
**CONSTITUTION OF NEW ZEALND FEDERATION OF
MOTORING CLUBS INCORPORATED**

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INTRODUCTION

- A. **New Zealand Federation of Motoring Clubs Incorporated** (the “**Society**” or the “**Federation**”) is an incorporated society that was incorporated on 26 July 1996 and was governed by rules dated 19 July 1996 and 10 February 2022 and is now governed by rules dated 24 July 2022.
- 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) “**President**” means the person responsible for the leadership and direction for the Society and who chairs Executive Meetings and General Meetings. If the President is absent or unable to act as President at an Executive Meeting or General Meeting, the Vice-President will be the Chairperson, and if the Vice-President is absent or unable to act as a President, the Executive will select an Executive Member to be the President.
 - (c) The “**Executive**” means the Executive Members elected or appointed in accordance with clause 7 of this Constitution.
 - (d) An “**Executive Member**” or “**Executive Members**” means those Executive Members for the time being and anyone who is elected or appointed as an Executive Member of the Society in accordance with clause 7 of this Constitution.
 - (e) A “**Financial Member**” or “**Financial Members**” means those Members, other than an Associate Member, 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 in accordance with clause 6.8.
 - (f) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Society.
 - (g) “**Immediate Past-President**” means the person who served as the President of the Association immediately prior to the election or appointment of the current President of the Society, and if such person is unable or unwilling to act, then the most recent past President of the Society willing to serve.
 - (h) 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 6.1.
 - (i) “**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 on the same day it was sent. If a Member or Executive Member does not receive Notice of a General Meeting or Executive Meeting for reasons outside of the Executive's control or because of the Member's or Executive Member's failure to update the Executive with their contact details, then the failure to give notice to the Member or Executive Member will not invalidate the General Meeting or Executive Meeting.

- (j) An "**Officer**" or "**Officers**" means the Executive Members for the time being and any other natural persons who are an officer in accordance with section 5 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, including those co-opted to the Executive.
- (k) The "**Purposes**" means the purposes in clause 3.1 of this Constitution.
- (l) The "**Register of Members**" means the register of Members (comprising of Member clubs, organisations and individuals kept under this Constitution as required by section 79 of the Act.
- (m) "**Secretary**" means the Executive Member responsible for the administrative matters as set out in this Constitution or otherwise decided by the Executive from time to time.
- (n) The "**Society**" is this society that was incorporated on 26 July 1996.
- (o) "**Treasurer**" means the Executive Member responsible for overseeing all aspects of financial matters including preparing the annual financial report.
- (p) "**Vice President**" means the Executive Member elected or appointed to deputise in the absence of the President.
- (q) "**Working Days**" means any day excluding Saturdays, Sundays, and statutory holidays in 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 the Society is **NEW ZEALAND FEDERATION OF MOTORING CLUBS INCORPORATED** or such other name approved by a at a General Meeting and in accordance with the Act.

3. PURPOSES

- 3.1 The primary Purposes of the Society are to:

- (a) Represent all motoring clubs in New Zealand to the Government and Governmental Agencies to ensure the unrestricted and continuing use of heritage and classic vehicles on New Zealand public roads;
- (b) Promote the social and economic strength of New Zealand's historic and classic vehicle sector;
- (c) To bond together all the motoring clubs in New Zealand to provide a united voice in dealing with legislative and regulatory authorities;
- (d) To promote and support those organisations whose aims are the preservation, restoration and safe use of motor vehicles of all types;
- (e) To represent the interests of individuals, through their clubs, of any involvement in the preservation of motor vehicles and/or the interests of motoring;
- (f) To collect and disseminate information of benefit to member clubs;
- (g) To publish any information which will promote or support the membership;
- (h) To encourage liaison, communication and co-operation between member clubs;
- (i) To liaise with any organisation whose aims are similar to or compatible to those of the Federation;
- (j) To act on the recommendation of the majority of members in any matter wherein benefit to member clubs or the movement generally will result;
- (k) To pursue any course of action which will further the aims of the Federation.

4. NOT-FOR-PROFIT SOCIETY

- 4.1 The Society is a not-for-profit entity and, unless acting in accordance with the Act and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

5. POWERS

- 5.1 Subject to clause 4.1 and clause 5.2, 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, or any other legislation.
- 5.2 The Society's capacity, powers and privileges are subject to the following restrictions:

- (a) The Society cannot borrow money and the Board on behalf of the Society, or any Member or person with delegated power from the Board, cannot borrow money on behalf of the Society.

6. MEMBERSHIP

Admission of Members

- 6.1 The Society will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 6.2 Any consenting person or body corporate who agrees with the Purposes of the Society can, subject to the Executive's approval, become a Member of the Society by application in writing and upon payment of subscriptions and fees (if any) set by the Executive.
- 6.3 The Club has the following classes of membership:
 - (a) **Individual Members:** being persons who have applied to become Members in accordance with clause 6.2 and paid the Individual Member subscription set by the Executive from time to time. Individual Members shall enjoy full rights of membership, including voting rights.
 - (b) **Corporate Members:** being bodies corporate who have applied to become Members in accordance with clause 6.2 and paid the Corporate Member subscription set by the Executive from time to time. Corporate Members shall nominate a representative to be recorded on the Register of Members as having the authority to exercise the Corporate Member's right to vote, and shall notify the Executive of any change to their nominated representative. Corporate Members shall enjoy full rights of membership, including voting rights.
 - (c) **Associate Members:** being individuals, organisations or bodies corporate, who have applied to become Members in accordance with clause 6.2 and paid the Associate Member subscription set by the Executive from time to time. In relation to Associate Members, the following applies:
 - (i) Associate Members may include automotive museums, vehicle conservators, vehicle collectors, specialist automotive businesses focussed on the historic and classic sector, individual supporters, supportive organisations, and trade businesses who provide services and/or benefits to Members and the Society;
 - (ii) The Executive must ensure the involvement of any Associate Member is consistent with the Society's Purposes;
 - (iii) Associate Members shall nominate (where applicable) a representative to be recorded on the Register of Members;
 - (iv) Associate Members enjoy limited rights of membership in that they cannot vote and are not eligible for election to the Executive; and
 - (v) Promotional opportunities for Associate Members may include advertising reference on the Society's website, promotional support at the Society's attended events, the Wheel Torque newsletter, establishment of member benefit programmes, and other actions approved by the Executive from time to time.

6.4 Where a Member is an unincorporated group, a member of that unincorporated group may be nominated to become a Member of the Society by forwarding a resolution to that effect to the Society. The nominated member will:

- (a) become a Member of the Society and act as a representative of the unincorporated group;
- (b) have the authority to exercise the unincorporated group's right to vote; and
- (c) be treated as acting under the authority of the unincorporated group and can therefore bind all members of the unincorporated group.

The unincorporated group may replace their nominated member by forwarding a resolution to that effect to the Society.

6.5 The Executive shall 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) class of membership;
 - (vi) subscriptions and fees paid (if any);
- (b) for any Corporate Member or unincorporate group, the name and contact details of the Corporate Member or unincorporated group representative for General Meetings;
- (c) 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
- (d) any other information required by the Executive or by the Act.

6.6 Members must notify the Executive of any change to their information recorded on the Register of Members.

Membership obligations and rights

6.7 All Members will promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.

6.8 A Member is only entitled to exercise the rights of membership, including attending and voting at General Meetings, if all subscriptions and fees (if any) have been paid to the Society by their respective due dates. The term "**Financial Members**" is used to refer to such Members throughout the Constitution.

6.9 The Executive may decide what access or use Members may have of or to any facilities or equipment owned, Intellectual Property via the website, document management system and other electronic systems, or otherwise used by the Society, and to participate

in Society activities, including any conditions of and fees for such access, use or involvement.

- 6.10 No Member is liable for an obligation of the Society by reason only of being a Member.

Membership subscriptions and fees

- 6.11 The Executive 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 by the Executive. The Executive retains the power to vary the fees by up to twenty percent (20%) of the fees payable in the immediately preceding financial year. Any greater variation must be approved at a General Meeting. The General Meeting may apply a subscription on Members in different classes of membership.
- 6.12 The Executive 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 a majority resolution of the Executive.

Cessation of Membership

- 6.13 Any Member of the Society may resign their membership at any time by giving to the Executive Notice to that effect and such Notice, unless otherwise stated, shall take effect immediately.
- 6.14 Unless otherwise determined by a majority resolution of the Executive, any Member who fails to pay any subscription or fees for nine (9) calendar months after they have become due will be deemed to have resigned their membership.
- 6.15 A Member ceases to be a Member on death, or in the case of a body corporate on dissolution, or in the case of a Member who is a charity on being removed from the charities register. The cessation of their membership is effective from the date of death, dissolution or removal.
- 6.16 The Executive may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Executive, makes their membership in the Society undesirable.
- 6.17 After following the dispute resolution procedures set out in Schedule One, the Executive may decide by passing a resolution of not less than two-thirds (2/3) 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.
- 6.18 The Executive may by a majority resolution remove an Associate Member from membership if the involvement of any Associate Member is inconsistent with the Society's Purposes in accordance with clause 6.3(c)(ii).
- 6.19 Unless otherwise determined by a majority resolution of the Executive, 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.

Re-admission of former Members

- 6.20 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 6.2.
- 6.21 If a former Member was removed under clause 6.16 and/or 6.17, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Executive.

7. THE EXECUTIVE

- 7.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Executive. The Executive has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society. For avoidance of doubt, this includes but is not limited to following powers:
- (a) The Executive may occasionally appoint advisors from the Member clubs to advise on specialist subjects provided that such advisors are:
 - (i) Voluntary and unpaid, unless expenses are incurred which will be reasonably reimbursed by the Executive;
 - (ii) Advisors are not Executive Members and have no voting rights in the Executive nor Executive powers; and
 - (iii) Are for the sole purpose of advising the Executive on specific areas of expertise which may help in preparation of a submission, or in other tasks where the advisor's expertise is beneficial to the Society.
 - (b) The Executive may appoint from time to time, an Executive advisor to complement the Executive in the short term (one (1) year or less) with additional skills and experience should such appointments be beneficial to both the Executive and the Society. The Executive advisor is not an Executive Member and will have no voting rights in the Executive nor Executive powers.

Number of Executive Members

- 7.2 The Executive shall have a minimum of nine (9) and a maximum of thirteen (13) Executive Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 7. A majority of the Executive must also be Members of the Society, or representatives of bodies corporate that are Members of the Society. The Executive Members will be comprised of the following roles:
- (a) President;
 - (b) Vice-President which can be held jointly with another Executive Member role except the President role;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Between five (5) to nine (9) Executive Members which allow for representation of some, or each (if applicable), of the following categories:
 - (i) Motorcycles;

- (ii) New Zealand Motor Caravan Association, (covers motorhomes and caravans).
- (iii) New Zealand Hot Rod Association;
- (iv) The Vintage Car Club of NZ (Inc);
- (v) Classic Cars (pre-1960);
- (vi) Classic Cars (1960-1990);
- (vii) Modern Classic Cars; and/or
- (viii) Historic Military Vehicles.

7.3 The Immediate Past-President is an advisor and generally attends Committee Meetings. For the avoidance of doubt the Immediate Past-President will sit on the Executive, but is not an Executive Member and does not have Executive voting rights nor powers.

Election or Appointment of Executive Members

7.4 Where there are less than the minimum number of Executive Members required by clause 7.2, the Executive may appoint additional Executive Members from the Members of the Society, who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Executive Members, the Executive may carry out essential matters but may not undertake any action or make any decision until the number of Executive Members is increased to the minimum number PROVIDED THAT the Executive (once it has the minimum number of Executive Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Executive was composed of less than the minimum number of Executive Members required by clause 7.2.

7.5 The election of Executive Members will be conducted in the following manner:

- (a) a candidate's written nomination, accompanied by their consent under clause 8.1 and the support of a Financial Member either in writing or by electronic means, must be delivered to the Executive forty-two (42) calendar days before the date of the General Meeting (typically the Annual General Meeting);
- (b) subject to the term limits set out in clause 7.6, an Executive Member who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 8.1 to the Executive forty-two (42) calendar days before the date of the General Meeting;
- (c) Notices given to the Executive under this clause 7.5 must contain sufficient detail required by the Executive including the nominated Financial Member's full name and the position or positions on the Executive they are seeking to be elected for;
- (d) if there are insufficient numbers of nominees received for the positions on the Executive which need to be filled, the Executive may adopt other processes at the General Meeting to fill the vacancies, including accepting nominations from the floor;
- (e) any other administrative processes at the election of Executive Members shall be managed in a manner determined by the incoming Executive; and

- (f) if any vote in an election of Executive Members is tied, the tie must be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).

Terms

- 7.6 Each Executive Member's election shall be subject to the following, unless otherwise determined by resolution of two-thirds (2/3) of the Executive:
- (a) each Executive Member shall be elected for a term of four (4) years;
 - (b) if after the initial four-year term, a Executive Member wishes to continue in their role as a Executive Member, they can be elected for a further four-year term; and
 - (c) a Executive Member can continue to renew their appointment, subject to election in accordance with clause 7.5.
- 7.7 Notwithstanding clause 7.6, after a Executive Member has served for four (4) terms as President, Secretary or Treasurer, they are no longer eligible for re-election in that role, except where no nomination for the role has been forthcoming and by three-quarters (3/4) majority vote at an Annual General Meeting of the Executive Members present and eligible to vote at a General Meeting.

Removal from Executive

- 7.8 A Executive Member will cease to hold the office of the Executive if the Executive Member:
- (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a Executive Member by giving prior Notice of their resignation to the Executive;
 - (d) becomes disqualified to be an officer of a society in accordance with the Act; or
 - (e) otherwise becomes disqualified to be a Executive Member of the Society in accordance with this Constitution.
- 7.9 If a Executive Member is:
- (a) in the opinion of a majority of the other Executive Members, physically or mentally incapable of acting as a Executive Member; or
 - (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Executive Members, makes their position as a Executive Member undesirable,
- then, by resolution of a majority of the other Executive Members, be removed as a Executive Member of the Society immediately (unless the resolution states otherwise).
- 7.10 If a Executive Member is requested to resign following a vote of not less than two-thirds (2/3) of the Members present and entitled to vote at a General Meeting, then that Executive Member shall be removed immediately.

- 7.11 If a Executive Member resigns, is dismissed or not re-appointed at an AGM, the Executive Member must return all property and electronic files to the Society within 8 weeks. All electronic files held by the Executive member must be destroyed following return. Access by the Executive member to all Society information management systems is to be revoked on the date of resignation/dismissal/non re-appointment.
- 7.12 Subject to clause 6, removal from the Executive as a Executive Member will not equate to removal as a Member of the Society.
- 7.13 Every extraordinary vacancy shall be filled by the Executive by co-opting any Financial Member who would qualify for election under clause 7.2 and meets the requirements of clause 8.1. The co-opted Executive Member's term shall expire at the next Annual General Meeting of the Society, at which the co-opted Executive Member shall be eligible for re-election in accordance with clause 7.5.

Miscellaneous

- 7.14 The Secretary will be the main contact person for communications. The Executive will up to two (2) more contact persons by way of a majority resolution so that there is no less than one (1) and no more than three (3) contact persons. Other contact persons could be an Executive Member, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.
- 7.15 The Executive may, by unanimous resolution, authorise the payment of remuneration and/or koha (or the provision of other benefits) to an Executive Member for his or her services as a Executive Member, if the Executive is satisfied that to do so is reasonable and fair to the Society.

8. OFFICER QUALIFICATIONS

- 8.1 Prior to election or appointment, every Officer (including every Executive Member) 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.

9. MEETINGS OF THE EXECUTIVE

- 9.1 The Executive may hold a meeting at such time and place as they determine.
- 9.2 Any Executive Member may request a meeting of the Executive (a "**Executive Special Meeting**") by Notice in writing directed to all other Executive Members. Upon receiving any such Notice, a Executive Special Meeting will be arranged as soon as practicable and the Executive Members will be given at least five (5) Working Days' Notice of the Executive Special Meeting. If at least five (5) Working Days' Notice is not practical, the Executive may agree to a shorter Notice period.
- 9.3 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 Executive Members can hear each other well enough to follow the discussion throughout the meeting. Executive Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 9.4 Executive meetings will be chaired by the President. In the Presidents absence the Executive meetings will be chaired by the Vice-President.

Quorum

- 9.5 No business of the Executive shall be transacted at a Executive meeting without a quorum present.
- (a) The quorum for a Executive meeting shall be at least seven (7) Members of the Executive.
 - (b) The quorum for a Executive Special Meeting shall be at least three-quarters (3/4)] of the Executive.
- 9.6 If there is no quorum present within thirty (30) minutes of the time set for the commencement of the Executive meeting, the meeting will lapse.
- 9.7 In the event of a meeting lapsing in accordance with clause 9.6, the meeting shall be adjourned for a maximum of one (1) week to the same time and place (if possible) and Notice of the adjournment shall be given to all Executive Members. At the adjourned meeting the Executive Members present will form a quorum.

Voting

- 9.8 Subject to this Constitution and the Act, each Executive Member will be entitled to one (1) vote on any matter being voted on by the Executive.
- 9.9 Subject to this Constitution, the number of votes required to reach any decision will be:
- (a) for an Executive meeting, not less than three-quarters (3/4) of the number of Executive Members present and eligible to vote at the meeting; and
 - (b) for an Executive Special Meeting, three-quarters (3/4) majority vote of the Executive Members present and eligible to vote at the meeting.
- 9.10 In the event of a tied vote, the President will have a casting vote.
- 9.11 Where half (1/2) or more of the Executive 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 Executive Members may vote on the matter. Where only one (1) Executive Member remains, a Special General Meeting of the Society must be called to determine the matter.
- 9.12 For avoidance of doubt, a “matter” in clause 9.11 refers to a matter as defined in the Act and means:
- (a) The Society’s performance of its activities or exercise of its powers; or
 - (b) An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

10. GENERAL MEETINGS

- 10.1 Minutes of meetings shall be kept for every General Meeting.
- 10.2 General 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 Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

10.3 General Meetings will be chaired by the President.

Annual General Meetings

10.4 The Annual General Meeting shall be called by the Executive 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.

10.5 At least seventy (70) calendar days prior to the Annual General Meeting, the Executive 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 7.5 and submit a Financial Member motion or remit in accordance with clause 10.8. At least ten (10) Working Days prior to the Annual General Meeting, the Executive will give Notice setting out sufficient detail of the business to be discussed at the Annual General Meeting, including any Financial Member or Executive motions or remits to be voted on and the details of candidates for election to the Executive.

10.6 At the Annual General Meeting the Executive 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 The Executive may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 10.5.

10.8 A Financial Member may request that a motion, or a remit proposed and seconded by a Financial Member, be voted on at an Annual General Meeting by giving Notice to the Executive at least forty-two (42) calendar days before that Annual General Meeting. The Financial Member may also provide information in support of that Financial Member motion. Notice of a Financial Member motion or a remit must be given to Members in accordance with clause 10.5.

Special General Meetings

10.9 A Special General Meeting may be called at any time by:

- (a) the Executive by resolution;
- (b) in accordance with clause 9.11; or
- (c) a written request signed by at least e of the Financial Members and delivered to the Executive.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on. Where a Special General Meeting is called in accordance with clause 10.9(c), the Special General Meeting must be held within one (1) to two (2) calendar months of the Executive's receipt of the request.

10.10 At least twenty (20) Working Days prior to the Special General Meeting, the Executive will give written Notice of the Special General Meeting to all Members, with sufficient

detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

- 10.11 No business of the Society will be transacted at a General Meeting without a quorum present. The quorum for a General Meeting is twenty (20) of the Financial Members of the Society, attending in accordance with clause 10.2 (being in person, by post or via electronic means).
- 10.12 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- 10.13 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for a suitable time, ideally one (1) week, to the same time and place (if possible) and Notice of the adjournment will be given by the Executive to all Members. At the adjourned General Meeting the Financial Members present will form a quorum.

Voting

- 10.14 Each Financial Member of the Society present at a General Meeting is entitled to one (1) vote on any matter being voted on.
- 10.15 Votes may be cast by secret ballot. The President shall determine the most appropriate equivalent electronic voting method for those Members attending the General Meeting in accordance with clause 10.2.
- 10.16 In the event of a tied vote, the President will have a casting vote.
- 10.17 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Members present and entitled to vote at the General Meeting.
- 10.18 Proxy votes are not permitted for General Meetings.
- 10.19 If it is proposed that a vote is held on a matter that was not included in any Notice, then a majority of the Members present and entitled to vote at the General Meeting must first agree to hold a vote on that matter.
- 10.20 Subject to the Act and this Constitution, the Executive may determine any other administrative procedures and processes provided it is fair and proper.

Votes by Post or Electronic means

- 10.21 The Executive may allow votes by post or electronic means.

11. DISPUTE RESOLUTION PROCEDURES

- 11.1 The Society's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

12. AMENDMENT OF CONSTITUTION

- 12.1 The Society may amend this Constitution by a resolution passed by a three-quarter (3/4) majority of Members who are present and entitled to vote at a General Meeting,

PROVIDED THAT no amendment of the Society's Constitution is made which would allow personal pecuniary profits to any individuals. The effect of this clause cannot be removed from this document and will be included and implied in any document replacing this document. All amendments to the Society's Constitution must be made in writing.

13. **BYLAWS**

- 13.1 The Executive 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.

14. **FINANCES**

- 14.1 The funds and property of the Society will be controlled and managed by the Executive in accordance with this Constitution and the Act, to further the Society's Purposes.
- 14.2 The Society's balance date will be the last calendar day in February, unless otherwise specified by the Executive in accordance with the Act.
- 14.3 The Executive shall 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.
- 14.4 Subject to the Act, the Executive may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 14.5 The Executive shall 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.
- 14.6 No Executive member shall receive any monies on behalf of the Federation without recording a receipt. Any monies so received must be lodged at once with the Treasurer.
- 14.7 The current banking account or accounts of the Society shall be kept at the bank approved by the Executive. All monies received on behalf of the Society shall be paid into such accounts and shall be operated only by such persons as the Executive may from time to time appoint for such purpose. The Treasurer and two members of the Executive shall act as signatories with signatory powers being any two of the three authorised signatories.

15. **INDEMNITY AND INSURANCE**

- 15.1 The Society may, with the authority of the Executive, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Society; and/or
 - (b) 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.

15.3 In this clause 15 the term “officer” is to be interpreted in accordance with section 5 of the Act.

16. CONTRACTING METHOD

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

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 Executive shall give twenty (20) Working 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 a three-quarter (3/4) majority of the Members present and entitled to vote.

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

18.1 On a 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 applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Society as may be determined by a three-quarter (3/4) majority of the Members in accordance with clause 18.2.

18.2 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 Executive shall give twenty (20) Working 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 a three-quarter (3/4) majority of the Members present and entitled to vote; and

- (d) the resolution must set out which not-for-profit entities the Society's surplus assets shall 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 as a resolution under clause 17.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. How a Complaint is Made

- 1.1 A Member or Officer may make a complaint by giving to the Executive 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.
- 1.2 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.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

- 2.1 The Executive 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.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Executive 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.
- 2.3 Despite clause 2.2, 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.
- 2.4 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.
- 2.5 Before making a decision under clause 2.2, the Elector may request further information from the Executive, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Executive, 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.
- 2.7 If the Elector initiates the steps under clause 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Executive 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.
- 2.8 An external person appointed under clause 2.2(a) or 2.2(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.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2(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.
- 2.10 A decision reached by an external person appointed under 2.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 3. Person Who Makes a Complaint Has a Right to be Heard**
- 3.1 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 2.3.
- 3.2 If the Society makes a complaint:
- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Society.
- 3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) their written statement or submissions (if any) are considered by the decision maker.
- 4. Person Who is Subject of a Complaint has a Right to be Heard**
- 4.1 Clauses 4.2 and 4.3 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.
- 4.2 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.
- 4.3 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.