

# Linguistic Society of New Zealand Constitution

*Certified as a true and correct copy of the Constitution passed at the Annual General Meeting of the Society held on 27 November 2025 by Sasha Calhoun*



## Introductory rules

### 1 Name

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

### 2 Charitable status

- 2.1 The **Society** is not registered as a charitable entity under the Charities Act 2005.

### 3 Definitions

- 3.1 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.

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

**'Constitution'** means the rules in this document.

**'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**.

**'Life Member'** means a person admitted to **Membership** under clauses 7.2.2 and 7.3 of this **Constitution**.

**'Matter'** means—

- the **Society's** performance of its activities or exercise of its powers; or
- 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**,
- has been properly admitted to the **Society**,
- has paid the **Membership Fee**, if required,
- who has not ceased to be a **Member** of the **Society**, and
- includes **Life Members** unless otherwise stated,

and **Membership** has a corresponding meaning.

**'Membership Fee'** means the annual fee a person is required to pay under clause 7.10 to the **Committee** to maintain their **Membership**.

**'Notice'** to **Members** includes any notice given in writing by any means.

**'Officer'** means a natural person who is:

- a member of the **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.

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

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

**'Registrar'** means the Registrar of Incorporated Societies and any person or entity that may replace the Registrar of Incorporated Societies.

**'Secretary'** means the **Officer** responsible for the matters specifically noted in this **Constitution**.

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

**'Working Days'** means a day of the week on which business is conducted and excludes weekends and public holidays but not provincial anniversary days.

## 4 Purposes

4.1 The charitable purposes of the **Society** are to—

- 4.1.1 promote and pursue the scientific description and study of the development, structure and use of all natural languages;
- 4.1.2 further research into language and linguistics;
- 4.1.3 publish such findings as may be deemed appropriate by the editorial board in the **Society's** journal, Te Reo; and
- 4.1.4 provide members with a forum for the discussion of issues and developments relating to teaching and research in the field of linguistics.

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

- 4.2.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- 4.2.2 having capital that is divided into shares or stock held by its **Members**; or
- 4.2.3 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).

## 5 Act and Regulations

5.1 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.

## 6 Contact person

6.1 The **Society** shall have at least 1 but no more than 3 contact person(s) to be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

6.2 Any change in that contact person or that person's name or contact details shall be advised to the **Registrar** within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

## 7 Members

### Minimum number of members

7.1 The **Society** shall maintain the minimum number of 10 **Members**, as required by the **Act**.

### Types of members

7.2 The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

7.2.1 **Member:** A **Member** is an individual admitted to membership under clause 7.4 of this **Constitution** and who has not ceased to be a **Member**.

7.2.2 **Life Member:** a person who has retired from the field of Linguistics may be honoured for making a lifelong contribution to the field of Linguistics in Aotearoa New Zealand as a **Life Member** of the **Society** following the process set out below:

- a. Nominations to **Life Membership** shall be called for annually by the **Committee**;
- b. Nominations shall be made by at least two **Members** of the **Society** who have submitted the nomination to the **Committee** in writing; and
- c. the **Committee** shall decide whether to accept a nomination and, if it decides to accept a nomination, the person nominated shall become a **Life Member**;
- d. the **Committee** shall announce any new **Life Members** at the **Annual General Meeting**; and
- e. **Life Members** shall have all the rights and obligations of a **Member** but shall not be required to pay any **Membership Fee**.

### Becoming a member: consent

7.3 Every applicant for **Membership** must consent in writing to becoming a **Member**.

### Becoming a member: process

7.4 A person may:

7.4.1 become a **Member** of the **Society** (including becoming a **Member** again) by completing an application form and submitting it to the **Committee** with the **Membership Fee**. The **Committee** may require

an applicant under clause 7.4 to provide additional information or attend an interview; and

7.4.2 renew their **Membership** by paying the **Membership Fee** by the due date each year in accordance with clause 7.10.

7.5 The **Committee** may decline an application for **Membership** at its sole discretion. The **Committee** must advise the applicant of its decision to decline an application.

7.6 The written consent of every **Member** to become a **Society Member** shall be retained in the **Society's Membership** records.

### **Members' obligations and rights**

7.7 Every **Member** shall:

7.7.1 Promptly advise the **Society** in writing of any changes to the contact details they provided the Committee with when their **Membership** commenced.

7.7.2 Promote the interests and purposes of the **Society** and do nothing to bring the **Society** into disrepute.

7.7.3 Only be 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**.

7.8 The **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.

### **Membership Fee**

7.9 The annual **Membership Fee** for the then current financial year shall be set by resolution of a **General Meeting**.

7.10 Any **Member** who has failed to pay the **Membership Fee** 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 3 calendar months of the due date for payment of the **Membership Fee** the **Committee** may

terminate the **Member's Membership** under clause 7.11.4(a) without being required to give prior notice to that **Member**. If a person rejoins the **Society** after ceasing to be a **Member**, they are not liable for **Membership Fees** in arrears.

### **Ceasing to be a member**

#### **7.11 A Member ceases to be a Member—**

- 7.11.1 by resignation from that **Member's** class of **Membership** by written notice signed by that **Member** to the **Committee**; or
- 7.11.2 on termination of a **Member's Membership** following a dispute resolution process under this **Constitution**; or
- 7.11.3 on death; or
- 7.11.4 by resolution of the **Committee** where—
  - (a) the **Member** has failed to pay the **Membership Fee** within the due date for payment; or
  - (b) in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute,

with effect from (as applicable)—

- 7.11.5 the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation); or
- 7.11.6 the date of termination of the **Member's Membership** under this **Constitution**; or
- 7.11.7 the date of death of the **Member**; or
- 7.11.8 the date specified in a resolution of the **Committee** and when a **Member's Membership** has been terminated the **Committee** shall promptly notify the former **Member** in writing.

## **8 General meetings**

### **Procedures for all general meetings**

- 8.1 The **Committee** shall give all **Members** at least 25 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**. If such notice is not given, a **General Meeting** may be held if the **Committee** makes reasonable efforts to inform the **Membership** that the meeting is being held, if at least 12 **Members** are present, and a majority of those present agree to the meeting going ahead.

- 8.2 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**.
- 8.3 Only **Members** who have complied with clause 7.4 may attend, speak and vote at **General Meetings**—
  - 8.3.1 in person (including via video link); or
  - 8.3.2 by a signed original written proxy (may be by email from the address registered for the Member's account) in favour of another individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**; and
  - 8.3.3 no other proxy voting shall be permitted.
- 8.4 No **General Meeting** may be held unless at least 12 **Members** who have complied with clause 7.4 are present throughout the meeting and those 12 **Members** will constitute a quorum.
- 8.5 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 **President** 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 quorum.
- 8.6 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 voice or by show of hands or, on demand of the **President** or of 2 or more **Members** present, by secret ballot.
- 8.7 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. In the event of a tied vote, the person chairing the **General Meeting** shall have a casting vote.
- 8.8 Any decisions made when a quorum is not present are not valid.
- 8.9 Written resolutions may not be passed in lieu of a **General Meeting**.
- 8.10 **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.

- 8.11 All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting shall elect another member of the **Committee** to chair that meeting. If no other member of the **Committee** is present, the meeting shall elect one of the **Members** present to chair that meeting.
- 8.12 Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- 8.13 Any person chairing a **General Meeting** may—
  - 8.13.1 With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - 8.13.2 Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the **President** be removed from the **General Meeting**.
  - 8.13.3 In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 8.14 The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.
- 8.15 The **Society** must keep minutes of all **General Meetings**.

## **9 Annual General Meetings**

### **When they will be held**

- 9.1 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 **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 9.2 The **Annual General Meeting** must be held no later than the earlier of the following—

- 9.2.1 6 months after the balance date of the **Society**; or
- 9.2.2 15 months after the previous annual meeting.

## **Business**

- 9.3 The business of an **Annual General Meeting** shall be to—
  - 9.3.1 confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**;
  - 9.3.2 adopt the annual report on the operations and affairs of the **Society**;
  - 9.3.3 adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements;
  - 9.3.4 set any subscriptions for the current financial year;
  - 9.3.5 consider any motions of which prior **Notice** has been given to **Members** with **Notice of the Meeting**;
  - 9.3.6 consider any motions by **Members** from the floor if allowed by the Chair, or if a majority of **Members** present vote to allow the motion;
  - 9.3.7 announce any new **Life Members**; and
  - 9.3.8 consider any general business.
- 9.4 The **Committee** must, at each **Annual General Meeting**, present the following information—
  - 9.4.1 an annual report on the operation and affairs of the **Society** during the most recently completed accounting period;
  - 9.4.2 the annual financial statements for that period; and
  - 9.4.3 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).

## **10 Special General Meetings**

- 10.1 **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 10.2 The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 30 per cent of **Members**.
- 10.3 Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- 10.4 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 **Committee's** resolution or the written request by **Members** for the **Meeting**.

## 11 Committee

### Committee composition

- 11.1 The **Committee** will consist of at least 5 **Officers** and no more than 15 **Officers**.
  - 11.1.1 The **Officers** must include a **President**, Secretary, Treasurer and the Journal Editor to be elected by **Members** at the **Annual General Meeting**.
  - 11.2 A majority of the **Officers** on the **Committee** must be either:
    - 11.2.1 **Members** of the **Society**; or
    - 11.2.2 representatives of bodies corporate that are **Members** of the **Society**.

### Functions of the committee

- 11.4 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 **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

### Powers of the committee

- 11.5 The **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**.

### Sub-committees

- 11.6 The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
  - 11.6.1 the quorum of every sub-committee is half the **Members** of the sub-committee but not less than 2;
  - 11.6.2 no sub-committee shall have power to co-opt additional **Members**;
  - 11.6.3 a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**;
  - 11.6.4 a sub-committee must only carry out the purposes for which it was appointed in accordance with any terms of reference the **Committee** has set; and
  - 11.6.5 a sub-committee must not further delegate any of its powers.

## **General matters: committees**

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

## **12 Committee meetings**

### **Procedure**

- 12.1 The quorum for **Committee** meetings is at least half the number of **Members** of the **Committee**, including at least two of the **President**, **Secretary** or **Treasurer**.
- 12.2 A meeting of the **Committee** may be held either in person or by electronic means when at least a quorum of the **Committee**—
  - 12.2.1 assemble together in person at the place, date and time appointed for the meeting; or
  - 12.2.2 assemble by means of audio, or audio and visual, communication at the date and time appointed for the meeting and where all **Members** of the **Committee** participating in the meeting can simultaneously hear each other throughout the meeting.
- 12.3 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- 12.4 The **Members** of the **Committee** shall elect one of their number as **President** of the **Committee**. If at a meeting of the **Committee**, the **President** is not present, the **Members** of the **Committee** present may choose one of their number to chair the meeting. The **President** does have a casting vote in the event of a tied vote on any resolution of the **Committee**. If the **President** is not present, the **Committee Member** chairing the meeting shall have a casting vote.

## Frequency

- 12.5 The **Committee** shall meet as required at such times and places and in such manner as it may determine and otherwise where and as convened by the **President or Secretary**.
- 12.6 The **Secretary**, or other **Committee Member** nominated by the **Committee**, shall give to all **Committee Members** not less than 5 **Working Days' Notice** of **Committee** meetings, but in cases of urgency a shorter period of **Notice** shall suffice.

## 13 Officers

### Qualifications of officers

- 13.1 Every **Officer** must be a natural person who—
  - 13.1.1 has consented in writing to be an **Officer** of the **Society**; and
  - 13.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.
- 13.2 Each certificate under clause 13.1.2 shall be retained in the **Society's** records.

## 14 Election or appointment of officers

- 14.1 The election of **Officers** shall be conducted as follows—
  - 14.1.1 **Officers** shall be elected during **Annual General Meetings**.
  - 14.1.2 If a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** and any such appointee must, before being appointed, comply with clause 13.1. Any such appointment must be ratified at the next **Annual General Meeting**.
  - 14.1.3 A candidate who wishes to stand for election as a **Committee Member** must submit the following to the **Secretary** at least 15 **Working Days** before the date of the **Annual General Meeting**:
    - (a) the candidate's written nomination; and
    - (b) the candidate's written consent to be an **Officer** and that the candidate is not disqualified from being appointed or holding office as an **Officer**. If the **Secretary** does not receive sufficient valid nominations, the **President** may receive

further nominations from the floor at the **Annual General Meeting**.

- 14.1.4 **Members** shall cast their votes in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- 14.1.5 Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 14.1.6 The failure for any reason of any **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- 14.1.7 In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting** provided the total number of **Committee Members** does not exceed 15. Unless otherwise specified by the **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 clause 13.1).

## 15 Term

- 15.1 The term of office for all **Officers** elected to the **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 except for the Ex-officio member: LSNZ Conference Organiser whose term shall be 1 year.
- 15.2 No **President** shall serve for more than 2 consecutive terms as **President**.

## 16 Removal of officers

- 16.1 An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the reasonable opinion of the **Committee** or the **Society** —
  - 16.1.1 the **Officer** elected to the **Committee** has been absent from 4 **Committee** meetings without leave of absence from the **Committee**;
  - 16.1.2 the **Officer** has brought the **Society** into disrepute;

- 16.1.3 the **Officer** has intentionally failed to disclose a conflict of interest; or
- 16.1.4 the **Committee** passes a vote of no confidence in the **Officer**,

with effect from the date specified in a resolution of the **Committee** or **Society**.

## 17 Ceasing to hold office

- 17.1 An **Officer** ceases to hold office when they resign (by giving 28 **Working Days' Notice** in writing to the **Committee**), are removed under clause 16.1, die, or becomes disqualified from being an **Officer** under the **Act**.
- 17.2 Each **Officer** shall within 28 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

## 18 Conflicts of interest

- 18.1 An **Officer** 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)—
  - 18.1.1 to the **Committee** and any sub-committee of which they are a member; and
  - 18.1.2 in an **Interests Register** kept by the **Committee**.
- 18.2 Disclosure must be made as soon as practicable after the **Officer** becomes aware that they are interested in the **Matter**.
- 18.3 An **Officer** who is an **Interested Member** regarding a **Matter**—
  - 18.3.1 must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; and
  - 18.3.2 must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; but
  - 18.3.3 may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

- 18.4 However, an **Officer** 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.
- 18.5 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.
- 18.6 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 **Committee** shall consider and determine the **Matter**.

## 19 Record Keeping

### Register of Members

- 19.1 The **Society** shall keep an up-to-date **Register of Members**.
- 19.2 For each current **Member**, the information contained in the **Register of Members** shall include —
  - 19.2.1 their name; and
  - 19.2.2 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
  - 19.2.3 their contact details, including —
    - (a) a physical address or an electronic mail address, and
    - (b) a telephone number.
- 19.3 Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.
- 19.4 The **Society** shall also keep a record of the following information for each **Member** of the **Society** who ceased to be a **Member** within the previous 7 years:
  - 19.4.1 the former **Member's** name; and
  - 19.4.2 the date the former **Member** ceased to be a **Member**.

## 20 Interests Register

20.1 The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers**.

## 21 Access to information for members

21.1 A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

21.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

21.3 The **Society** must, within a reasonable time after receiving a request —

- 21.3.1 provide the information; or
- 21.3.2 agree to provide the information within a specified period; or
- 21.3.3 agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information; or
- 21.3.4 refuse to provide the information, specifying the reasons for the refusal.

21.4 Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

- 21.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
- 21.4.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**; or
- 21.4.3 the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**; or
- 21.4.4 the information is not relevant to the operation or affairs of the **Society**; or
- 21.4.5 withholding the information is necessary to maintain legal professional privilege; or
- 21.4.6 the disclosure of the information would, or would be likely to, breach an enactment; or
- 21.4.7 the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information; or

- 21.4.8 the request for the information is frivolous or vexatious; or
- 21.4.9 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**.

21.5 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** —

- 21.5.1 that the **Member** will pay the charge; or
- 21.5.2 that the **Member** considers the charge to be unreasonable.

21.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 22 Finances

### Control and management

- 22.1 The funds and property of the **Society** shall be—
  - 22.1.1 controlled, invested and disposed of by the **Committee**, subject to this **Constitution**; and
  - 22.1.2 devoted solely to the promotion of the purposes of the **Society**.
- 22.2 The **Committee** shall maintain bank accounts in the name of the **Society**.
- 22.3 All money received on account of the **Society** shall be banked within 28 **Working Days** of receipt.
- 22.4 All accounts paid or for payment shall be approved by the Treasurer of the **Society**. All payments from the **Society's** bank account shall require authorization by the Treasurer and a second **Committee Member**.
- 22.5 The **Committee** must ensure that there are kept at all times accounting records that—
  - 22.5.1 correctly record the transactions of the **Society**; and
  - 22.5.2 allow the **Society** to produce financial statements that comply with the requirements of the **Act**; and

22.5.3 would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

22.6 The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

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

### **Balance date**

22.8 The **Society's** financial year shall commence on 1 August and end on 31 July of each year (the latter date being the **Society's** balance date).

## **23 Dispute resolution**

### **Meanings of dispute and complaint**

23.1 A dispute is a disagreement or conflict between any of the following persons—

- 23.1.1 two or more **Members**;
- 23.1.2 one or more **Members** and the **Society**;
- 23.1.3 one or more **Members** and 1 or more **Officers**;
- 23.1.4 two or more **Officers**;
- 23.1.5 one or more **Officers** and the **Society**; or
- 23.1.6 one or more **Members** or **Officers** and the **Society**.

23.2 The disagreement or conflict may relate to any of the following allegations—

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

23.3 All **Members** (including the **Committee**) are obligated to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

### **How complaint is made**

23.4 A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a **Notice** in writing that—

- 23.4.1 states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- 23.4.2 sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- 23.4.3 sets out any other information reasonably required by the **Society**.

23.5 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—

- 23.5.1 states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- 23.5.2 sets out the allegation to which the dispute relates.

23.6 The information given under clauses 23.4 or 23.5 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.

23.7 A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

23.8 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is or are made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

23.9 The complainant raising a dispute, and the **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.

### **Person who makes complaint has right to be heard**

23.10 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.

23.11 If the **Society** makes a complaint—

- 23.11.1 the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
- 23.11.2 an **Officer** may exercise that right on behalf of the **Society**.

23.12 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—

- 23.12.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 23.12.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 23.12.3 an oral hearing (if any) is held before the decision maker; and
- 23.12.4 the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

**Person who is subject of complaint has right to be heard**

23.13 This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—

- 23.13.1 has engaged in misconduct; or
- 23.13.2 has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
- 23.13.3 has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

23.14 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

23.15 If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.

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

- 23.16.1 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
- 23.16.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 23.16.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and
- 23.16.4 an oral hearing (if any) is held before the decision maker; and
- 23.16.5 the respondent's written statement or submissions (if any) are considered by the decision maker.

### **Investigating and determining dispute**

- 23.17 Subject to clause 23.19, 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.
- 23.18 Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

### **Society may decide not to proceed further with complaint**

- 23.19 The **Society** may decide not to proceed further with a complaint if—
  - 23.19.1 the complaint is considered to be trivial; or
  - 23.19.2 the complaint does not appear to disclose or involve any allegation of the following kind:
    - (a) that a **Member** or an **Officer** has engaged in material misconduct;
    - (b) 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**;
    - (c) that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged;
  - 23.19.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - 23.19.4 the person who makes the complaint has an insignificant interest in the matter; or
  - 23.19.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
  - 23.19.6 there has been an undue delay in making the complaint.

### **Society may refer complaint**

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

- 23.20.1 a subcommittee or an external person to investigate and report; or
- 23.20.2 an arbitral tribunal, or an external person to investigate and report.

23.21 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).

### **Decision makers**

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

- 23.22.1 impartial; or
- 23.22.2 able to consider the **Matter** without a predetermined view.

## **24 Liquidation and removal from the register**

### **Resolving to put Society into liquidation**

- 24.1 The **Society** may be liquidated in accordance with the **Act**.
- 24.2 The **Committee** shall give 30 **Working Days' Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 24.3 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 the **Act**.
- 24.4 Any resolution to put the **Society** into liquidation must be passed by a 75% majority of all **Members** present and voting and, if the resolution is passed, the resolution must be notified to the **Registrar**.

### **Surplus assets**

- 24.5 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 24.6 On the liquidation of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be distributed to a not for profit entity with similar charitable purposes to those of the **Society**.

24.7 If the **Society** is unable to make a decision under clause 24.6, the distribution of surplus assets may be determined by the High Court of New Zealand.

## 25 Alterations to the Constitution

25.1 The **Society** may amend or replace this **Constitution** at a **General Meeting** by:

- 25.1.1 a resolution passed by a 75% majority of those **Members** present and voting; or
- 25.1.2 a resolution passed in lieu of a meeting by a simple majority of **Members**.

25.2 If a **Member** would like to propose an amendment to this **Constitution** under clause 25.1.2, the **Member** must:

- 25.2.1 Prepare a proposed resolution to amend or replace this **Constitution** under clause 25.1.2 that is signed by at least 25 per cent of eligible **Members**; and
- 25.2.2 Provide the proposed resolution to the **Committee** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and with a written explanation of the reasons for the proposed amendment.

25.3 If clause 25.2 applies, the **Committee** shall give to all **Members** notice of the proposed resolution under clause 25.2, the reasons for the proposal, and any recommendations the **Committee** may have at least 15 **Working Days** before the **General Meeting** at which any amendment is to be considered.

25.4 When a resolution to amend or replace this **Constitution** under clause 25.1.1 or 25.1.2 is approved by a **General Meeting** it shall be notified to the **Registrar** in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

## 26 Common seal

26.1 The **Society** will have a common seal that must be kept in the custody of an **Officer**.

26.2 The common seal may be affixed to any document:

- 26.2.1 by resolution of the **Committee**, and must be countersigned by 2 **Officers**; or
- 26.2.2 by such other means as the **Committee** may resolve from time to time.