representative of the unincorporated group;
- (b) have the authority to exercise the unincorporated group's right to vote (if any); and
- (c) be treated as acting under the authority of the unincorporated group and therefore able to bind all members of the unincorporated group.

The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society. The nominated member must also share with the Society a list of its members, including as a minimum the names and contact details of members, and notify the Society of any changes to this list.

6.5 The Council must keep an up to date register of Members containing:

- (a) each Member's:
  - (i) full name;
  - (ii) physical and/or electronic address;
  - (iii) phone number;
  - (iv) date they became a Member;
  - (v) class of membership;
  - (vi) subscriptions and fees paid (if any);
- (b) for any Corporate Member, the name and contact details of the Corporate Member representative for General Meetings;
- (c) for any Unincorporated Member, the name and contact details of the Unincorporated Member representative for General Meetings, along with the names and contact details of the members of the unincorporated group;
- (d) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
- (e) any other information required by the Council or by the Act.

- 6.6 Members must notify the Council of any change to their information recorded on the register of Members.

#### Membership obligations and rights

- 6.7 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- 6.8 A Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term “Financial Members” is used to refer to such Members throughout the Constitution.
- 6.9 The Council may decide what access or use Financial 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.
- 6.10 No Member is liable for an obligation of the Society by reason only of being a Member.

#### Membership subscriptions and fees

- 6.11 The Council may require Members of the Society to pay a subscription of such amount or amounts and by such date as may from time to time be fixed by resolution of a General Meeting.
- 6.12 The Council may also require Members of the Society to pay a one-off fee for events, activities or similar, as determined from time to time by a majority resolution of the Council.

#### Cessation of Membership

- 6.13 Any Member of the Society may resign their membership at any time by giving to the Council Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- 6.14 Unless otherwise determined by a majority resolution of the Council, any Member who fails to pay any subscription or fees for 180 days after they have become due will be deemed to have resigned their membership.
- 6.15 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution. The cessation of their membership is effective from the date of death or dissolution.
- 6.16 The Council may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Council, makes their membership in the Society undesirable.
- 6.17 After following the dispute resolution procedures set out in Schedule One, the Council may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member’s membership if the Member has:
- (a) breached this Constitution, the Society’s bylaws, or the Act; or
  - (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.

- 6.18 Unless otherwise determined by a majority resolution of the Council, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of their membership and must return to the Society all material owned by the Society.

#### Re-admission of former Members

- 6.19 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 6.2.
- 6.20 If a former Member was removed under clause 6.16 and/or 6.17, that former Member's re-admission must be approved by a resolution of the Council. If a former Member's membership was terminated following a Dispute resolution process (under clause 6.17), the applicant must then be re-admitted by resolution of Members in a General Meeting on the recommendation of the Council (such recommendation to be passed by a resolution of the Council).

### **7. THE COUNCIL**

- 7.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Council. The Council has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

#### Number of Council Members

- 7.2 The Council must have a minimum of five (5) and a maximum of fifteen (15) Council Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 7. A majority of the Council must also be Members of the Society. The Council will be comprised of:
- (a) President;
  - (b) Vice-President;
  - (c) Treasurer;
  - (d) Immediate Past-President;
  - (e) One (1) to eleven (11) other Council Members.

#### Election of Council Members

- 7.3 Where there are less than the minimum number of Council Members required by clause 7.2, the Council may appoint additional Council Members from the Members of the Society who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Council Members, the Council may carry out essential matters but may not undertake any action or make any decision until the number of Council Members is increased to the minimum number PROVIDED THAT the Council (once it has the minimum number of Council Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Council was composed of less than the minimum number of Council Members required by clause 7.2.
- 7.4 The election of Council Members will be conducted in the following manner:

- (a) a candidate's written nomination, accompanied by their consent under clause 8.1 and the support of a Financial Member either in writing or by electronic means, must be delivered to the Council twenty (20) Working Days before the date of the General Meeting (typically the Annual General Meeting);
- (b) subject to the term limits set out in clause 7.5, a Council Member who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 8.1 to the Council twenty (20) Working Days before the date of the General Meeting;
- (c) Notices given to the Council under this clause 7.4 must contain sufficient detail required by the Council including the nominated Financial Member's full name; if there are insufficient numbers of nominees received for the positions on the Council which need to be filled, the Council may adopt other processes at the General Meeting to fill the vacancies, including accepting nominations from the floor;
- (d) any other administrative processes at the election of Council Members will be managed in a manner determined by the incoming Council; and

if any vote in an election of Council Members is tied, the tie must be resolved by the incoming Council (excluding those in respect of whom the votes are tied).

### Terms

7.5 Each Council Member's election will be subject to the following:

- (a) each Council Member will be elected for a term of two (2) years; and
- (b) if after the initial two-year term, a Council Member wishes to continue in their role as a Council Member, they can be elected for a further two-year term; and
- (c) a Council Member can continue to renew their appointment, subject to election in accordance with clause 7.4.

### Removal from Council

7.6 A Council Member will cease to hold the office of the Council if the Council Member:

- (a) commits an act of bankruptcy;
- (b) dies;
- (c) retires or resigns as a Council Member by giving prior Notice of their resignation to the Council;
- (d) becomes disqualified to be an Officer in accordance with the Act; or
- (e) otherwise becomes disqualified to be a Council Member of the Society in accordance with this Constitution.

7.7 If a Council Member is:

- (a) in the opinion of a majority of the other Council Members, physically or mentally incapable of acting as a Council Member; or

- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Council Members, makes their position as a Council Member undesirable,

then, by resolution of a majority of the other Council Members, the Council Member will be removed as a Council Member of the Society immediately (unless the resolution states otherwise).

- 7.8 If a Council Member is requested to resign following a vote of not less than two-thirds (2/3) of the Members present and entitled to vote at a General Meeting, or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 10.22 and 10.23, then that Council Member will be removed immediately.
- 7.9 Subject to clause 6, removal from the Council as a Council Member will not equate to removal as a Member of the Society.
- 7.10 Every extraordinary vacancy, may be filled by the Council by co-opting any Financial Member who would qualify for election under clause 7.2 and meets the requirements of clause 8.1. The co-opted Council Member's term will expire at the next Annual General Meeting of the Society, at which the co-opted Council Member will be eligible for re-election in accordance with clause 7.4.

#### Miscellaneous

- 7.11 The Council may decide by majority resolution who from among them will hold the role of President, Vice-President, and Treasurer, along with any other role the Council deems appropriate.
- 7.12 Where an individual is appointed as Vice President as per clause 7.10 this does not necessitate that that individual will be appointed as President should they be elected to the Council for a further term per clause 7.4.
- 7.13 The Council will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be a Council Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.
- 7.14 The Society may, by approval at a General Meeting, authorise the payment of remuneration and/or koha (or the provision of other benefits) to a Council Member for his or her services as a Council Member, if the Society is satisfied that to do so is reasonable and fair to the Society.

#### **8. OFFICER QUALIFICATIONS**

- 8.1 Prior to election or appointment, every Officer (including every Council Member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

#### **9. MEETINGS OF THE COUNCIL**

- 9.1 The Council may hold a meeting at such time and place as they determine.
- 9.2 Any Council Member may request a meeting of the Council (a "**Council Special Meeting**") by Notice in writing directed to all other Council Members. Upon receiving any such Notice, a Council Special Meeting will be arranged as soon as practicable and the Council

Members will be given at least five (5) Working Days' Notice of the Council Special Meeting, but in cases of urgency a shorter period of Written Notice shall suffice.

- 9.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Council Members can hear each other well enough to follow the discussion throughout the meeting. Council Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 9.4 Council meetings will be chaired by the Chairperson.

#### Quorum

- 9.5 No business of the Council will be transacted at a Council meeting without a quorum present.
- (a) The quorum for a Council meeting or a Council Special Meeting is at least half of the Council.
- 9.6 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Council meeting, the meeting will lapse.
- 9.7 In the event of a meeting lapsing in accordance with clause 9.6, the meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment must be given to all Council Members. At the adjourned meeting the Council Members present will form a quorum.

#### Voting

- 9.8 Subject to this Constitution and the Act, each Council Member will be entitled to one (1) vote on any matter being voted on by the Council.
- 9.9 Subject to this Constitution, the number of votes required to reach any decision will be, unless another majority is specified in this Constitution:
- (a) for a Council meeting, not less than half of the number of Council Members present and eligible to vote at the meeting; and
- (b) for a Council Special meeting, not less than half of the number of Council Members present and eligible to vote at the meeting; and
- 9.10 In the event of a tied vote, the Chairperson will have a casting vote.
- 9.11 Where half (1/2) or more of the Council Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Council Members may vote on the matter. Where only one (1) Council Member remains, a Special General Meeting of the Society must be called to determine the matter.

#### Resolution in Lieu of a Council Meeting

- 9.12 A resolution in writing (including by way of email) signed or assented to by not less than half of the Council will be as valid and effectual as if it had been passed at a meeting of the full Council.
- 9.13 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution,

scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Council Members.

## 10. GENERAL MEETINGS

- 10.1 Minutes of meetings must be kept for every General Meeting.
- 10.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 10.3 General Meetings will be chaired by the Chairperson.

### Annual General Meetings

- 10.4 The Annual General Meeting must be called by the Council and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 10.5 At least thirty (30) Working Days prior to the Annual General Meeting, the Council will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 7.4 and submit a Financial Member motion in accordance with clause 10.9.
- 10.6 At least ten (10) Working Days prior to the Annual General Meeting, the Council will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Financial Member or Council motions to be voted on, and the details of candidates for election to the Council.
- 10.7 At the Annual General Meeting the Council must present:
  - (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
  - (b) the financial statements of the Society for that period; and
  - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 10.8 The Council may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 10.6.
- 10.9 A Financial Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Council at least twenty (20) Working Days before that Annual General Meeting. The Financial Member may also provide information in support of that motion. Notice of a Financial Member motion must be given to Members in accordance with clause 10.6.

### Special General Meetings

- 10.10 A Special General Meeting may be called at any time by:

- (a) the Council by resolution;
- (b) in accordance with clause 9.11; or
- (c) a written request signed by at least 15 of the Financial Members and delivered to the Council.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on. Where a Special General Meeting is called in accordance with clause 10.10(c), the Special General Meeting must be held within thirty (30) Working Days of the Council's receipt of the request.

- 10.11 At least ten (10) Working Days prior to the Special General Meeting, the Council will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

### Quorum

- 10.12 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is at least fifteen (15) Financial Members, including at least 5 Non-Council Members of the Society, attending in accordance with clause 10.2 (being in person or via electronic means).
- 10.13 If there is no quorum present within twenty (20) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 10.14 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for one (1) week to the same time and place (if possible) and Notice of the adjournment will be given by the Council to all Members. At the adjourned General Meeting the Financial Members present will form a quorum.

### Voting

- 10.15 Each Financial Member of the Society present at a General Meeting is entitled to one (1) vote on any matter being voted on.
- 10.16 Votes may be cast by voices or by show of hands or, on demand of the Chairperson or by two (2) or more Financial Members present, by secret ballot. The Chairperson will determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 10.2.
- 10.17 In the event of a tied vote, the Chairperson will have a casting vote.
- 10.18 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Financial Members present and entitled to vote at the General Meeting and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 10.22 and 10.23.
- 10.19 Proxy votes and votes by electronic means in accordance with clause 10.16 are permitted for General Meetings.
- 10.20 If it is proposed that a vote is held on a matter that was not included in any Notice, then a Special General Meeting must be called to consider that matter.

10.21 Subject to the Act and this Constitution, the Council may determine any other administrative procedures and processes provided it is fair and proper.

#### Proxies

10.22 If a Financial Member would like to appoint a proxy, that proxy must be appointed by notice in writing to the Council. The notice must state which General Meeting the appointment is for and must be signed or otherwise authorised by the Financial Member.

10.23 The notice appointing a proxy must be received by the Council at least five (5) Working Day before the General Meeting for which the appointment has been made. Financial Members voting in accordance with this clause will count towards a quorum.

#### Resolution in Lieu of a General Meeting

10.24 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.

10.25 A resolution in writing cannot be made under clauses 12.1, 17.3(c) or 18.2(c) of this Constitution.

10.26 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Financial Members.

### **11. DISPUTE RESOLUTION PROCEDURES**

11.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

### **12. AMENDMENT OF CONSTITUTION**

The Society may amend this Constitution by a resolution passed by a majority of the Financial Members present and entitled to vote at the General Meeting, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 10.22 and 10.23.

PROVIDED THAT no amendment of the Society's Constitution is made which would allow personal pecuniary profits to any individuals. The effect of this clause cannot be removed from this document and will be included and implied in any document replacing this document. All amendments to the Society's Constitution must be made in writing.

12.1 The Council may amend the terms of this Constitution by a unanimous resolution of the Council if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Council provides written Notice of the amendment to every Member of the Society, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.

- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Council may make the amendment.
- (d) If a Member objects to the amendment made under clause 12.1 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

### **13. BYLAWS**

- 13.1 The Council may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, provided such regulations, bylaws and policies are consistent with this Constitution.

### **14. FINANCES**

- 14.1 The funds and property of the Society will be controlled and managed by the Council in accordance with this Constitution and the Act, to further the Society's Purposes.
- 14.2 The Society's balance date will be 30 June, unless otherwise specified by the Council in accordance with the Act.
- 14.3 The Council must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act.
- 14.4 In accordance with the Act, and any other relevant legislation the Council may have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 14.5 The Council must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

### **15. INDEMNITY AND INSURANCE**

- 15.1 The Society may, with the authority of the Council, indemnify and/or obtain insurance for an Officer for:
  - (a) liability (other than criminal liability) for a failure to comply with:
    - (i) a duty under section 54 to 61 of the Act (officers' duties); or
    - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
  - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 15.1(a).
- 15.2 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

**16. CONTRACTING METHOD**

- 16.1 Documents will be executed for the Society pursuant to a resolution of the Council, and the Society may enter into contracts by two (2) Council Members signing under the name of the Society and any other method approved in the Act.

**17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY**

- 17.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 18 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 17.3. The resolutions described in this clause may be made at the same meeting of the Society.

- 17.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 17.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 18.

- 17.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Council must give at least twenty (20) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 10.22 and 10.23.

**18. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION**

- 18.1 On a Financial Member vote in accordance with clause 17.1 or 17.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter (3/4) majority of the Financial Members in accordance with clause 18.2.

- 18.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:

- (a) the Council must give at least ten (10) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act;
- (c) the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present, and/or entitled to vote at the General Meeting and voting by proxy in accordance with clauses 10.22 and 10.23.

(d) the resolution must set out which not-for-profit entities the Society's surplus assets will be applied to in accordance with clause 18.1.

18.3 To be clear, a resolution under this clause 18 may be made at the same General Meeting as a resolution under clause 17.

## **SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES**

### **1. Introduction**

1.1 Subject to clause 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:

- (a) Members of the Society;
- (b) Officers of the Society; and/or
- (c) the Society itself.

The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Society and its activities.

1.2 Where a complaint is to be made by or against an employee in their capacity as an employee of the Society, then the complaints procedure set out in the employee's employment agreement must be followed.

### **2. How a Complaint is Made**

2.1 A Member or Officer may make a complaint by giving to the Council a Notice in writing that:

- (a) states that the Member or Officer 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 and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2 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:

- (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. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

### **3. Investigating and Determining a Dispute**

3.1 The Council must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.

3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Council with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:

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

- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
  - (c) appoint an external person to investigate and make a decision; or
  - (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
  - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - (i) that a Member or an Officer has engaged in material misconduct;
    - (ii) 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 the Act; or
    - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
  - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (d) the person who makes the complaint has an insignificant interest in the matter; or
  - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - (f) there has been an undue delay in making the complaint.
- 3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
  - (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
  - (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
  - (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 3.5 Before making a decision under clause 3.2, the Elector may request further information from the Council, the complainant and/or any person who is the subject of the complaint.

- 3.6 Where an external party is appointed to provide a report, that report should be provided to the Council, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Society will take any steps in light of the report-writer's findings; and
  - (b) the parties agree that those steps (if any) will resolve the dispute.
- 3.7 If the Elector initiates the steps under clause 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 3.2.
- 3.8 A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Council consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9 An external person appointed under clause 3.2(a) or 3.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
  - (b) call for specific evidence from the Society or any relevant party; and/or
  - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under clause 3.9, an external person appointed under clause 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 3.3.
- 4.2 If the Society 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 the right on behalf of the Society.
- 4.3 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); and
  - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing (if any) is held before the decision maker; and

- (d) their written statement or submissions (if any) are considered by the decision maker.

**5. Person Who is Subject of a Complaint has a Right to be Heard**

5.1 Clauses 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Society (the “respondent”):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Society’s Constitution or the Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.

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

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent’s written statement or submissions (if any) is considered by the decision maker.