
**CONSTITUTION OF
NETWORK WAITANGI ŌTAUTAHI INCORPORATED**

CONTENTS

1.	DEFINITION AND INTERPRETATION	1
2.	NAME	2
3.	AIM / PURPOSE	2
4.	OBJECTS	2
5.	CHARITABLE STATUS	3
6.	POWERS	3
7.	CONTRACTING METHOD	3
8.	MEMBERSHIP	3
9.	MEMBERSHIP SUBSCRIPTIONS AND FEES	4
10.	GENERAL MEETINGS	5
11.	ORGANISING GROUP	6
12.	INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS	9
13.	POWER TO DELEGATE	9
14.	FINANCIAL ARRANGEMENTS	9
15.	INDEMNITY AND INSURANCE	10
16.	ALTERATION OF RULES	11
17.	REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY	11
18.	SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION	12
19.	BYLAWS	13
	SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES	14

INTRODUCTION

- A. **NETWORK WAITANGI ŌTAUTAHI INCORPORATED** (the “**Society**”) is an incorporated society that was incorporated on 18 December 2003 and is governed by rules dated 18 December 2003 and amended on 19 February 2025.
- B. The Society has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules of the Society.

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
- (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) “**Chairperson**” means the person who chairs Organising Group Meetings and General Meetings. The Convenor will be the Chairperson. If the Convenor is absent or unable to act as Chairperson at a Organising Group Meeting or General Meeting, the Organising Group will select an Organising Group Member to be the Chairperson.
 - (c) “**Current Member**” or “**Current Members**” means those Members who have paid all subscriptions and fees (if any) to the Society by their respective due dates and are therefore eligible to exercise the rights of Membership.
 - (d) The “**Organising Group**” means the Organising Group Members elected or appointed in accordance with clause 11 of this Constitution.
 - (e) An “**Organising Group Member**” or “**Organising Group Members**” means those Organising Group Members for the time being and anyone who is elected or appointed as an Organising Group Member of the Society in accordance with clause 11 of this Constitution.
 - (f) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
 - (g) A “**Member**” or “**Members**” means those Members for the time being and anyone who is admitted as a Member of the Society in accordance with clause 8.2.
 - (h) “**Notice**” means written notice and includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered within two (2) days of being sent. If a Member or Organising Group Member does not receive Notice of a General Meeting or Organising Group Meeting for reasons outside of the Organising Group’s control or because of the Member’s or Organising Group Member’s failure to update the Organising Group with their contact details, then the failure to give notice to the Member or Organising

Group Member will not invalidate the General Meeting or Organising Group Meeting.

- (i) An “**Officer**” or “**Officers**” means the Organising Group Members for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
- (j) The “**Purposes**” means the aims/purposes in clause 3 of this Constitution.
- (k) The “**Society**” is this society that was incorporated on 18 December 2003.
- (l) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in Ōtautahi/Christchurch, Aotearoa/New Zealand.

1.2 Unless the context otherwise requires:

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

2. **NAME**

2.1 The name of the Society is Network Waitangi Ōtautahi Incorporated.

3. **AIM / PURPOSE**

The primary purpose of the Society is to promote, encourage and provide educational opportunities to work, as part of a wider network of groups and individuals, towards a society based on Te Tiriti o Waitangi with a particular focus on the responsibility for building honourable Kāwanatanga.

4. **OBJECTS**

4.1 The objects of the Society will be:

- (a) to follow-up from introductory workshops, including implementation workshops;
- (b) to support those who are developing their Tiriti work;
- (c) to lead introductory workshops;
- (d) to organise meetings on topics of interest;
- (e) to ensure a commitment to accountability to each other and to mana whenua;
and
- (f) to carry out any other activities consistent with the charitable objects of the Society.

5. CHARITABLE STATUS

The Society is a charitable entity under the Charities Act 2005 and will only use its money, property and other assets to further the Purposes of the Society. Unless acting in accordance with the Act, the Charities Act 2005 and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

6. POWERS

- 6.1 Subject to clause 5, the Society has full capacity, powers and privileges, as set out in section 18 of the Act. Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Charities Act 2005 or any other legislation.
- 6.2 The activities of the Society will be limited to Aotearoa/New Zealand.

7. CONTRACTING METHOD

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

8. MEMBERSHIP

- 8.1 The Society will maintain the minimum number of Members required by the Act, being a minimum of ten (10) Members.
- 8.2 Any consenting person who agrees with the Purposes of the Society can, subject to the Organising Group's approval, become a Member of the Society by application in writing (including by electronic means) and upon payment of subscriptions and fees (if any) set in accordance with clause 9. In considering whether to accept or withhold approval of a Membership application, the Organising Group may consider:
 - (a) what is in the best interests of the Society;
 - (b) whether approving the application is in furtherance of the Society's purposes;
and
 - (c) what is fair and reasonable in the circumstances.
- 8.3 All those persons who at the date of these rules being agreed to were Members of the Society known as Network Waitangi Ōtautahi Incorporated are Members of the Society.

- 8.4 The Organising Group must keep an up-to-date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) subscriptions and fees paid (if any);
 - (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - (c) any other information required by the Organising Group or by the Act.
- 8.5 Members must notify the Organising Group of any change to their information recorded on the register of Members.

9. MEMBERSHIP SUBSCRIPTIONS AND FEES

- 9.1 The Organising Group may require Members of the Society to pay a subscription of such amount or amounts and by such date as may from time to time be fixed at a General Meeting.
- 9.2 The Organising Group may also require Members of the Society to pay a one-off fee for events, activities or similar, as determined from time to time by consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority resolution of the Organising Group.

Cessation Of Membership

- 9.3 Any Member of the Society may resign their membership at any time by giving to the Organising Group Notice to that effect and such Notice, unless otherwise stated, will take effect immediately.
- 9.4 A Member ceases to be a Member on death. The cessation of their membership is effective from the date of death.
- 9.5 Unless otherwise determined by consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority resolution of the Organising Group, any Member who fails to pay any subscription or fees for six (6) months after they have become due will be deemed to have resigned their membership.
- 9.6 The Organising Group may decide by consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority resolution to remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Organising Group, makes their membership in the Society undesirable.
- 9.7 After following the dispute resolution procedures set out in Schedule One, the Organising Group may decide by consensus or in the event that a consensus cannot be

reached, then a decision will be made by a majority vote to terminate a Member's membership if the Member has:

- (a) breached this Constitution, the Society's bylaws, or the Act; or
- (b) engaged in misconduct which has brought the Society into disrepute or makes their membership in the Society undesirable.

9.8 Unless otherwise determined by consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority resolution of the Organising Group, a Member whose membership has ceased in accordance with this Constitution will remain liable to pay all subscriptions and any other fees due up until the end of their membership.

10. GENERAL MEETINGS

10.1 The quorum for a General Meeting will be ten (10) Members present in person.

10.2 Minutes of meetings must be kept for every General Meeting.

Annual General Meetings

10.3 At least thirty (30) days prior to the Annual General Meeting, the Organising Group will give Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 11.7 and submit a Current Member motion in accordance with clause 10.7(a).

10.4 At least fourteen (14) days prior to the Annual General Meeting, the Organising Group will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Current Member or Organising Group motions to be voted on under clause 10.7(a) and the details of candidates for election to the Members of the Organising Group under clause 11.7.

10.5 The Annual General Meeting must be called by the Organising Group and must be held no later than six (6) months after the Society's balance date and no later than fifteen (15) months after the previous Annual General Meeting.

10.6 At the Annual General Meeting the Organising Group must present:

- (a) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
- (b) the financial statements of the Society for that period; and
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

10.7 At the Annual General Meeting the Organising Group may also carry out the following business:

- (a) put forward Current Member and/or Organising Group motions for the Society to vote on, which will be notified to Members in accordance with clause 10.4. A Current Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Organising Group at least twenty-one (21) days before that Annual General Meeting. The Current Member may also provide

information in support of that motion. Notice of a Current Member motion must be given to Members in accordance with clause 10.4.

- (b) appoint an independent person or organisation suitably qualified to assess the Society's accounts' compliance with financial reporting requirements specified by law;
- (c) conduct any other business that may properly be brought before the Annual General Meeting.

10.8 The Election of Organising Group Members will also take place at the Annual General Meeting.

Special General Meetings

10.9 Special General Meetings may be called by the Organising Group or by a written request made by at least five (5) Current Members and delivered to the Convenor. The Special General Meeting will be called within thirty (30) days of the decision being made or the General Meeting being requested.

10.10 A Special General Meeting will only consider business related to the reason for which it is called, as notified to the Members in the Notice of Special General Meeting at least fifteen (15) days prior to the Special General Meeting.

Voting

10.11 The General Meeting will be chaired by the current Convenor or in their absence another Member of the current Organising Group. In the absence of both the Convenor or another Member of the current Organising Group the meeting will elect a person to chair the meeting from among the Current Members present.

10.12 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this Constitution, be made by a majority vote of the Current Members present and entitled to vote at the General Meeting.

10.13 Only Current Members will be eligible to vote. Proxy votes and votes by post or electronic means are not permitted for General Meetings.

10.14 Voting will be by a show of hands unless Current Members indicate an alternative preference. If any Current Member requests a secret ballot on any vote or election, a secret ballot will be held.

10.15 If voting is tied, the Convenor will have a casting vote.

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

11. ORGANISING GROUP

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

11.2 Prior to election or appointment, every Officer (including every Member of the Organising Group) must consent in writing to becoming an Officer and certify that they

are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.

- 11.3** The Organising Group must have a minimum of three (3) members and will be composed of the Convenor and no less than two (2) Current Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 11. All of the members of the Organising Group must also be Members of the Society.
- 11.4 The Convenor will perform the role of Chair as required.
- 11.5** The Organising Group will have the power to fill any vacancies on the Organising Group following the Annual General Meeting, or any vacancy that arises in the Organising Group from among its Current Members until the next Annual General Meeting.
- 11.6 Elected Members of the Organising Group will serve for a term of one (1) year and retire at each Annual General Meeting, but will be eligible for re-election. Newly elected Organising Group Members will take office immediately upon their election.
- 11.7 Nominations for elected positions on the Organising Group, may be by way of written nomination signed by a Current Member, accompanied by their consent under clause 11.2 and given to the Convenor at least twenty (21) days before the day fixed for the Annual General Meeting. Notices given to the Convenor under this clause must contain sufficient details required by the Organising Group including the nominated Current Member's full name. No nomination may be withdrawn after the date on which nominations close. If there are insufficient nominations to fill the vacant positions on the Organising Group, oral nominations may be received at the Annual General Meeting, provided that all nominees consent to being elected and satisfy the requirements set out in clause 11.2. Any other administrative process at the election of the Organising Group will be managed in a manner determined by the incoming Organising Group.

Organising Group Meetings

- 11.8 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Organising Group Members can hear each other well enough to follow the discussion throughout the meeting. Organising Group Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 11.9 The Organising Group may hold a meeting at such time and place as they determine.
- 11.10 The procedure for Organising Group meetings will be as follows:
- (a) A quorum will be at least half (1/2) of the Organising Group Members.
 - (b) Subject to this Constitution and the Act, each Organising Group Member will be entitled to one (1) vote on any matter being voted on by the Organising Group. All questions will, if possible, be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by a show of hands.
 - (c) If the voting is tied, the Convenor will exercise a casting vote.
 - (d) Each meeting will be chaired by the Convenor of the Society or, in their absence, another Member of the Organising Group.

- (e) The Convenor will ensure that a minute book is maintained which is available to any Member of the Society and which, for each meeting of the Organising Group, records:
 - (i) The names of those present;
 - (ii) All decisions which are required by the Constitution or by law to be made by the Society; and
 - (iii) Any other matters discussed at the meeting.

11.11 Where half (1/2) or more of the Organising Group Members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Organising Group Members may vote on the matter. Where only one (1) Organising Group Member remains, a Special General Meeting of the Society must be called to determine the matter.

Removal from Organising Group

11.12 The office of Member of the Organising Group (including that of any Office-bearer) shall be vacated if the Organising Group Member:

- (a) commits an act of bankruptcy;
- (b) becomes of unsound mind;
- (c) dies;
- (d) resigns their office by notice in writing to the Society; or
- (e) has for more than three (3) months been absent without the permission of the Organising Group from meetings of the Organising Group held during that period;
- (f) ceases to be a Member of the Society;
- (g) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005;
- (h) becomes disqualified to be an Officer in accordance with the Act; or
- (i) otherwise becomes disqualified to be an Organising Group Member of the Society in accordance with this Constitution.

11.13 If an Organising Group Member is:

- (a) in the opinion of a majority of the other Organising Group Members, physically or mentally incapable of acting as an Organising Group Member; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Organising Group Members, makes their position as an Organising Group Member undesirable,

then, by resolution made by consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority of the other Organising Group Members, the Organising Group Member will be removed as an Organising Group Member of the Society immediately (unless the resolution states otherwise).

Miscellaneous

11.14 The Organising Group may decide by consensus or in the event that a consensus cannot be reached, then by majority resolution who from among them will hold the role of Convenor, along with any other role the Organising Group deems appropriate.

11.15 The Organising Group will appoint one (1) or up to three (3) contact persons by way of consensus or in the event that a consensus cannot be reached, then a decision will be made by a majority resolution. This contact person could be an Organising Group Member, Officer, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in Aotearoa/New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person(s).

12. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE OBJECTS

12.1 Any income, benefit or advantage will be applied to the charitable objects of the Society.

12.2 No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.

12.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

12.4 The provision and effect of this clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

13. POWER TO DELEGATE

13.1 The Organising Group may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. Such a committee or person may, without confirmation by the Organising Group, exercise or perform the delegated powers or duties in the same way and with the same effect as the Organising Group could itself have done, however, the Organising Group will remain responsible for the decisions and actions of any such committee. Where a decision has been made by the committee, the Organising Group has the ability to amend and change such decisions.

13.2 Any committee or person to whom the Organising Group has delegated powers or duties will be bound by the charitable terms of the Society and any terms or conditions of the delegation set by the Organising Group.

13.3 The Organising Group will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Organising Group.

13.4 Any person appointed to be a member of any such committee, or to whom such delegation is made, shall be a Member of the Society.

14. FINANCIAL ARRANGEMENTS

14.1 The funds and property of the Society will be controlled and managed by the Organising Group in accordance with this Constitution and the Act, to further the Society's Purposes.

- 14.2 The financial year of the Society will be from 1 July to 30 June the following year.
- 14.3 The Organising Group must ensure a financial statement is kept that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act and the Charities Act 2005.
- 14.4 The Organising Group must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.
- 14.5 At the first meeting of the Organising Group following each Annual General Meeting, the Organising Group will decide:
- (a) How money will be received by the Society;
 - (b) Who will be entitled to produce receipts;
 - (c) What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - (d) Policy concerning the investment of money by the Society, including what type of investment will be permitted;
- 14.6 The Convenor will ensure that true and fair accounts are kept of all money received and expended.
- 14.7 The Organising Group shall, as soon as practicable after the end of the financial year of the Society, arrange for the Society's accounts for that financial year to be assessed as compliant with financial reporting requirements specified by law by a suitably qualified person or organisation appointed for that purpose.
- 14.8 Current Members may resolve at a General Meeting to appoint an auditor or reviewer to seek assurance of the Society's accounts and will appoint such a suitably qualified person where required to do so under the Charities Act or the Act.
- 15. INDEMNITY AND INSURANCE**
- 15.1 The Society may, with the authority of the Organising Group, indemnify and/or obtain insurance for an Officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (b) a duty under section 54 to 61 of the Act (officers' duties); or
 - (c) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (d) costs incurred by the officer for any claim or proceeding related to a liability under clause 15.1(a).
- 15.2 The Society may indemnify or obtain insurance for an Officer, Member or employee in accordance with the Act.

16. ALTERATION OF RULES

- 16.1 The rules of the Society may only be altered, added to, rescinded or otherwise amended in any way by a two-third (2/3) majority of Current Members personally present at any General Meeting,

PROVIDED THAT no amendment of the Society's Constitution is made which would:

- (a) modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
- (b) result in the Society losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society's Constitution must be made in writing.

- 16.2 The Organising Group may amend the terms of this Constitution by a unanimous resolution of the Organising Group if the amendment:

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

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

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Organising Group may make the amendment.
- (d) If a Member objects to the amendment made under clause 16.2 within twenty (20) Working Days after the date on which the Notice is sent, the Society may not make the amendment under this clause.

17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF SOCIETY

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

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

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

- (a) the Organising Group must give at least twenty (20) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by consensus or in the event that a consensus cannot be reached, then by a majority of the Current Members present and entitled to vote (the "First Resolution") and then confirmed at a subsequent General Meeting, not less than thirty (30) days after the First Resolution under this clause, by consensus or in the event that a consensus cannot be reached, then by a majority of the Current Members present and entitled to vote (the "Second Resolution"). Notice of the second General Meeting must be given in accordance with this clause 17.3.

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

- 18.1 On a Current Member vote in accordance with clause 17.1 or 17.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be given or transferred, after payments of all liabilities, to some other approved charitable organisation or body in Aotearoa/New Zealand with similar objects to the Society that also has charitable status in Aotearoa/New Zealand as may be determined by consensus or in the event that a consensus cannot be reached, then by majority of the Current Members in accordance with clause 18.2.
- 18.2 If the First Resolution is passed in accordance with clause 17.3(c), then a resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Organising Group must give at least twenty (20) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by consensus or in the event that a consensus cannot be reached, then by majority of the Current Members present and entitled to vote; and
 - (d) the resolution must set out which charitable entities the Society's surplus assets will be applied to in accordance with clause 18.1.
- 18.3 To be clear, a resolution under this clause 18 may be made at the same General Meeting to pass the Second Resolution under clause 17.

19. BYLAWS

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

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

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

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

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

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

2. How a Complaint is Made

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

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

2.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

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

3. Investigating and Determining a Dispute

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

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

- (a) appoint an external person to investigate and report; or
- (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
- (c) appoint an external person to investigate and make a decision; or
- (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

3.3 Despite clause 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

3.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

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

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) their written statement or submissions (if any) are considered by the decision maker.

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

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

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

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

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

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