

CONSTITUTION

OF

THE NEW ZEALAND SOCIETY
FOR THE STUDY OF DIABETES INCORPORATED

Table of Contents

1) NAME	3
2) OBJECTS	3
3) MEMBERSHIP.....	4
4) MEETINGS.....	7
5) OFFICERS OF THE SOCIETY	9
6) POWERS OF THE SOCIETY.....	12
7) POWERS OF THE EXECUTIVE COMMITTEE	12
8) OFFICER DUTIES.....	13
9) EXECUTIVE COMMITTEE MUST ADHERE TO FINANCIAL POLICY.....	14
10) USE OF SOCIETY FUNDS	15
11) DISCLOSURE OF INTEREST	16
12) PECUNIARY PROFIT, BENEFITS AND ADVANTAGES	18
13) DISPUTE RESOLUTION PROCESS	19
14) COMMON SEAL	20
15) ALTERATION, ADDITION TO, RECISSION OF THE RULES OF THE SOCIETY	20
16) DISSOLUTION.....	21
17) SERVICE OF NOTICES.....	21
18) CONTACT PERSON.....	22
19) APPLICATION OF THESE RULES	22

CONSTITUTION OF THE NEW ZEALAND SOCIETY FOR THE STUDY OF DIABETES INCORPORATED

1) **NAME**

- a) The Society shall be called the New Zealand Society for the Study of Diabetes, Incorporated, referred to hereinafter as "the Society". The common abbreviation for the Society is 'NZSSD'.

2) **OBJECTS**

The objects of the Society shall be:

- a) To advance the best standards of care for diabetes and its prevention in Aotearoa New Zealand and the Pacific.
- b) To enable equitable access to care and outcomes for people with diabetes in Aotearoa New Zealand and the Pacific.
- c) To give effect to Te Tiriti o Waitangi by:
 - i) partnering with Māori (including Māori health and/or research organisations);
 - ii) enabling equitable access to care and outcomes for Māori;
 - iii) reducing rates of diabetes for Māori;
 - iv) increasing Māori participation in diabetes education and research;
 - v) contributing to Māori workforce development; and
 - vi) enabling Māori academic studies and development.
- d) To encourage, support and enable high quality research in all aspects of diabetes.
- e) To promote development of best standards of practice in the management and education of diabetes.
- f) To facilitate the exchange of information between members including the provision of, and support for, continuing professional education suitable for all health care workers in diabetes in Aotearoa New Zealand and the Pacific.

- g) To provide a national source of scientific, clinical and cultural expertise, reference and advocacy for:
 - i) the condition of diabetes, its prevention and its complications; and
 - ii) the care of people with diabetes.
- h) To collaborate with other reputable international, national and lay societies of similar objects for the benefit of people with, or at risk of, diabetes (examples include but are not limited to Māori Clinicians Network, Diabetes New Zealand Research Foundation, Diabetes New Zealand, the International Diabetes Federation, the Australian Diabetes Society and Australian Diabetes Educators' Association).
- i) To administer scholarships grants and other charitable funds for the purposes defined above.
- j) To hold an Annual Scientific Meeting ("ASM") each year at such place as the Executive Committee determines. This may, on occasion, be a joint meeting with a body defined in Rule 2(h).
- k) To do all things incidental to the main objects of the Society including maintaining the website <http://www.nzssd.org.nz> ("the Website").

3) **MEMBERSHIP**

- a) The membership of the Society shall consist of those persons and companies recorded in the Society's Register of Members as defined at Rule 3(f). Membership of the Society is open to:
 - i) Health care professionals of all disciplines working in diabetes care;
 - ii) Scientists working in a field of interest to diabetes;
 - iii) Students or trainees in either of the above fields;
 - iv) Rongoā practitioners working in diabetes care;
 - v) Lay members may be granted membership (at the discretion of the Executive Committee) where the prospective lay member can show a significant long-term commitment to the objects of the Society;
 - vi) Companies involved in the provision of diabetes care products and/or services; and

- vii) Other diabetes societies operating within New Zealand.
- b) There shall be four classes of membership:
- i) Ordinary Member: paying the annual subscription;
 - ii) Honorary Life Member: to be elected from the ordinary membership at a General Meeting in recognition of outstanding service of the Society;
 - iii) Honorary Member: a non-member who is an individual not otherwise eligible for ordinary membership who has been elected as an Honorary Member at a General Meeting in recognition of exceptional service to the Society; and
 - iv) Corporate Member: will be open to those companies involved in the provision of diabetes care products and/or services. Upon payment of the corporate membership fee (to be determined from time to time upon resolution of a general meeting) the company may join as a Corporate Member. The membership shall be held in the name of the General Manager or equivalent officer of the company, and shall entitle the company to membership of the Diabetes Industry Group, which is an informal meeting of the Corporate Members of the Society. A company's holding of Corporate Membership shall otherwise be subject to the terms and conditions of membership as laid down in these Rules.
- c) Ordinary Members and Corporate Members who have paid their current annual subscription, and all Honorary Members and Honorary Life Members without subscription, shall be deemed to be Financial Members.
- d) In addition to any other privileges of membership, all Financial Members may:
- i) Attend all General Meetings of the Society and speak to and vote upon matters of business;
 - ii) Publicly introduce guests to any General Meeting as potential members of the Society; and
 - iii) Individual Financial Members shall be eligible for reduced rate registration at any Society scientific meeting. Corporate financial members shall be eligible for reduced rates for exhibition at the meetings.
- e) Membership is granted to a person or company referred to in Rule 3(a) above upon the person or company:

- i) completing an application form;
 - ii) providing an undertaking to observe the Constitution of the Society; and
 - iii) providing payment of the current subscription.
- f) There shall be a register of members that contains:
- i) the name of each member;
 - ii) the professional group of each member;
 - iii) the ethnicity of each member (optional);
 - iv) the last known contact details of each member;
 - v) the date on which each person became a member; and
 - vi) all other information prescribed by the Incorporated Society Regulations (the **Regulations**) (if any).
- g) Termination and resignation of memberships of the Society shall take place as follows:
- i) A member may resign with the submission of a formal written notice to the Secretary. The resignation shall take effect from the date of receipt of the notice. The resigning member shall be liable for any unpaid dues.
 - ii) Any member who is in default of any payment of subscription for a period of six months from its due date shall be liable for termination of their membership by resolution of the Executive Committee. Upon such termination they shall cease to be a member of the society, but shall be liable for all payments accrued up to that time. The Secretary will notify the member of the resolution, which will become effective on the date of despatch.
 - iii) The Executive Committee may make a written request by letter or email requiring any member to show cause, within a specified period, why they should not be suspended from membership for a specified breach or breaches of the Constitution of the Society or for conduct which, in the opinion of Executive, renders continued membership detrimental to the interests of the Society, (other than that referred to in Rule 3(g)(ii)). The matter will be considered at the next Annual General Meeting if it is to be held within 6 months of the letter or email being sent to the member, or if the Annual General Meeting is not scheduled within the next 6 months, then at an Ordinary General Meeting convened within 6 months, for the purpose of considering the matter.

At that meeting, the member may offer an explanation, verbally or in writing. If two thirds of the voting members of the Society present call for expulsion, it is to be effective forthwith, without release from any antecedent liability to the Society.

- iv) Any person whose membership is discontinued under any of these rules shall forfeit all rights and privileges of membership and shall not be entitled to refund of any money paid by them as a member, whether by way of subscription or otherwise.

4) **MEETINGS**

- a) An Annual General Meeting (AGM) of the Society will be held each year at such time and place as the Executive Committee determines and in accordance with Rule 4(c) below. The business of the AGM must include the following:

- i) The Co-Presidents' Annual Report;
- ii) The Honorary Treasurer's Report;
- iii) Reports of the Special Interest Groups of the society;
- iv) The election of an Executive Committee which shall consist of:
 - (1) an elected committee membership of not less than three nor more than 10 financial members of the society;
 - (2) A Co-President;
 - (3) A Co-President Māori and a member appointed by the Māori Advisory Committee; and
 - (4) (ex-officio) the President of Diabetes New Zealand, or their nominee.
- v) Appointment of an Honorary Auditor for the following financial year;
- vi) Consideration of the general business of the Society according to the Agenda provided by the Society Secretary; and
- vii) Consideration of any other business that may be lawfully brought forward.

- b) An Ordinary General Meeting must be convened on receipt of written notice requesting such a meeting from:

- i) one or more of the Executive committee members; or

- ii) a number of Members representing 5% of all Financial Members on the Register of members.
- c) Notice of any Annual General Meeting or Ordinary General Meeting (the term "General Meeting" may be used in relation to either meeting) must be received by the Current Financial members at least fourteen days prior to the date of the meeting, sent to their last known physical address or the email address members have nominated to the Society to receive notices. The Notice of Meeting will include an Agenda, indicating the nature of any special business. Non-receipt of such a Notice by individuals shall neither invalidate the proceedings of that meeting nor render void any vote properly taken.
- d) The attendance of not less than 10% of all Financial Members at that time shall be required to constitute a quorum for a General Meeting. No business may be transacted at any General Meeting unless a quorum is present at the commencement of the business. Where a quorum is not present 30 minutes after the time nominated for commencement of the General Meeting, the Co-Presidents of the Executive Committee may adjourn the General Meeting to a date set in accordance with Rule 4(c) above.
- e) Procedures of General Meeting:
 - i) Every Financial, Ordinary, Honorary, Honorary Life Member and Corporate Member present shall be entitled to one vote;
 - ii) Voting at all elections may be by voice, a show of hands, secret ballot, either in person, online, or via some other electronic means, or such other methods as the Executive Committee determines. The General Meeting can appoint a returning officer and two scrutineers, to assist with the elections if required; however
 - iii) Where there is no more than one nomination for each post, and unless an objection is made by a Financial Member, then the vote may be by voices or a show of hands or such other methods as the Co-Presidents determine.
- f) Voting of all other questions may be by voice, a show of hands, secret ballot, either in person, online, or via some other electronic means, or such other methods as the Executive Committee determine.
- g) The Society Secretary or another committee member as nominated by the Co-Presidents shall record and keep minutes of all meetings of the Society.
- h) The Executive Committee is entitled to hold a ballot, either in person, online, or via some other electronic means, on issues that affect the Society between AGM's. Each current Financial Member is entitled to one vote. Notice of any voting ballot and voting papers are

to be served on Members to their last known physical address or the last known email address which they have nominated to the society. Non-receipt of such a Notice and ballot shall neither invalidate the ballot nor render void any vote properly received.

5) **OFFICERS OF THE SOCIETY**

- a) The day to day business of the Society will be run by an Executive Committee which will meet with a quorum, 10 times each calendar year, to be convened by video conference and with a minimum of 1 of those meetings being face-to-face meetings.
- b) A person will be eligible to be an Executive committee member if:
 - i) that person is a natural person;
 - ii) that person is a Member;
 - iii) that person has:
 - (1) consented in writing to being an Executive committee member; and
 - (2) certifies that they are not disqualified from holding office as an Executive committee member in accordance with this Constitution and the Incorporated Societies Act 2022 (the **Act**); and
- c) that person is not:
 - i) under 16 years of age;
 - ii) an undischarged bankrupt;
 - iii) 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;
 - iv) disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
 - v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (1) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);

- (2) an offence under section 143B of the Tax Administration Act 1994;
 - (3) an offence resulting in disqualification under the Act;
 - (4) an offence, in a country other than New Zealand, that is substantially similar to an offence specified at i – iii above; or
 - (5) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere; or
- vi) a person subject to any of the following:
- (1) a Court order disqualifying that person from holding office as an Officer;
 - (2) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (3) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (4) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act; or
 - (5) otherwise disqualified from holding office as an Officer under the Act or at law generally.
- d) The Executive Committee will consist of:
- i) the Co-President (elected at the General Meeting);
 - ii) the Co-President Māori (appointed by the Māori Advisory Committee);
 - iii) Committee members to number not less than three and no more than 10;
 - iv) one Māori member (appointed by the Māori Advisory Committee); and
 - v) one ex-officio representative from Diabetes New Zealand.
- e) At the first meeting following the AGM appointing the Executive Committee, the Executive Committee may appoint from the elected members of the Executive Committee, a Treasurer, or Secretary, or any other roles as the Committee sees fit, that support the functioning of the Executive Committee and the Society.
- f) The responsibilities of the Secretary will include the recording of minutes for the General

and Executive Committee meetings, communication and record holding within Executive, and acting as Executive's communicant.

- g) The Executive Committee will be elected from financial members of the Society in the AGM for a term that is no longer than 4 years; all members of the Executive Committee may be eligible for re- election.
- h) The term of the Co-Presidents will be up to 3 years, and will be in addition to at least 4 years as an Executive Committee member.
- i) The term of each Executive Committee member will be from their appointment until they cease to hold office, which will occur if the relevant person:
 - i) is removed by resolution of the Executive committee members passed by a majority vote of Executive Committee Members;
 - ii) is disqualified from holding office in accordance with Rule 4(vi)(5);
 - iii) resigns giving one month's notice in writing of membership to the Committee of the Society. Such resignation shall take effect upon the expiration of such notice; or
 - iv) following the absence from three consecutive meetings of the Committee without specific leave of absence granted by the Committee - the continuing members of the Committee may act notwithstanding any vacancy in their body; or
 - v) dies.
- j) Any vacancy may be filled by co-option, from the membership, at the discretion of the Executive Committee. The appointed person will hold office until the next AGM.
- k) The Executive Committee will meet for its business at such times and places as it may consider appropriate.
- l) A quorum will be a majority of members of the Executive Committee present at the beginning of Meeting, one of whom shall be one of the Co-Presidents.
- m) A Co-President would normally take the chair. In the absence of both Co-Presidents, the chair will be taken by a member nominated by the Executive Committee members present at that meeting.
- n) The Committee has absolute discretion in the manner of its proceedings. Business will be resolved by a majority vote.

- o) In the case of a tied vote, the Co-Presidents must reach consensus amongst themselves and then make a casting vote. Only one casting vote may be used and is to be mutually agreed to by both Co-Presidents.
- p) If the Society has a Secretary, they are to record and keep minutes of all meetings of the Committee.
- q) The Co-President/s elect of the succeeding committee will be additional ex officio member/s of the Executive Committee during the twelve months prior to taking office.
- r) The Executive may co-opt additional members for defined purposes and/or delegate specific issues to sub-committees either from its own membership or from the general membership which it can appoint.
- s) In consideration of the Executive Committee members accepting appointment to the respective positions to which they have been elected or appointed from time to time, the Society will indemnify each of the Executive Committee members against all actions, proceedings, claims, damages, losses, demands, calls, liabilities, costs (including legal costs) and expenses suffered or incurred by that Executive Committee while acting in good faith as a member of the Executive Committee and such indemnity shall remain in effect after the member has ceased to be a member of the Executive Committee. If required to do so by a member of the Executive Committee, the Society will enter into a deed of indemnity with the member at the time the member is elected or appointed to office. This indemnification will not apply to any Executive Committee member (including any former Executive Committee member) for any liability for any breach of the Executive Committee member's duties or obligations as an Executive Committee member arising from the Executive Committee's dishonesty, willful misconduct, or gross negligence.

6) **POWERS OF THE SOCIETY**

- a) The Society shall have the power to do all such lawful acts and things as are incidental or conducive to attainment of its objects.

7) **POWERS OF THE EXECUTIVE COMMITTEE**

- a) The Executive Committee may, subject to any restrictions in this Constitution, in the Act, or otherwise at law:
 - i) control and manage all the affairs of the Society;
 - ii) exercise all such functions as may be exercised by the Society;

- iii) set all policies to achieve the objects of the Society;
- iv) have the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society;
- v) employ, contract with, and dismiss contractors and employees, including employing a Secretariat who may fulfil the responsibilities of the Secretary and/or Treasurer, as the Committee sees fit;
- vi) pay salary or wages or other payments for services to the Society to Executive Committee Members including any sub-committees or advisory committees;
- vii) have the power to reprimand, suspend or penalize any member of the Society for misconduct;
- viii) to purchase or acquire for the Society any real or personal property or any rights or privileges which the Society shall decide to purchase or acquire and to give and to execute mortgages over properties purchased or acquired for the balance purchase monies upon such terms or conditions as the Board thinks fit;
- ix) to borrow and raise money upon mortgage of the real or personal property of the Society or any part or parts thereof or upon debentures or mortgage debentures charging the whole or part of the assets of the Society and to execute mortgages to secure such debentures or mortgage debentures or to borrow money from bankers or other persons with or without security; and
- x) do all or any other things permitted by this Constitution, or otherwise at law, in furtherance of the objects of the Society.

8) **OFFICER DUTIES**

- a) Every Executive Committee member must:
 - i) act honestly, in good faith, and in the best interests of the society;
 - ii) exercise powers for proper purposes only;
 - iii) comply with the Act and the constitution;
 - iv) exercise reasonable care and diligence;
 - v) not create a substantial risk of serious loss to creditors;

- vi) not incur an obligation the Executive committee member doesn't reasonably believe the society can perform; and
- vii) declare any conflicts of interest and follow the process set out in Rule 10 immediately upon becoming aware that they are, or may be, interested.

- b) The Executive Committee must give effect to Te Tiriti o Waitangi as New Zealand's constitutional founding document in managing the operation and affairs of the Society.
- c) The Executive Committee has the power to establish a Māori Advisory Committee, which will be established in consultation with members of the Society who are Māori. The Māori Advisory Committee will develop its own terms of reference and conditions of membership, but will have the responsibility of:
 - i) appointing a Co-President and an additional member to the Executive Committee; and
 - ii) advising on any issues that impact Māori, tikanga Māori and mātauranga Māori.
- d) The Executive Committee will engage with and seek advice from the Māori Advisory Committee on any issues that impact Māori, when seeking to give effect to object 2(b) and Te Tiriti o Waitangi, including seeking the Māori Advisory Committee's approval before adoption of any policy and procedure of the Society that impacts Māori, gives effect to object 2(b) and Te Tiriti o Waitangi.

9) **EXECUTIVE COMMITTEE MUST ADHERE TO FINANCIAL POLICY**

- a) Annual subscriptions are to be paid by Ordinary and Corporate members. No annual subscriptions are payable by Honorary and Life members. The annual subscription for Ordinary and Corporate members shall be fixed from time to time by the Society in the Annual General Meeting and shall be in respect of the financial year (Rule 9(b)(i)). The subscription should be paid within three months of despatch of the renewal advice but see (Rule 3(e)).
- b) **Accounts**
 - i) The financial year of the Society will end on the 31st day of March of each year.
 - ii) Financial statements must:
 - (1) Be prepared and registered within 6 months after the balance date of the Society;
 - (2) Be dated and signed by or on behalf of the Society by 2 members of the

committee;

- (3) ensure that, within 6 months after the balance date of the society, copies of the financial statements of the society for the period ending on that date are given to the Registrar for registration; and
 - (4) be prepared in accordance with any other requirements under section 102(2) of the Act.
- iii) The Treasurer will present financial reports for ratification to each meeting of the Executive.
 - iv) The Treasurer shall prepare the accounts of the Society for each financial year, have them examined by the appointed auditor, (Rule 4(a)(v) and present them to the next AGM after the end of the financial year.
- c) The financial philosophy of the Society shall be that of:
- i) A non-profit making, self-sufficient, organisation;
 - ii) The Society's solvency shall be maintained from predictable income that is annual membership subscriptions and similar items; and
 - iii) Scientific meetings held in the Society's name will be run with the financial philosophy of self-sufficiency without profit; however, any net profit that may derive from such meetings inevitably belong to the general funds of the Society.

10) **USE OF SOCIETY FUNDS**

- a) The control, power of investment and use of the funds of the Society shall lie within the Executive Committee subject to the following rules:
 - i) The Executive Committee shall make arrangements as deemed desirable for the opening of bank accounts in any bank or banks, either on current account or fixed deposit and investment and from time to time. Specific accounts may be established for specific purposes or to hold payment or bequests to the Society made for a specific purpose.
 - ii) All funds of the Society shall be paid into the Society's bank accounts, and any part thereof may be invested in the manner provided by the Trustees Act 1908 or any Act amending the same.
 - iii) Any three duly nominated members of the Executive Committee shall be authorised

to operate the accounts, provided that any payment by electronic transfers shall be authorised by two members of the Executive Committee one of whom shall be the Treasurer.

- iv) Any income, benefit or advantage shall be used to advance the charitable purposes of the Society and no portion shall be transferred in any manner to members of the Society other than as legitimate real and actual expenses incurred by a member on Society business.
- v) No individual member or associated person shall receive any form of private income, benefit or advantage from the operations.
- vi) No member or the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated persons of any income, benefit or advantage whatsoever.
- vii) Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be paid in an arm's-length transaction (being the open market value).
- viii) The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.
- ix) No payment shall be made by the Executive Committee for an amount greater than 25% of the total funds held by the Society in bank accounts without the approval of 75% of the Financial Members. Such approval may be obtained by vote at a General Meeting or by consent to the payment received from Members in writing.
- x) The Executive Committee may, at its discretion, accept liability for legitimate fee for service, e.g. auditing, legal advice, secretarial and membership services. However, the Society's membership list is regarded as confidential and may not be divulged for monetary or material or commercial advantage to any other body.

11) **DISCLOSURE OF INTEREST**

- a) Where any Executive committee member is, or may be, interested or concerned directly or indirectly in a matter, including:
 - i) The Society's performance of any of its activities or exercise of its powers; or

- ii) an arrangement, agreement or contract made or entered into, or proposed to be entered into by the society;

that Executive committee member must disclose the nature and extent of their interest to the other Executive committee members (including the monetary value of that interest if it can be quantified).

- b) Disclosure under Rule 11(a) must be made as soon as practicable after the Executive committee member becomes aware that they are, or may be, interested in the matter and as soon as it is made, the disclosure must be included in the Interests Register kept in accordance with Rule 11(c)1(c) of this Schedule.
- c) The Executive committee shall hold and maintain an Interests Register for the purpose of recording matters in which Executive committee members may have an interest.
- d) Where an Executive committee member makes a disclosure in accordance with Rule 11(a) that Executive committee member:
 - i) must not vote or take part in a decision of the Committee relating to the matter; and
 - ii) must not sign any document relating to the entry into a transaction or initiation of the matter; but
 - iii) may take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise),

however:

- i) an Executive committee member who is prevented from voting on a matter may still be counted for the purposes of determining whether there is a quorum at any meeting at which that matter is considered; and
 - ii) subject to Rule 11(e), Rule 11(a) and (b) above will not apply to an Executive committee member in relation to a particular matter if all Executive committee members who are not interested in the matter consent to that Executive committee member acting in the manner contemplated in those paragraphs.
- e) Notwithstanding any other provision of this Schedule, if 50% of the Executive committee member are prevented from voting on a matter under Rule 11(a)(i), a General Meeting must be held, where a vote is called by the Members to determine the matter.

- f) Subject to Rule 11(g), an Executive committee member will be 'interested' in a matter if the Executive committee member:
- i) is a party to, or will derive a material financial benefit from that matter;
 - ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter;
 - iii) may have a financial interest in a person to whom the matter relates;
 - iv) is a partner, director, Executive committee member, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
 - v) is otherwise directly or indirectly interested in the matter.
- g) An Executive committee member will not be interested in a matter for the following reasons:
- i) merely because that Executive committee member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act or this Constitution; or
 - ii) if the Executive committee member's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - iii) if the Executive committee member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Executive committee member in carrying out the Executive committee member's responsibilities under the Act or this Constitution.

12) **PECUNIARY PROFIT, BENEFITS AND ADVANTAGES**

- a) Subject to Rule 10, the Society must not operate for the purpose of, or with the effect of:
- i) any Member of the Society deriving any private pecuniary profit or personal financial gain from membership of the Society, other than as may be permitted by law;
 - ii) returning all or part of the surplus generated by the Society's operations to Members, in money or in kind; or
 - iii) conferring any kind of ownership in the Society's assets on Members.

- b) The Society will not operate for the financial gain of Members simply if the Society:
 - i) engages in trade;
 - ii) for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual;
 - iii) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
 - iv) provides benefits to members of the public or of a class of the public and those persons include Members or their families;
 - v) 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);
 - vi) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society; or
 - vii) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- c) No Member, or any person associated with a Member, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member, or any person associated with a Member, of any income, benefit, or advantage.
- d) Any payments made to a Member, or any person associated with a Member, must be for goods and services that advance the purposes and must be reasonable and relative to payments that would be made between unrelated parties.

13) **DISPUTE RESOLUTION PROCESS**

- a) If the Executive committee is notified in writing by any Members of a dispute between that Member and the Executive Committee then the parties must, within a reasonable time, attempt to resolve the dispute through discussion between the Member and the Executive Committee.

- b) If the dispute has not been resolved within a reasonable time under Rule 13(a), the parties must, acting in good faith and being respectful of all parties, endeavour to agree on a process for resolving the dispute, which allows for natural justice to be done and may include (but is not limited to):
 - i) further discussions;
 - ii) a tikanga-based approach to be agreed between parties;
 - iii) mediation; and / or
 - iv) determination of the dispute by an independent expert.
- c) If the parties fail to resolve the dispute by following a process in accordance with Rule 13(a), the Committee will re-consider the issue in light of the process followed and any such re-consideration will then be binding on the parties.
- d) This process will not affect any rights at law that either the Members or the Committee may have to seek injunctive relief or compensation or to otherwise seek a resolution in respect of any dispute that arises in relation to the Society.

14) **COMMON SEAL**

- a) The Common Seal of the Society shall be that approved by the Executive Committee, of which the Secretariat or Secretary shall be responsible for the safe custody and the whole Committee for its control.
- b) Whenever use of the Common Seal of the Society is required, the Seal shall be affixed to the document only as a consequence of a resolution of the Committee and in the presence of the Co-Presidents and an additional committee member who will sign that document.

15) **ALTERATION, ADDITION TO, RECISSION OF THE RULES OF THE SOCIETY**

- a) Any of these Rules may be altered, added to or rescinded at any General Meeting, subject to the following conditions:
 - i) Fourteen days notice of meeting, indicating the purpose of meeting and the nature of the rule change required, shall be sent to each Financial Member of the Society.
 - ii) Changes to the Rules will only be effected by a resolution agreed to by two thirds of those members voting at the General Meeting by voices, a show of hands, secret ballot, either in person, online, or via some other electronic means, or such other methods as the Executive Committee determines. The General Meeting can appoint

a returning officer and/or scrutineers to assist with the counting of votes if required.

- b) Alterations properly accepted by the Society will antecede the necessary registration of with the Registrar of Incorporated Societies and/or the registration with the Charities Commission under the Charities Act 2005. However, any such alterations are effective immediately.
- c) No addition to or alteration of the charitable objects (Rule 2), the personal benefit clause (Rule 12) or the dissolution clause (Rule 16) below shall be approved if such an amendment would in any way affect the charitable status of the Society.

16) **DISSOLUTION**

- a) The Society may at any time be wound up voluntarily by:
 - i) The passing of a resolution to that effect at a General Meeting which is passed by majority of 75% of all of the Members; and
 - ii) The confirmation of that resolution by a majority of the Members who attend, and cast a valid vote at, a General Meeting of Members convened not less than 30 days later.
 - iii) Any resolution under Rule 16(a) may only be made if it complies with the Act and any other restrictions on the Committee's powers and functions.
 - iv) If a resolution for the voluntary winding up of the Society is passed, the Executive committee members will elect one or more persons (such other number not to exceed 10 persons) who will be trustees and liquidators of the Society and who must distribute Assets held by the Society in accordance with any requirements imposed by the Act. If any surplus remains it shall then be transferred to any non-for-profit organisation that has purposes and objects similar to, or substantially the same as, the Purposes and the objects of the Society.
 - v) Following distribution in accordance with Rule 16(a)(iv), any Executive committee member may be appointed to ensure that the Society is removed from the New Zealand Incorporated Societies Register in accordance with any requirements in the Act or otherwise.

17) **SERVICE OF NOTICES**

- a) Any notice or information required or desired to be sent to any Member shall be deemed to have been delivered and received by the Member, if:

- i) sent by post in a prepaid letter addressed to the member at their last known place of abode or at its last known headquarters, as appropriate in New Zealand; or
- ii) sent by email to the email address nominated by the member to receive notices, when acknowledged by the Member receiving the email either orally (to a member of the Executive Committee) by return email or otherwise in writing; or
- iii) posted on the Website for a period of not less than 12 weeks.

18) **CONTACT PERSON**

- a) The Society will have at least one, but no more than three, contact person(s), whom the Registrar can contact when needed.
- b) The Society's contact person must be:
 - i) at least 18 years of age; and
 - ii) ordinarily resident in New Zealand.
- a) The contact person will be appointed by a resolution of not less than 50% of the Executive Committee.
- b) The Executive Committee will ensure the following details for each contact person is provided to the Registrar:
 - i) the contact person's name;
 - ii) the contact person's physical and electronic address; and
 - iii) the contact person's telephone number.
- c) Any change in the contact person or that person's name or contact details will be advised to the Registrar by the Executive Committee within 20 Working Days of the Society becoming aware of the change.

19) **APPLICATION OF THESE RULES**

- a) These Rules of this Constitution will be effective from the date of registration.