

Constitution - April 2026

Prader-Willi Syndrome Association (NZ) Incorporated

Table of Contents

- 1. **Introduction** **2**
- 2. Definitions 2
- 3. Purposes 4
- 4. Powers 4
- 5. Restrictions on Society’s powers 6
- 6. Registered office 6
- 7. Contact person 7
- 8. **Members** **7**
- 9. Members’ obligations and rights 8
- 10. Ceasing to be a Member 9
- 11. **General Meetings** **9**
 - Annual General Meetings 12
 - Special General Meetings 13
- 12. **Committee** **13**
 - Subcommittees 14
 - General matters 14
 - Committee meetings: procedure and frequency 14
- 13. **Officers** **15**
- 14. Officers’ duties 17
- 15. Election or appointment of Officers 18
- 16. Term of office 19
- 17. Removal of Officers 19
- 18. Ceasing to hold office 20
- 19. Conflicts of interest 20
- Records**
- 20. Register of Members 21
- 21. Interests Register 21
- 22. Access to information for Members 21
- Finances**
- 23. Control and management 22
- 24. Volunteer and Committee member appreciation 23
- 25. **Complaints and dispute resolution** **24**
 - Raising a complaint 25
 - Receiving and investigating a complaint 26
 - Response and resolution 26
- 26. **Liquidation and removal from the register** **27**
- 27. **Alterations to the constitution** **28**

1. Introduction

- 1.1. Name: The name of the society is Prader-Willi Syndrome Association (NZ) Incorporated (*“the Society”*).
- 1.2. Charitable status: The Society is registered as a charitable entity under the Charities Act 2005.

2. Definitions

- 2.1. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
 - 2.1.1. ‘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.
 - 2.1.2. ‘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.
 - 2.1.3. ‘Chairperson’ means the Officer responsible for chairing General Meetings and Committee meetings, and who provides leadership for the Society.
 - 2.1.4. ‘Committee’ means the Society’s governing body;
 - 2.1.5. ‘Constitution’ means the rules in this document.
 - 2.1.6. ‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
 - 2.1.7. ‘Interested Member’ means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.
 - 2.1.8. ‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

- 2.1.9. 'Matter' means:
 - 2.1.9.1. the Society's performance of its activities or exercise of its powers; or
 - 2.1.9.2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
- 2.1.10. 'Member' means a person who has consented to become a Member of the Society and has been properly admitted to the Society and who has not ceased to be a Member of the Society.
- 2.1.11. 'Notice' to Members includes any notice given by email, post, or courier.
- 2.1.12. 'Officer' means a natural person who is:
 - 2.1.12.1. a Member of the Committee, or
 - 2.1.12.2. 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.
- 2.1.13. 'PWS' means Prader-Willi syndrome.
- 2.1.14. 'Register of Members' means the register of Members kept under this Constitution as required by section 79 of the Act.
- 2.1.15. 'Secretary' means the Officer responsible for the matters specifically noted in this Constitution.
- 2.1.16. 'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 2.1.17. '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, Matariki, and Labour Day.

3. Purposes

- 3.1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely:
 - 3.1.1. to preserve, develop, advocate for and promote the rights, interests and welfare of those persons in Aotearoa New Zealand diagnosed with or in any way affected by Prader-Willi Syndrome ("PWS") so people living with PWS can live as full and satisfying lives as possible within the community;
 - 3.1.2. to promote and increase awareness and understanding of PWS and its associated problems, which shall include advice and support to whānau, friends, and anyone else who has a connection with someone living with PWS;
 - 3.1.3. to provide a forum for the discussion, advocacy and resolution of issues or matters in relation to PWS;
 - 3.1.4. where possible, to sponsor, support, and contribute to activities and initiatives relating to PWS, such as the attendance of Members or non-Members at events, courses, or training, where this benefits the PWS community in New Zealand.
- 3.2. Any income, benefit, or advantage must be used to advance the charitable purposes of the Society.
- 3.3. The Society and its Officers each acknowledge (and the Officers shall acknowledge this in their application to become an Officer) that they must comply with Section 22 of the Act.

4. Powers

- 4.1. The Society has all the powers of an incorporated society under the Act, including the power to:
 - 4.1.1. purchase, take on lease, in exchange, on hire or otherwise acquire any real or personal property and any rights or privileges the Society shall think necessary or desirable for the purposes of attaining the objects of the Society or any of them, or promoting the interests of its Members, and to sell, exchange, maintain, improve, let on bail, lease with or without option of purchase, hire, manage, control, invest, reserve, dispose of in any manner or otherwise deal with any property, rights or privileges as mentioned above.

- 4.1.2. use the funds of the Society as the Society may consider necessary or proper in payment of the costs and expenses of furthering or carrying out the objects of the Society or any of them including the employment of Society accountants, solicitors and agents as shall appear necessary or expedient.
- 4.1.3. Deposit, lend or advance money on terms the Society considers expedient.
- 4.1.4. Borrow or raise money, and give securities over the Society's property.
- 4.1.5. Assist any charity or charitable purpose by such financial or other means as the Society shall deem fit.
- 4.1.6. Employ staff, engage agents, appoint representatives and/or contract such people rather than employ them.
- 4.1.7. Commence, defend, or otherwise take legal action on behalf of the Society.
- 4.1.8. Edit, print, publish and distribute materials or other literature relating to PWS.
- 4.1.9. Affiliate with any person or other organisation with similar objects or purposes.
- 4.1.10. Apply for and hold licences or permits deemed necessary by the Society, including any required by employees, contractors or volunteers.
- 4.1.11. Open and operate bank accounts.
- 4.1.12. Do all other lawful things incidental or conducive to attaining the Society's objects.
- 4.2. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 4.3. The Society is authorised to indemnify any Officer under section 96 of the Act, or effect insurance for any Officer under section 97 of the Act, but only for the matters specified in section 98(2) of the Act.

5. Restrictions on Society's powers

- 5.1. The Society must not be carried on for the financial gain of any of its Members.
- 5.2. The Society's capacity, rights, powers, and privileges are subject to the following restrictions (if any)—
 - 5.2.1. The Society does not have the power to borrow money on behalf of the Society except where authorised by a resolution passed at a Special General Meeting, with the support of not less than 75% of the Members present and entitled to vote.
 - 5.2.2. The Society does not have the power to spend money or incur indebtedness exceeding \$10,000.00 in both cases except where:
 - 5.2.2.1. approved by the Committee in the annual budget or at a Committee meeting; or
 - 5.2.2.2. authorised by a resolution passed at a Special General Meeting; or
 - 5.2.2.3. authorised at an Annual General Meeting in advance of the expenditure,with the support of not less than 75% of the Members present and entitled to vote.

6. Registered office

- 6.1. The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines.
- 6.2. Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
 - 6.2.1. at least 5 working days before the change of address for the registered office is due to take effect, and
 - 6.2.2. in a form and as required by the Act.

7. Contact person

- 7.1. The Society shall have at least 1 but no more than 2 contact person(s) whom the Registrar can contact when needed.
- 7.2. The Society's contact person must be at least 18 years of age, and ordinarily resident in New Zealand.
- 7.3. A contact person can be appointed by the Committee.
- 7.4. 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.
- 7.5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

8. Members

- 8.1. The Society shall maintain the minimum number of Members required by the Act.
- 8.2. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - 8.2.1. An individual who has a diagnosis of PWS (*Individual with PWS Lifetime Member*);
 - 8.2.2. An individual who is a parent, legal guardian or adult sibling of a person with PWS (*Parents and Carers Member*);
 - 8.2.3. An individual who is an extended family/whānau member of a person with PWS (*Extended Family/Whānau Member*);
 - 8.2.4. An individual, company, charitable trust or incorporated society who has an interest in PWS or works alongside or supports an individual living with PWS or their family/whānau (*Community Supporter Member*); and
 - 8.2.5. An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting.

- 8.3. A person who has been admitted to membership under clause 8.2 remains eligible for that class of membership regardless of any subsequent change in circumstances.
- 8.4. The Committee shall not accept any application for membership that comes from an organisation that is not a person in the legal sense. This would include an unincorporated society or a group but a company, charitable trust, or incorporated society would be entitled to apply.
- 8.5. Every applicant for membership must consent in writing to becoming a Member.
- 8.6. An application for membership must be in writing, which may be via email or other electronic communication to the Society and shall include the member's consent to becoming a Member.
- 8.7. The Committee may accept or decline an application for membership at its sole discretion within 10 Working Days of receipt of the application. The applicant must be advised of a decision in writing.
- 8.8. The application details of every Member to become a Society Member shall be retained in the Society's membership records and the Committee shall ensure that the register of members records the required information and is kept up to date.

9. Members' obligations and rights

- 9.1. Every Member shall provide the Society in writing with that Member's name and contact details (namely, an email address and/or a telephone number) and promptly advise the Society in writing of any changes to those details.
- 9.2. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 9.3. Any Member that is a company, charitable trust or incorporated society shall provide the Committee, 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.

10. Ceasing to be a Member

- 10.1. A Member ceases to be a Member:
 - 10.1.1. by resignation from that Member's membership in writing to the Society, or
 - 10.1.2. on termination of a Member's membership following a Complaint resolution process under this Constitution, or
 - 10.1.3. on death (or if a body corporate on liquidation or deregistration, or if a charitable trust on dissolution), or
 - 10.1.4. by resolution of the Committee where in the opinion of the Committee the Member has brought the Society into disrepute.
- 10.2. Any resignation, termination or ending of a Member's membership under clause 10.1 shall take effect from (as applicable)—
 - 10.2.1. the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
 - 10.2.2. the date of termination of the Member's membership under this Constitution, or
 - 10.2.3. the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a charitable trust on dissolution), or
 - 10.2.4. the date specified in a resolution of the Committee issued under clause 10.1.4 and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

11. General Meetings

- 11.1. The Society's financial year shall be from 1 January to 31 December.
- 11.2. The Committee shall give all Members at least 5 Working Days' written notice of a General Meeting and of the business to be conducted at each General Meeting.
- 11.3. That Notice will be addressed to the Member at the contact physical or email address notified to the Society and recorded in the Society's register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

- 11.4. Members may attend, speak and vote at General Meetings:
 - 11.4.1. in person, or
 - 11.4.2. via video conference provided by the Society, or
 - 11.4.3. by a signed written proxy (which shall be an original or a copy emailed to the Society as an attachment) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting, or
 - 11.4.4. through the authorised representative of a body corporate or a charitable trust as notified to the Committee, and
 - 11.4.5. no other proxy voting shall be permitted.
- 11.5. No General Meeting may be held unless at least five Members attend throughout the meeting and this will constitute a quorum.
- 11.6. 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 Chairperson.
- 11.7. A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more Members present, by secret ballot.
- 11.8. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 11.9. Any decisions made when a quorum is not present are not valid.
- 11.10. Written resolutions may not be passed in lieu of a General Meeting with the exception of funding applications for events or projects that have been agreed at a Committee meeting.
- 11.11. 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.

- 11.12. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- 11.13. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 11.14. The Society must keep minutes of all General Meetings and Committee meetings.
- 11.15. Any person chairing a General Meeting may:
 - 11.15.1. With the consent of a simple majority of Members present at any General Meeting, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - 11.15.2. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting, and
 - 11.15.3. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 11.16. The Committee may propose motions for the Society to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- 11.17. Any Member may request that a motion be voted on at a General Meeting ('Member's Motion'), by giving notice to the Secretary or Committee at least 3 Working Days before that meeting. The Member may also provide information in support of the Member's Motion ('Member's Information'). If notice of the Member's Motion is given to the Secretary or Committee before a written Notice of the General Meeting is given to Members, the Members Motion and the Member's Information shall be provided to Members with the written Notice of the General Meeting.

Annual General Meetings

- 11.18. An Annual General Meeting shall be held once a year and:
- 11.18.1. not later than 6 months after the financial year end of the Society, and,
 - 11.18.2. shall be held at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and
 - 11.18.3. the Constitution relating to the procedure to be followed at General Meetings shall apply but to avoid any doubt the notice period of any Annual General Meeting shall be as set out in clause 11.19.
- 11.19. The Committee shall give all Members at least 10 Working Days' written notice of an Annual General Meeting and of the business to be conducted at each Annual General Meeting.
- 11.20. The Annual General Meeting shall be to:
- 11.20.1. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
 - 11.20.2. adopt the annual report on the operations and affairs of the Society,
 - 11.20.3. adopt the Committee's report on the finances of the Society, and the annual financial statements,
 - 11.20.4. consider any motions of which prior notice has been given to Members with notice of the Meeting, and
 - 11.20.5. consider any general business that is already on the agenda.
- 11.21. The Committee must, at each Annual General Meeting, present the following information:
- 11.21.1. an annual performance report on the operation and affairs of the Society during the most recently completed accounting period,
 - 11.21.2. the annual financial statements for that period, and
 - 11.21.3. 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

- 11.22. Special General Meetings may be called at any time by the Committee. The Committee shall give all Members at least 5 Working Days' written notice of a Special General Meeting and of the business to be conducted at each Special General Meeting.
- 11.23. The Committee must call a Special General Meeting if it receives a written request signed by at least 20 percent of Members. Any such written request must state the business that the Special General Meeting is to deal with.
- 11.24. 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 written notice of the Special General Meeting.

12. Committee

- 12.1. The Committee will consist of at least 3 Officers and no more than 12 Officers, excluding any ex-officio members.
- 12.2. The Committee has the power to co-opt Officers to the Committee by ordinary resolution.
- 12.3. A majority of the Officers on the Committee must be Members of the Society.
- 12.4. The Members of the Committee shall elect one of their number as Chairperson of the Committee. If at a meeting of the Committee, the Chairperson is not present, the Members of the Committee 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 Committee.
- 12.5. The Officers of the Society shall include a Treasurer and may include a Secretary.
- 12.6. 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 Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.
- 12.7. The Committee has all the powers necessary for managing, 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.

- 12.8. The Committee may decide if the Chief Executive Officer (CEO) of the Society may attend Committee meetings as an ex-officio member. The CEO is not an elected Officer and does not have voting rights on any Committee resolutions. The CEO is not counted for the purposes of quorum.

Sub-committees

- 12.9. The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.
- 12.10. Unless otherwise resolved by the Committee:
- 12.10.1. the quorum of every sub-committee is half the Members of the sub-committee but not less than two,
 - 12.10.2. no sub-committee shall have power to co-opt additional Members,
 - 12.10.3. a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
 - 12.10.4. a sub-committee must not further delegate any of its powers.

General matters: committees

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

Committee meetings

Procedure

- 12.13. The quorum for Committee meetings is at least 4 Members of the Committee.
- 12.14. A meeting of the Committee may be held either:
- 12.14.1. by a number of the Members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- 12.14.2. by means of audio, or audio and visual, communication by which all Members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 12.15. A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- 12.16. Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

Frequency

- 12.17. The Committee shall meet at least quarterly within any year 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 Chairperson or Secretary.
- 12.18. The Secretary, or other Committee Member nominated by the Committee, shall give to all Committee Members not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

13. Officers

Qualifications of officers

- 13.1. Every Officer must be a natural person who:
 - 13.1.1. has consented in writing to be an officer of the Society, and
 - 13.1.2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 13.2. Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer.
- 13.3. Without limiting clause 13.2, a person is disqualified from being an Officer if they are, or become:
 - 13.3.1. a person who is under 16 years of age;
 - 13.3.2. a person who is an undischarged bankrupt;

- 13.3.3. 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;
- 13.3.4. A person who is disqualified from being a Member of the governing body of a charitable entity under the Charities Act 2005;
- 13.3.5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - 13.3.5.1. an offence under subpart 6 of Part 4 of the Act;
 - 13.3.5.2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - 13.3.5.3. an offence under section 143B of the Tax Administration Act 1994;
 - 13.3.5.4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs 13.2.5.1 to 13.2.5.3;
 - 13.3.5.5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 13.3.6. a person subject to:
 - 13.3.6.1. a banning order under subpart 7 of Part 4 of the Act, or
 - 13.3.6.2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - 13.3.6.3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 13.3.6.4. 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.

13.3.7. a person who is subject to an order that is substantially similar to an order referred to in paragraph 13.2.6 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.

13.4. Prior to election or appointment as an Officer a person must:

13.4.1. consent in writing to be an Officer, and

13.4.2. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act and the Certificate must be retained in the Society's records.

14. Officers' duties

14.1. Upon election or appointment to the Committee, Officers must familiarise themselves with the Society's Constitution, any policies adopted by the Committee, and ensure they understand the responsibilities of their role, and support will be given.

14.2. At all times each Officer:

14.2.1. shall act in good faith and in what he or she believes to be the best interests of the Society,

14.2.2. must exercise all powers for a proper purpose,

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

14.2.4. 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:

14.2.4.1. the nature of the Society,

14.2.4.2. the nature of the decision,

14.2.4.3. the position of the Officer and the nature of the responsibilities undertaken by him or her;

14.2.5. 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

- 14.2.6. 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.

15. Election or appointment of officers

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

- 15.1.1. 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 Committee 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 an Officer (as described in the 'Qualification of Officers' section above). Any such appointment must be ratified at the next Annual General Meeting.
- 15.1.2. A candidate's written nomination (including reasons for nomination and the nominee's potential contribution to the Society), accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' section above) shall be received by the Society at least three Working Days before the date of the Annual General Meeting.
- 15.1.3. 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 outgoing Committee (by majority decision excluding those in respect of whom the votes are tied).
- 15.1.4. Two Members (who are not nominees) shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 15.1.5. The failure for any reason of any Member to receive such Notice of the general meeting shall not invalidate the election.
- 15.1.6. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting, when they can offer themselves for re-appointment. Unless otherwise specified by the Committee, any person so appointed shall have full speaking but

not voting rights as an Officer of the Society. Any such appointee must, before appointment or re-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' section above).

- 15.2. All Officers must recertify at every AGM that they are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' section above).

16. Term of office

- 16.1. The term of office for all Officers elected to the Committee shall be for 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. Any Officer may serve for a longer period if re-elected at an Annual General Meeting having re-certified that they are not disqualified from holding office (as described in the 'Qualification of Officers' section above).
- 16.2. The term of office for the Chairperson shall be for 3 years from appointment. The Chairperson may serve for a longer period if re-elected at an Annual General Meeting.

17. Removal of officers

- 17.1. An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:
- 17.1.1. The Officer elected to the Committee has been absent from 3 consecutive Committee meetings without leave of absence from the Committee;
 - 17.1.2. The Officer has brought the Society into disrepute;
 - 17.1.3. The Officer has failed to disclose a conflict of interest; or
 - 17.1.4. The Committee passes a vote of no confidence in the Officer;

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

18. Ceasing to hold office

- 18.1. An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 18.2. Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property, including intellectual property, of the Society held by such former Officer.

19. Conflicts of interest

- 19.1. An Officer or Member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - 19.1.1. to the Committee and or sub-committee, and
 - 19.1.2. in an Interests Register kept by the Committee.
- 19.2. Disclosure must be made as soon as practicable after the Officer or Member of a sub-committee becomes aware that they are interested in the Matter.
- 19.3. An Officer or Member of a sub-committee who is an Interested Member regarding a Matter:
 - 19.3.1. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all Members of the Committee who are not interested in the Matter consent; and
 - 19.3.2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Members of the Committee who are not interested in the Matter consent; but
 - 19.3.3. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

20. Register of Members

- 20.1. The Society shall keep an up-to-date Register of Members, which for each current Member shall include:
 - 20.1.1. Their name, and
 - 20.1.2. Their contact details, including a physical address or an electronic address, and a telephone number, and
 - 20.1.3. 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').

21. Interests Register

- 21.1. The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by Members of any sub-committee.

22. Access to information for Members

- 22.1. A Member may at any time make a written request to the Society for information held by the Society.
- 22.2. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 22.3. The Society must, within a reasonable time after receiving a request:
 - 22.3.1. provide the information, or
 - 22.3.2. agree to provide the information within a specified period, or
 - 22.3.3. 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
 - 22.3.4. refuse to provide the information, specifying the reasons for the refusal.
- 22.4. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - 22.4.1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or

- 22.4.2. 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
 - 22.4.3. 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
 - 22.4.4. the information is not relevant to the operation or affairs of the Society, or
 - 22.4.5. withholding the information is necessary to maintain legal professional privilege, or
 - 22.4.6. the disclosure of the information would, or would be likely to, breach an enactment, or
 - 22.4.7. 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
 - 22.4.8. the request for the information is frivolous or vexatious, or
 - 22.4.9. the request seeks information about a complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 22.5. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:
- 22.5.1. that the Member will pay the charge; or
 - 22.5.2. that the Member considers the charge to be unreasonable.
- 22.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

23. Control and management - funds and property

- 23.1. The funds and property of the Society shall be:
- 23.1.1. controlled, invested and disposed of by the Committee, subject to this Constitution, and

- 23.1.2. devoted solely to the promotion of the purposes of the Society.
- 23.2. The Committee shall maintain bank accounts in the name of the Society.
- 23.3. All money received on account of the Society shall be banked within 4 Working Days of receipt.
- 23.4. All accounts paid or for payment shall be submitted to any authorised person on the Committee for approval of payment.
- 23.5. The Committee must ensure that there are kept at all times accounting records that:
 - 23.5.1. correctly record the transactions of the Society, and
 - 23.5.2. allow the Society to produce financial statements that comply with the requirements of the Act, and
 - 23.5.3. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 23.6. The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.
- 23.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

24. Volunteer, Members, Committee members appreciation

- 24.1. The Society may provide token gifts or koha to volunteers, Members, or Committee members in recognition of significant voluntary service performed for the benefit of the Society. This may also occur, on occasion, in response to significant personal circumstances (including illness or bereavement), where a modest gift supports the individual's wellbeing in connection with their contribution to the purposes of the Association.
- 24.2. Any such gift must be:
 - 24.2.1. Modest, reasonable, and proportionate, and not a substitute for remuneration,
 - 24.2.2. Incidental to the charitable purposes of the Society,

- 24.2.3. Not excessive, and consistent with what is common for New Zealand charities,
 - 24.2.4. Authorised by the Committee, with the recipient not taking part in the decision where they have a conflict of interest.
- 24.3. All decisions to provide appreciation gifts must be recorded in the Committee resolutions, including:
- 24.3.1. the nature of the service recognised;
 - 24.3.2. confirmation that the gift is reasonable;
 - 24.3.3. confirmation that conflicted persons did not participate.
- 24.4. Nothing in this clause permits the Society providing private pecuniary benefit other than that allowed under the Incorporated Societies Act 2022, the Charities Act 2005, or applicable tax law.

25. Complaints and dispute resolution

- 25.1. Feedback and complaints about experiences and services are welcome, valued, and used to help identify issues or opportunities for development. The Society will actively seek feedback. Any feedback and complaints will be documented and stored, with data used for improvement purposes.
- 25.2. Any grievance, dispute or complaint (“Complaint”) shall be dealt with in accordance with this clause 25.

Meanings of dispute and complaint

- 25.3. A disagreement or conflict is a **dispute** if:
- (a) it is between:
 - (i) 2 or more Members; or
 - (ii) 1 or more Members and the Society; or
 - (iii) 1 or more Members and 1 or more Officers; or
 - (iv) 2 or more Officers; or
 - (v) 1 or more Officers and the Society; or
 - (vi) 1 or more Members or Officers and the Society; and

(b) the disagreement or conflict relates to an allegation that:

- (i) a Member or an Officer has engaged in misconduct; or
- (ii) a Member or an Officer has breached, or is likely to breach, a duty under the Society's constitution or bylaws or this Act; or
- (iii) the Society has breached, or is likely to breach, a duty under the Society's constitution or bylaws or this Act; or
- (iv) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

25.4. Complaints may relate to disagreements or allegations involving the Society, its Officers, Members, contractors or volunteers, or may relate to dissatisfaction about any public services provided. Anyone affected by actions or services of the Society can make a complaint.

Raising a complaint

25.5. Before making a formal complaint, it should be considered whether the issue can be resolved through informal discussion and/or by directly approaching the person the complaint relates to.

25.6. A Complaint should be submitted in the following way:

25.6.1. In writing, setting out the detail of the Complaint, including when the issue occurred, who was involved, and any complainant's expected response from the Society; or

25.6.2. If written notice is not possible, a Complaint may be made in another reasonable manner agreed by the Society for individual circumstances.

25.6.3. The Complaint shall be directed to the Chair of the Committee or the Chief Executive via their Society's nominated email addresses.

25.7. If any support is needed with making a Complaint, assistance will be made available.

25.8. Complaints will be handled on a confidential basis. Information will only be shared with those who need to know in order to investigate and resolve the Complaint. The person making the Complaint (the "Complainant") has a right to privacy, including the option not to be identified if they wish.

Receiving and investigating complaints

Acknowledgment and Initial Assessment

- 25.9. Complaints will be acknowledged within 5 Working Days and shall include an expected timeframe for response.
- 25.10. Any complaints not submitted in writing will be documented and provided to the Complainant for verification.
- 25.11. Any conflicts of interest will be identified to ensure objectivity.

Verification and Investigation

- 25.12. The Complaint will be investigated by the Committee or by an alternative person or sub-committee appointed by the Committee to act as the “decision-maker” for reasons of impartiality or other justifiable reason, with the agreement of the Complainant.
- 25.13. Further relevant information may be sought to enable the decision-maker to prepare a response.
- 25.14. All parties have a right to be heard before the Complaint is resolved. Where the Complaint concerns the actions of a person (the “Subject” of the Complaint), that person must be advised of the details of the Complaint.
- 25.15. Reasonable time, opportunity and support will be provided for both the Complainant and any Subject to be heard.
- 25.16. Complaints should be handled in a culturally appropriate manner consistent with tikanga or other relevant cultural practices.

Response and resolution

- 25.17. The Society will provide a formal written response to the Complainant within 15 Working Days of receiving the Complaint. If a longer period is required, the Complainant will be informed of a new timeframe and the reasons for the delay.
- 25.18. The written response to the Complaint will outline findings, any actions proposed or taken, and reasons for the decision.
- 25.19. The Society may decide to:
 - 25.19.1. Uphold the Complaint by issuing an apology or other forms of redress (where appropriate) and directing any actions needed to rectify the issue or improve policies, procedures or services; or

- 25.19.2. Dismiss the Complaint if:
 - 25.19.2.1. the Complaint relates to legal or regulatory compliance, and the Complaint does not involve any misconduct or breaches of duty;
 - 25.19.2.2. the Complaint relates to services provided and the investigation does not find any fault or reduction in the expected quality of services;
 - 25.19.2.3. the Complaint is without foundation;
 - 25.19.2.4. the conduct or issue giving rise to the Complaint has already been responded to; or
- 25.19.3. Refer the Complaint for external review if it cannot be resolved through the Society complaints and dispute resolution procedure.

Appeals and External Review

- 25.19.4. If a Complaint remains unresolved, the Society or the Complainant may consider referring the matter to an arbitral tribunal or independent mediation, provided all parties consent and agree on any associated costs.
 - 25.19.5. If the Complainant wishes to escalate the Complaint, the Society will give guidance on the relevant regulatory or professional bodies the Complainant can appeal to.
- 25.22. A designated person will be responsible for the implementation of the complaints and dispute resolution policy.

26. Liquidation and removal from the register

Surplus assets

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

27. Alterations to the constitution

- 27.1. All amendments to the Constitution must be made in accordance with this Constitution.
- 27.2. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act .
- 27.3. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a majority of those Members present and voting.
- 27.4. At least 30 Working Days before the General Meeting at which any amendment or replacement is to be considered, the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 27.5. When an amendment is approved by a General Meeting, it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 27.6. If the Society is registered as a charity under the Charities Act 2005, the amendment shall also be notified to Charities Services as required by section 40 of that Act.