



CONSTITUTION OF
OLIVES NEW ZEALAND
INCORPORATED

DATED

Signed by:

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Constitution of Olives New Zealand Incorporated

1 Name

The name of the society is Olives New Zealand Incorporated (in this Constitution referred to as the '**Society**').

2 Charitable status

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

3 Definitions

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

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

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

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and executive meetings, and who provides leadership for the **Society**.

'Constitution' means the rules in this document.

'Deputy Chairperson' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

'Executive Committee' means the **Society's** governing body.

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

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

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

'Matter' means—

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

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

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

'Officer' means a natural person who is:

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

‘**Person**’ means an entity and includes an individual, a family, partnership or body corporate

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

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

‘**Postal Vote**’ means a vote exercised by post and or by electronic means in accordance with the rules and includes, where applicable, a Postal Ballot.

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

‘**Writing**’ includes printing or electronic mail.

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

4 Purposes

4.1 The primary purpose of the Society are to -

- To promote all aspects of the New Zealand olive industry.
- To set and maintain quality standards for New Zealand produced olive products.
- To promote and support quality research and development to assist in the creation of a sustainable New Zealand olive industry.
- To actively support an on-going consumer awareness programme to promote the benefits and create a preference for New Zealand olive products.
- To encourage an interchange of ideas and information amongst olive industry participants.
- To be a focal organisation which facilitates progressive direction for growers in the New Zealand olive industry.

4.2 The **Society** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

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

5 Registered office

- 5.1 The registered office of the **Society** shall be at such place in New Zealand as the **Executive Committee** from time to time determines.
- 5.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - 5.2.1 at least 5 working days before the change of address for the registered office is due to take effect, and
 - 5.2.2 in a form and as required by the **Act**.

6 Contact person

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

- 6.2** The **Society's** contact person must be:
- 6.2.1 At least 18 years of age, and
 - 6.2.2 Ordinarily resident in New Zealand.
- 6.3** A contact person can be appointed by the **Executive Committee** or elected by the **Members** at a **General Meeting**.
- 6.4** Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 6.4.1 a physical address or an electronic address, and
 - 6.4.2 a telephone number.
- 6.5** 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.

7 Membership

- 7.1** The **Society** shall maintain the minimum number of ten (10) **Members** required by the **Act**.
- 7.2** The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:
- 7.3 Ordinary Member**
An **Ordinary Member** is a grower or producer in the olive industry (individual or body corporate) admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.
- 7.3.1 An **Ordinary Member** shall be entitled to vote as per the following:
- a. Election to and representation on the **Executive Committee** – one (1) vote at any **General Meeting** of the Society or in a postal vote; and
 - b. All other issues – one (1) vote at any General Meeting of the Society or in a postal vote,
And such vote shall be accorded an appropriate weight in accordance with Rule 9.3 Weighted Voting
- 7.4 Honorary Life Member**
- 7.4.1 An **Honorary Life Member** is a person honoured for services to the **Society** and its **Members**. Selected as a **Honorary Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting.
- 7.4.2 An **Honorary Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

7.5 Associate Member

- 7.5.1 Any olive product group, regional association, person or entity, not being a grower, involved in olive research, processing, infrastructure support, industry processing, industry marketing or related bodies or organisations, may apply in writing to the Executive Committee to be admitted as an Associate Member, on such terms and condition as may be determined by the Executive Committee, except that a person or entity admitted as an Associate Member shall not have the voting power or rights of an Ordinary Member.
- 7.5.2 The Executive Committee's decision in respect to all matters relating to Associate Membership shall be final and advertised in writing to the person or entity concerned.

7.6 Becoming a Member

- 7.6.1 Every applicant for membership must consent in writing to becoming a **member**.
- 7.6.2 An applicant for membership must complete and sign any application form, supply any information, as may be reasonably required by the **Executive Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Executive Officer**.
- a. The **Executive Officer**, in consultation with the **Executive Committee** where applicable may, accept or decline an application for membership at its sole discretion. The **Executive Officer** must advise the applicant of its decision.
 - b. The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

7.7 Members' obligations and rights

- 7.7.1 Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- 7.7.2 All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- 7.7.3 A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- 7.7.4 Any **Member** that is a body corporate shall provide the Executive 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**.

7.7.5 The **Executive Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

7.8 Ceasing to be a member

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

- a. by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Executive Officer**, or
- b. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- d. by resolution of the **Executive Committee** where the **Member** has failed to pay a subscription, levy or other amount due to the **Society** within six (6) Months of the due date for payment. The **Member** is given due notice in writing of such resolution and the **Member** then fails to pay such subscription, levy or other amount due within twenty-eight (28) days from the date of such notice, or
- e. by resolution at a **General Meeting** it is resolved to be not in the best interests of the **Society** that a **Member** should remain a **Member** provided always that no such resolution shall take effect until the **Member** concerned has been given a fair and reasonable opportunity of knowing what are the grounds for such proposed resolution concerning the **Member** and of being heard either in person, or by a representative, or by submission in writing.

7.8.2 with effect from (as applicable)—

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

7.8.3 A **Member** ceasing to be a **Member** under any of the provisions of this Constitution –

- a. shall not be entitled to a refund of any fee or subscription, and unless otherwise decided at the discretion of the Executive Committee shall remain liable to pay all subscriptions and/or other monies due the Society at the time of ceasing to be a **Member** and such monies shall be recoverable by legal proceedings.
- b. shall cease to hold himself or herself out as a **Member** of the Society, and,
- c. shall return to the Society all material provided to **Members** by the Society
- d. shall cease to be entitled to any of the rights of a Society **Member**.

7.9 Suspension

- 7.9.1 A member may be suspended from Membership of the **Society** by the Executive Committee for such period as it thinks fit:
- a. if the **member** is found to be acting in contravention of any of the Objects or Rules of the **Society** and in so doing is acting against the Interests of the **Society** and/or any of its members; or
 - b. if the **Member** is in arrears with payment of the Members subscription or any other monies due to the **Society** for a period exceeding three (3) months.,
- 7.9.2 If the **Executive Committee** resolves to suspend a **Member** no such suspension shall take effect until the **Member** has been given a reasonable opportunity, to be not less than twenty-eight (28) days, after the notice of suspension in writing has been given to the member, setting out the grounds for suspension, and of being heard by the **Executive Committee**, either in person, or by a representative, or by submission in writing.
- 7.9.3 Any member who is suspended shall not, during the period of suspension, be entitled to any of the benefits of Membership of the **Society**, nor attend any meeting of the Society general or otherwise, unless invited by the **Executive Committee** and/or is a subject of that meeting, nor to vote at any time during the period of suspension.

7.10 Obligations once membership has ceased

- 7.10.1 A **Member** who has ceased to be a **Member** under this **Constitution**—
- a. remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
 - b. shall cease to hold himself or herself out as a **Member** of the **Society**, and
 - c. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
 - d. shall cease to be entitled to any of the rights of a **Society Member**.

7.11 Becoming a member again

- 7.11.1 A Member who is suspended may be reinstated by the **Executive Committee** at its discretion.
- 7.11.2 Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Executive Committee**.
- 7.11.3 But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Executive Committee**.

8 Subscriptions and fees

- 8.1 The annual subscription and any other fees for membership for the then current financial year shall be set by the Executive Committee (which may vary as between different classes or categories of members as determined by the Executive Committee) and shall be due and payable on the 1st day of each financial year.

- 8.2** Any **Member**, failing to pay the annual subscription, any levy, or any capitation fees, within 2 calendar months of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership. The **Member** is given due notice in writing of such resolution and the **Member** then fails to pay such subscription, levy or other amount due within twenty-eight (28) days from the date of such notice, or
- 8.3** Where Membership is attained during the third or fourth quarter of the financial year the Executive Committee may, at its discretion, accept 50% of the year's subscription in lieu of the full amount thereof.

9 General Meetings

9.1 Procedures for all general meetings

- 9.1.1 The **Executive Committee** shall give all **Members** at least 56 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 9.1.2 That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 9.1.3 Only financial **Members** may attend, speak and vote at **General Meetings**—
- in person, or
 - by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Executive Committee** before the commencement of the **General Meeting**, or
 - through the authorised representative of a body corporate as notified to the **Committee**, and
 - no other proxy voting shall be permitted.
- 9.1.4 No **General Meeting** may be held unless at least 9 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.
- 9.1.5 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** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 9.1.6 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 by at least four (4) Voting Members, by secret ballot. And such vote shall be accorded an appropriate weight in accordance with section 9.3 Weighted Voting

- 9.1.7 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.
- 9.1.8 Any decisions made when a quorum is not present are not valid.
- 9.1.9 Written resolutions may not be passed in lieu of a **General Meeting**.
- 9.1.10 **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.
- 9.1.11 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President** shall chair that meeting, and in the absence of the **Vice President** by some other Member of the **Executive Committee** elected as **Chairperson** of the **General Meeting** by a simple majority of those Voting Members present.
- 9.1.12 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 9.1.13 Any person chairing a **General Meeting** may —
- a. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 9.1.14 The **Executive 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**.
- 9.1.15 Any **Member** may request that a motion be voted on (**‘Member’s Motion’**) at a General Meeting, by giving notice to the **Executive Officer** at least 28 Working Days before that meeting. The **Member** may also provide information in support of the motion (**‘Member’s Information’**). If notice of the motion is given to the **Executive Officer** before written **Notice** of the **General Meeting** is given to Members, notice of the motion shall be provided to Members with the written **Notice** of the **General Meeting**.
- 9.1.16 The required voting majorities are as follows:
- a. Approval of Executive Report – two-thirds
 - b. Approval of past year’s accounts – two-thirds
 - c. Alteration of Constitution – two-thirds
 - d. Election of Officers – simple majority
 - e. General Transaction of business – simple majority
 - f. Termination of Membership – two-thirds
 - g. Liquidation of Society – two-thirds
 - h. Changes to Balance Date – two-thirds

9.2 Postal Voting

- 9.2.1 At the discretion of the **Executive Committee** voting on any matter may be conducted by **Postal Vote** instead of or in addition to a show of hands or ballot at a **General Meeting**.
- 9.2.2 Notice of Matters to be voted on by postal vote shall be posted to **Members** with the voting papers to be returned to the **Executive Officer** by a date specified in the notice being not less than twenty-eight (28) days from the date the notice and the voting papers are posted to **Members**. Any matters proposed must be worded in the form of a **Motion** and must be signed by any three (3) voting **Members**.
- 9.2.3 The **Executive Officer** shall act as scrutineer for the counting of the votes and destruction of any voting papers.
- 9.2.4 A **Member** may cast a Postal Vote by sending a marked voting paper to reach the **Executive Officer** not later than the closing date stated on the voting paper.
- 9.2.5 The **Executive Officer** shall verify the validity of the Member's right to vote and record all votes for and against each of the resolutions to be voted on, or where the **Executive Committee** has directed that any matter be determined by postal vote, and not less than twenty (20) Voting Members have exercised their postal vote, the **Members** so exercising their vote shall be deemed to be present for the purpose of transacting the business which is the subject of the postal vote
- 9.2.6 The **Executive Officer** shall certify the analysis of the voting and pass the duly certified schedule of results to the **Executive Committee** or the **Chairperson** of any meeting called to consider the matter proposed.
- 9.2.7 If a Meeting has been called to consider the matter proposed, the **Chairperson** of the Meeting must include the results of the **Postal Voting** in the total voting on each resolution which was the subject of postal voting. Otherwise the **Executive Committee** shall declare the result of the Postal Vote.
- 9.2.8 The certified schedule of postal voting shall be annexed to the **Minutes** of the meeting called to consider the matter, or otherwise to the Minutes of the next meeting of the **Executive Committee**.

9.3 Weighted Voting

- 9.3.1 Each eligible Member being Ordinary or Honorary will be entitled to one vote for every \$1.00 of annual subscription paid. For this clause Honorary Members will be regarded as Ordinary Members.
- 9.3.2 Proxy votes shall be allowed at any General Meeting but this shall apply only to signed, written (including emailed), directed proxies received by the Executive Officer not less than 24 hours before the Meeting commences.

9.4 Minutes

- 9.4.1 The **Society** must keep minutes of all **General Meetings**.

10 Annual General Meetings

- 10.1** An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Executive Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 10.2** The **Annual General Meeting** must be held no later than three (3) months from the end of the financial year.
- 10.3** When giving Notice to all **Members** in accordance with 10.4.6, must include calling for any motions (members motions) to be submitted to the **Annual General Meeting**.
- 10.4** The business of an **Annual General Meeting** shall be to—
- 10.4.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- 10.4.2 adopt the annual report on the operations and affairs of the Society,
- 10.4.3 adopt the Executive Committee’s report on the finances of the Society, and the annual financial statements,
- 10.4.4 upon the recommendation of the Executive Committee appointing an auditor to hold office until the conclusion of the Annual General Meeting for the ensuing year, or seeking an Independent Financial Reviewer of the Financial Statements, but the Auditor or Reviewer shall be a Member of the Institute of Chartered Accountants.
- 10.4.5 declaring the results of the postal ballot for election of officers to fill vacancies arising from those retiring or who have completed their terms of office;
- 10.4.6 consider any motions of which prior notice has been given to **Members** not less than fourteen (14) clear days before the date of the Annual General Meeting
- 10.4.7 consider any general business.
- 10.5** The **Executive Committee** must, at each **Annual General Meeting**, present the following information—
- 10.5.1 an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- 10.5.2 the annual financial statements for that period, and
- 10.5.3 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).

11 Special General Meetings

- 11.1 **Special General Meetings** may be called at any time by the President, or three (3) Members of the **Executive Committee** by resolution.
- 11.2 The **Executive Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 financial **Members**.
- 11.3 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 11.4 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 **Executive Committee's** resolution or the written request by **Members** for the **Meeting**.

12 Executive Committee

- 12.1 A majority of the **Officers** on the **Executive Committee** must be either:
 - a. **Members** of the **Society**, or
 - b. representatives of bodies corporate that are **Members** of the **Society**.
- 12.2 The **Executive Committee** will consist of 8 **Officers** as follows:
 - a. President/Chairperson; and
 - b. Vice President and
 - c. Treasurer; and
 - d. Four (4) other Committee members elected from within the Branch Chairpersons group; and
 - e. One (1) co-opted Executive Committee Member
- 12.3 In order to broaden the range of governance skills and experience available, the Executive Committee may co-opt one director to it, who may not be a Member. A co-opted director shall have the right to vote on all Executive Committee matters but cannot be elected as an office-holder.
- 12.4 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 **Executive Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.
- 12.5 The **Executive Committee** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
- 12.6 The quorum for **Executive Committee** meetings is at least half the number of members of the **Executive Committee**.
- 12.7 A meeting of the **Executive Committee** may be held either—
 - 12.7.1 by a number of the members of the **Executive Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- 12.7.2 by means of audio, or audio and visual, communication by which all members of the **Executive Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 12.8** A resolution of the **Executive Committee** is passed at any meeting of the **Executive Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Executive Committee** shall have one vote.
- 12.9** All meetings of the **Executive Committee** shall be chaired by the President, or if absent the Vice-President, or in absence of both, one of the Members present shall be elected chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Executive Committee**.
- 12.10** Except as otherwise provided in this **Constitution**, the **Executive Committee** may regulate its own procedure.
- 12.11** The **Executive Committee** shall meet for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit, provided they must meet not less than twice yearly at such times and places and in such a manner (including by audio, audio and visual or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Executive Officer**.
- 12.12** The **Executive Officer**, or other **Executive Committee** member nominated by the **Executive Committee**, shall give to all **Committee** members not less than twenty-one (21) **Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.
- 12.13** The **Executive Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Executive Committee**—
- 12.13.1 the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- 12.13.2 no sub-committee shall have power to co-opt additional members,
- 12.13.3 a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Executive Committee**, and
- 12.13.4 a sub-committee must not further delegate any of its powers.

13 Officers

- 13.1** Every **Officer** must be a natural person who—
- Is an eligible voting **Member**
 - has consented in writing to be an officer of the **Society**.
 - 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** from being appointed or holding office as an **Officer** of the **Society**, namely—
- 13.2.1 a person who is under 16 years of age
 - 13.2.2 a person who is an undischarged bankrupt
 - 13.2.3 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
 - 13.2.4 A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
 - 13.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - a. an offence under subpart 6 of Part 4 of the **Act**
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994
 - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 - 13.2.6 a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the **Act**, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. 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.
 - 13.2.7 a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
- 13.3** Prior to election or appointment as an **Officer** a person must—
- 13.3.1 consent in writing to be an **Officer**, and
 - 13.3.2 have their nomination endorsed by two (2) voting members, as proposer and seconder respectively.
 - 13.3.3 certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

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

13.4 At all times each **Officer**:

- 13.4.1 shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- 13.4.2 must exercise all powers for a proper purpose,
- 13.4.3 must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
- 13.4.4 when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - a. the nature of the **Society**,
 - b. the nature of the decision, and
 - c. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- 13.4.5 must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- 13.4.6 must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

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

- 13.5.1 **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 **Executive 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' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.
- 13.5.2 The **Executive Officer** shall give notice to all Members not less than fifty-six (56) clear days before the Annual General Meeting calling for nominations for election of Members to the Executive Committee.
- 13.5.3 A candidate's written nomination, endorsed by two (2) voting members, as proposer and seconder respectively, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Executive Officer** at least 35 **Working Days** before the date of the **Annual General Meeting**. Candidates shall be entitled to supply the Executive Officer with no more than one A4 sheet of paper setting out their qualifications, experience and aspirations as a candidate. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

- 13.5.4 The election of officers shall be conducted exclusively by postal ballot in accordance with the rules as to postal voting. In the event of any vote being tied, the tie shall be resolved by the incoming **Executive Committee** (excluding those in respect of whom the votes are tied).
- 13.5.5 The Executive Officer shall send out postal voting papers to all Members with details (including any information supplied under rule 25.5.3 of the qualifications, experience and aspirations of candidates) of all nominations received together with the names of the proposer and seconder not less than twenty-eight (28) clear days before the Annual General Meeting, and set a date not less than fourteen (14) clear days before the Annual General Meeting as the closing date for postal votes.
- 13.5.6 The **Executive Officer** shall act as scrutineer for the counting of the votes and destruction of any voting papers.
- 13.5.7 The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
- 13.5.8 In addition to **Officers** elected under the foregoing provisions of this rule, the **Executive Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Executive Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).
- 13.5.9 The Vice President shall take over from the President in the event of a vacancy arising in the case of the President being unable to complete his or her term of office for any reason whatsoever, and in the event of any other vacancy arising on the Executive Committee, the Executive Committee may at its sole discretion:
- a. hold an election to fill the vacancy, or
 - b. Co-opt any other Voting Member to fill any such vacancy until the next Annual General Meeting.

13.6 Term

- 13.6.1 The term of office for all **Officers** elected to the **Executive Committee** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.
- 13.6.2 At each election two (2) **Officers** shall retire from office in rotation according to when they were first elected or re-elected.
- 13.6.3 No **Officer** shall serve for more than 4 consecutive terms.
- 13.6.4 No **Chairperson** shall serve for more than 9 consecutive years as **Chairperson**.

13.7 Removal of Officers

- 13.7.1 An **Officer** shall be removed as an **Officer** by resolution of the **Executive Committee** or the **Society** where in the opinion of the **Executive Committee** or the **Society** —
- a. The **Officer** elected to the **Executive Committee** has been absent from 5 committee meetings without leave of absence from the **Executive Committee**.

- b. The **Officer** has brought the **Society** into disrepute.
- c. The **Officer** has failed to disclose a conflict of interest.
- d. The **Executive Committee** passes a vote of no confidence in the **Officer**.

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

13.8 Ceasing to hold office

- 13.8.1 An **Officer** ceases to hold office when they resign (by notice in writing to the **Executive Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 13.8.2 Each **Officer** shall within 28 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Executive Committee** all books, papers and other property of the **Society** held by such former **Officer**.

13.9 Conflicts of Interest

- 13.9.1 An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - a. to the **Executive Committee** and or sub-committee, and
 - b. in an **Interests Register** kept by the **Executive Committee**.
- 13.9.2 Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- 13.9.3 An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—
 - a. must not vote or take part in the decision of the **Executive Committee** and/or sub-committee relating to the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; but
 - c. may take part in any discussion of the **Executive Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Executive Committee** and/or sub-committee (unless the **Executive Committee** and/or sub-committee decides otherwise).
- 13.9.4 However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 13.9.5 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

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

14 Executive Officer

14.1 The **Executive Officer** shall be appointed by the **Executive Committee** upon such terms for such period and such remuneration as the **Executive Committee** shall determine, subject to any laws relating to employment relationships or contracts for service. The **Executive Officer** shall attend all meetings of the **Society** and the **Executive Committee** and see that the **Minutes** and **Records** of all the proceedings are properly recorded and shall issue all notices calling meetings of **Society** or the **Executive Committee**. At meetings, the **Executive Officer** shall if required by the **Chairperson** read the **Minutes** of the previous meeting, and read such letters and papers as the **Executive Committee** shall direct. The **Executive Officer** shall have the responsibility, under the direction of the **Executive Committee**, of managing the correspondence and of printing and publishing the transactions and proceedings of the **Society**.

14.2 It shall be the duty of the **Executive Officer** to keep a Register of Members and particulars of all fees and subscriptions paid by Members.

14.3 It shall be the duty of the **Executive Officer** to keep all records, make all returns and give notices all necessary for the **Society** to comply with this **Constitution** and the **Act**.

15 Records

15.1 Register of Members

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

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

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

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

- postal address
- email address (if any)
- whether the **Member** is financial or unfinancial

- 15.1.4 Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- 15.1.5 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:
- The former **Member's** name, and
 - The date the former **Member** ceased to be a **Member**.

15.2 Interests Register

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

15.3 Access to information of members

- 15.3.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- 15.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 15.3.3 The **Society** must, within a reasonable time after receiving a request —
- a. provide the information, or
 - b. agree to provide the information within a specified period, or
 - c. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - d. refuse to provide the information, specifying the reasons for the refusal.
- 15.3.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - d. the information is not relevant to the operation or affairs of the society, or
 - e. withholding the information is necessary to maintain legal professional privilege, or
 - f. the disclosure of the information would, or would be likely to, breach an enactment, or
 - g. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or

- h. the request for the information is frivolous or vexatious, or
 - i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 15.3.5 If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
- a. that the **Member** will pay the charge; or
 - b. that the **Member** considers the charge to be unreasonable.
- 15.3.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

16 Finances

16.1 Control and management

- 16.1.1 The funds and property of the **Society** shall be—
- controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution**, and
 - devoted solely to the promotion of the purposes of the **Society**.
 - The **Executive Committee** may delegate the control of and the investment of the **Societies** funds to the **Treasurer**, but the responsibility remains with the **Executive Committee**.
- 16.1.2 It shall be the duty of the **Treasurer** to maintain bank accounts in the name of the **Society**.
- 16.1.3 All money received on account of the **Society** shall be banked within 10 **Working Days** of receipt.
- 16.1.4 All accounts paid or for payment shall be submitted to the **Treasurer** and the **President** or such other member or members of the **Executive Committee** as the **Executive Committee** may from time to time determine for approval of payment.
- 16.1.5 The **Treasurer** must ensure that there are kept at all times accounting records that—
- a. correctly record the transactions of the **Society**, and
 - b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - c. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 16.1.6 It shall be the duty of the Auditor or Reviewer appointed under 22.4.4 to examine the financial records of the **Society** to certify to or report on the correctness of the annual Balance Sheet and Financial Statements, and to report to the **Members** whether all audit or review requirements have been satisfied.
- 16.1.7 The **Executive Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

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

16.2 Balance Date

16.2.1 The Society's financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Society's** balance date).

16.3 Any surplus funds of the **Society** shall be invested by depositing the sum in an interest bearing account with any trading bank or in such securities as by the laws of New Zealand for the time being in force are authorised securities for the investment of trust monies.

17 Dispute resolution

17.1 Meaning of dispute and complaint

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

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

- a. 2 or more **Members**
- b. 1 or more **Members** and the **Society**
- c. 1 or more **Members** and 1 or more **Officers**
- d. 2 or more **Officers**
- e. 1 or more **Officers** and the **Society**
- f. 1 or more **Members** or **Officers** and the **Society**.

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

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

17.1.4 A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subcommittee) 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(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- c. sets out any other information or allegations reasonably required by the **Society**.

- 17.1.5 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.
- 17.1.6 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 17.1.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 17.1.8 All **Members** (including the Executive **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 17.1.9 The complainant raising a dispute, and the **Executive Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

17.2 How complaint is made

- 17.2.1 A **Member** or an **Officer** may make a complaint by giving to the **Executive Committee** (or a complaints subcommittee) 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 or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
- 17.2.2 The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- 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.
- 17.2.3 The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 17.2.4 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

17.3 Person who makes complaint has right to be heard

- 17.3.1 A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 17.3.2 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 that right on behalf of the **Society**.
- 17.3.3 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); 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. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

17.4 Investigating and determining dispute

- 17.4.1 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 17.4.2 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

17.5 Society may decide not to proceed further with complaint

- 17.5.1 Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
- a. the complaint is considered to be 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 bylaws or the **Act**;
 - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged:
 - 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.

17.6 Society may refer complaint

17.6.1 The **Society** may refer a complaint to—

- a. a subcommittee or an external person to investigate and report; or
- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

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

17.7 Decision makers

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

- a. impartial; or
- b. able to consider the matter without a predetermined view.

18 Liquidation and removal from the register

18.1 Resolving to put society into liquidation

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

18.1.2 The **Executive Committee** shall give 56 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

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

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

18.2 Resolving to apply for removal from the register

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

18.2.2 The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

- 18.2.3 The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 18.2.4 Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a **two-thirds** majority of all **Members** present and voting.

18.3 Surplus assets

- 18.3.1 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 18.3.2 On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be distributed to a not-for-profit entity decided by the **Society** under resolution.

19 Alterations to the constitution

19.1 Amending this constitution

- 19.1.1 All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 19.1.2 The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.
- 19.1.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- 19.1.4 Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 3 per cent of eligible **Members** and given in writing to the **Committee** at least 28 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 19.1.5 At least 14 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- 19.1.6 When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

20 Other

20.1 Common seal

- 20.1.1 The **Society** will have a common seal that must be kept in the custody of— **Executive Officer**

20.1.2 The common seal may be affixed to any document:

- a. by resolution of the **Executive Committee**, and must be countersigned by the President or Vice President, and one other officer **and in the presence of the Executive Officer** or some other person appointed by the **Executive Committee**
- b. by such other means as the **Executive Committee** may resolve from time to time.

20.2 Indemnity

20.2.1 The Members of **Executive Committee, Executive Officer, Treasurer** and any other officer for the time being of the **Society**, shall be indemnified by the **Society** against all losses and expenses properly incurred by them in or about the discharge of their respective duties except such as result from their own respective wilful default.

20.2.2 No Member of the **Executive Committee, Executive Officer, Treasurer** or other officer shall be liable for the acts or defaults of any other officer or for any loss or expenses happening to the **Society**, unless the same happen by the wilful default of such person.

20.3 Bylaws

20.3.1 The **Executive Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

21 Act and Regulations

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.

22 Restrictions on society powers

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

22.2 The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

22.2.1 Subject to a resolution of the **Executive Committee** in that behalf, the **Society** may from time to time borrow or raise money for any of its purposes and secure payment of the same, with or without interest, for the satisfaction and performance of any obligation or liability lawfully incurred by the **Society**, in such manner as the **Executive Committee** may think fit.

22.2.2 In particular a mortgage charge or lien upon the whole or any part of the property, assets and undertaking of the **Society** present or future may be given to secure any loan or banking accommodation.

22.2.3 No person advancing money to the **Society** with or without security shall be concerned as to the application of the money so advanced.

23 Branches of the society

- 23.1** The activities of the **Society** shall be conducted nationally and in such Branches as may be determined by the **Executive Committee**.
- 23.2** **Members** shall be assigned to the appropriate Branch based on their geographical location by the **Executive Committee**.
- 23.3** The **Executive Committee** shall, from time to time, determine the disbursement of funds to assist Branches to carry out their functions.
- 23.4** Each Branch shall hold an **Annual General Meeting** not later than sixty (60) days after the end of the previous financial year, at which time the Branch Statement of Financial Performance and the Statement of Financial position for the previous financial year shall be presented for approval. The Branch financial year end date shall be identical to that of the **Society**.
- 23.5** The **Annual General Meeting** of the Branch shall appoint Branch Officers (Chairperson, Secretary, Treasurer), and a **Branch Committee** to hold office until the conclusion of the next **Annual General Meeting** of the **Branch**.
- 23.6** A **Special General Meeting** of any **Branch**, which shall be a formal meeting other than the **General Meeting**, may be called for any stated purpose and shall be held, with at least twenty-one (21) days' notice of the meeting and the purpose of such a meeting given to all members assigned to that **Branch** to their last recorded email or postal address, if:
- 23.6.1 The relevant **Branch Committee** calls such a meeting or
- 23.6.2 The lower of either 20% of the branch members or 10 branch members so request in writing to the **Society Executive Officer**, in which case it must be held within 28 days of such a request being received, or
- 23.6.3 The **Society Executive Committee** calls such a meeting.
- 23.7** No business may be dealt with at a **Special General Meeting** of a Branch other than that outlined in the notice specifying the purpose of the meeting and want of notice on the part of any member shall not invalidate the proceedings at any Branch General Meeting.
- 23.8** Any **Branch** may rescind the appointment of any or all Branch Officers, or Branch Committee Members by:
- 23.8.1 Calling a Special General Meeting of the Branch pursuant to 20.6 for the purpose of a motion of no confidence; and
- 23.8.2 Passing the motion of no confidence by a two thirds majority of the votes cast at that Special General Meeting.
- 23.9** Where a Branch has rescinded their appointment of a **Branch Officer** or **Branch Committee** Member, a new election shall be called without delay and the **Society Executive Committee** may make whatever interim arrangements are necessary to ensure the continued operations of the Branch.
- 23.10** Any Branch may hold a postal or electronic election of its Offices and the result of such election shall be declared at the next Annual General Meeting.
- 23.11** At all Branch Meetings each member of that Branch shall be entitled to one vote for every \$1.00 of annual subscription paid. For this clause Honorary Members will be regarded as fully paid-up Ordinary Members.

- 23.12** All monies received by a Branch shall be paid into a nominated account with a recognised Trading Bank.
- 23.13** Management of funds for all Branches will be in accordance with the policy determined by the Executive Committee and published in the **Societies** Bylaws from time to time, and all Branch funds shall belong to the **Society**
- 23.14** Subject to direction by the Executive Committee, each Branch Committee is responsible for the administration of all income received by the Branch and all property held by it.
- 23.15** Every Branch shall have the power to adopt such rules as it thinks fit for the conduct of its affairs, provided that such rules do not conflict in any way with the clauses of this Constitution and Olives New Zealand Bylaws and are approved by the **Executive Committee** before they become operative.
- 23.16** The Chairperson of each Branch shall be responsible to ensure that any rules adopted under clause 23.15 of the Constitution and any subsequent amendments are forwarded to the Executive Officer for the approval of the **Executive Committee**.
- 23.17** Within seven (7) days of the Annual General Meeting of the Branch, the Branch Chairperson shall ensure a copy of the financial statements for the preceding year is sent to the **Executive Officer of Society**.
- 23.18** Within seven (7) days of any meeting of a branch, minutes from that meeting shall be forwarded to the **Executive Officer**.
- 23.19** Any Branch Officer or Branch Committee Member shall be deemed to have resigned from that position with immediate effect following a vote, passed a with two thirds pursuant to clause 23.8.2
- 23.20** All members of the **Society** shall be members of a Branch.