# NEW ZEALAND SOCIETY OF GASTROENTEROLOGY INCORPORATED
# RULES

**Updated November 2024**

**1. Name**

The Society shall be called the New Zealand Society of Gastroenterology Incorporated.

**2. Objects**

The objectives for which the Society is established are:

(a) The advancement of knowledge in Gastroenterology in New Zealand.

(b) The promotion of improved standards in the practice of Gastroenterology, and of research into this and allied subjects.

(c) To conduct scientific and educational meetings.

(d) To foster national and international links with Societies and Associations relevant to the field of Gastroenterology.

**3. Objects Paramount**

(a) Notwithstanding anything contained or implied in these rules:

(i) The objects are paramount. Nothing in these rules authorises the Society to do anything that does not accord with the objects. All capital and income of the Society and any other benefit or advantage belonging to the Society must be applied to the objects.

(ii) The Executive must not pay, provide or allow to be derived any benefit or advantage of any kind referred to in sections CW42(1)(c) and CW42(3)-(8) of the Income Tax Act 2007 to or by any person who has some control over any business carried on by, for, or for the benefit of the Society (as defined in section CW42 of the Income Tax Act 2007) in circumstances that would disqualify the Society or any company owned by or business carried on by the Society from the benefit of exempt status under section CW42 of the Income Tax Act 2007 (or any statutory replacement or equivalent).

**4. Charitable Status**

(a) The Society is a charitable entity under the Charities Act 2005. It will not pay any dividend or part of its money, property or other assets to its Members, but only to further the objects of the Society.

**5. Membership**

Classes of Membership

(a) The Society shall consist of Full Members, Associate Members and Honorary Members (the "**Members**").

(b) Full Members shall be registered medical practitioners or scientists with a particular interest in the science, study and practice of gastroenterology paying a full membership subscription in each financial year and receiving a full complement of benefits. A Full Member is only entitled to exercise the rights of membership, including voting at General Meetings, if all membership subscriptions have been paid to the Society by their respective due dates. These Full Members will be considered "**Full Financial Members**" for the purpose of these rules.

(c) Associate Members shall

(i) have an interest in the science, study, and practice of a specific sub-section of gastroenterology and / or hepatology and noted as Research Associates; and/ or

(ii) be current trainees in gastroenterology and noted as Trainee Associates; and/ or

(iii) be prior members who are continuing their education/career overseas and wish to remain a member of the Society and noted as Overseas Associates; and/ or

(iv) international medical professionals and allied researchers and scientists with residence outside New Zealand and noted as International Associates; and/ or

(v) be a retired practitioner who wishes to remain a member of the Society and noted as Retired Associates.

Associate Members shall be eligible for the benefits of receiving notices, newsletters, and attend meetings upon paying the appropriate membership subscription fee. Associate Members shall have no voting rights and cannot be an Office Bearer of the Society. They may be co-opted to the Executive in an ex-officio capacity however cannot be nominated to the Executive.

(d) Honorary Members are either:

(i) Full Members who have retired from practice or are approaching retirement and are distinguished in the field of gastroenterology. They must be Full Members for at least 10 years standing at the time of retirement. They have made material contributions to the advancement of the subject.
(ii) Non-members who have made material contributions to advancement of gastroenterology or to the function of the Society.

Honorary Members shall be eligible to receive notices, newsletters and attend meetings but shall have no voting rights and do not pay a membership subscription fee. (See Bylaws for the full Honorary Membership Criteria.)

Admission of Members

(e) Election of Full Members - a candidate for Full Membership of the Society shall be proposed and seconded by a Full Financial Member of the Society. Any such proposal shall be made upon a membership form approved by the Executive and will contain information on the candidate, including the candidate's consent to become a member, qualifications, professional status, and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an elected Full Member of the Society by the affirmative vote of five (5) current members of the Executive and upon payment of the appropriate membership subscription fee.

(f) Election of Associate Members - a candidate for Associate Membership of the Society shall be proposed and seconded by a Full Financial Member or Associate Member of the Society. Any such proposal shall be made upon a membership form approved by the Executive and will contain information on the candidate, including the candidate's consent to become a member, qualifications, professional status, and special interest in gastroenterology. After consideration of the candidate's interest in gastroenterology he/she may be declared an elected Associate Member of the Society by the affirmative vote of five (5) current members of the Executive and upon payment of the appropriate membership subscription fee.

(g) Election of Honorary Members – a candidate may be nominated by a Full Financial Member of the Society and seconded by a Full Financial Member. Once nominated the proposed member is endorsed by the Executive. Nominations are presented at the current year's Annual General Meeting and voted in by an unanimous vote of Full Financial Members present at the meeting. Where a candidate is not a current Member of the Society, that candidate must also consent to become an Honorary Member prior to the Full Financial Member vote.

(h) Candidates elected to all Membership types shall be notified of their election by the Executive of the Society.

(i) The Executive shall keep an up to date register of Members containing each Member's:

(i) full name;

(ii) physical and/or electronic address;

(iii) phone number;

(iv) date they became a Member;

(v) membership subscription fee paid (if any);

(vi) Name and date on which they ceased to be a Member (for any Member who has ceased to be a Member within the previous seven (7) years,); and

(vii) information required by the Executive or by the Incorporated Societies Act 2022, its regulations and any subsequent amendments (the "**Act**").

(j) All Members of the Society shall notify the Secretary of any changes to their information recorded on the register of members and any additional academic qualifications or distinctions. This task may be delegated to the Executive Officer of the Society.

(k) Each Member is entitled to have reasonable access to their personal details on the Register of Members for the purpose of ensuring that the information relating to them is correct. The Register of Members will otherwise only be used by the Executive, volunteers, employees or contractors of the Society, at the discretion of the Executive, in order to contact Members and as otherwise required by law.

Membership obligations and rights

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

(m) A Member is only entitled to exercise the rights of membership appropriate to the class of membership they belong to and if all applicable membership subscriptions have been paid to the Society by their respective due dates.

(n) The Executive 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 of involvement. No Member can speak on behalf of the Society unless given authority to do so by the Executive.

(o) No Member is liable for an obligation of the Society by reason only of being a Member.

Cessation of Membership

(p) Any Member shall cease to be a member of the Society in any of the following events:

(i) by notification in writing to the Secretary to resign from membership and such notification, unless otherwise stated, shall take effect immediately. This task may be deferred to the Executive Officer of the Society;

(ii) if, having failed to pay their membership subscription twelve (12) months after the date on which payment is requested, their Membership is terminated with the authority of a resolution of the Executive;

(iii) if the Member is expelled from membership by a majority resolution of an Annual General Meeting; or

(iv) If the Member dies.

(q) Unless otherwise determined by a majority resolution of the Executive, a resigning Member of the Society will remain liable to pay all membership subscriptions and any other fees due up until the end of their membership and must return to the Society all memorabilia of the Society they hold and gifts received on behalf of the Society. This includes the president's badge of office.

(r) 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.

(s) After due enquiry and having given the Member the right to be heard, 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:

(i) breached these rules; or

(ii) committed a serious misconduct or offence which is detrimental to the Society and its Members and the nature of the misconduct or offence makes their membership in the Society undesirable.

(t) For the avoidance of doubt, the process in sub-clause 5(s) should not be applied to disputes between Members and/or Executive Members and/or the Society. If there is a dispute between Members and/or Executive Members and/or the Society, the Dispute Resolution Procedures at Schedule One should be followed.

**6. Office Bearers**

(a) These shall be a President, and either Immediate Past President or President Elect, plus Secretary, Treasurer and Education Lead. The President, Secretary and Treasurer shall be elected at an Annual General Meeting. The Educational Lead may be held in conjunction with the Secretary or Treasurer position. The President Elect shall be elected at the Annual General Meeting in the year before they are due to become President.

(b) The President Elect shall serve for one (1) year prior to becoming President.

(c) The President shall serve for two (2) years. They then become the Immediate Past President.

(d) The Immediate Past President shall serve for one (1) year. They will not be eligible for re-election to the Executive at the conclusion of this term. They may become eligible for election to the Executive after a further period of two (2) year has elapsed.

(e) The Secretary, Treasurer and the Educational Lead shall be appointed for two (2) years and the Secretary shall be eligible for re-appointment indefinitely at the discretion of the Executive. Tasks of the Secretary and Treasurer can be delegated to the Executive Officer of the Society.

(f) If the President dies or resigns or requires an extended period of leave after their election but before the expiry of the period for which they were elected, their role will be performed by the President-Elect or Past President. If another Office Bearer dies or resigns or requires an extended period of leave after their election but before the expiry of a period for which they were elected, the Executive, by consensus, may fill the vacancy from within the Executive by co-option. The Executive Member co-opted shall continue to serve until the next Annual General Meeting or until the end of the period of leave of the Office Bearer if this occurs sooner.

**7. Executive**

(a) 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.

(b) The Executive shall have a minimum of five (5) and a maximum of ten (10) Executive Members who are natural persons elected at a General Meeting or appointed in accordance with sub-clauses 8. (g) or 8. (h). The Executive shall consist of the President, Immediate Past President or President Elect, Secretary, Treasurer and Educational Lead and up to five (5) Full Members, six (6) should the Educational Lead be held in conjunction with the role of Secretary or Treasurer.

(c) There shall be at least one Executive Member from the North Island and at least one Executive Member from the South Island.

(d) The Executive shall have power to co-opt up to five (5) further advisory members to represent special interests or for other appropriate reason. A member co-opted to advise will serve on the Executive for a maximum of two (2) years unless they become an Office Bearer or are nominated and voted to become a Member of Executive. Such co-opted members shall not have voting rights, shall not form part of the quorum for an Executive meeting and do not count towards the Executive membership set out in clause 7(b).

(e) Prior to election or appointment, every Executive Member must consent in writing to becoming an Executive Member and certify that they are not disqualified from being elected or appointed under these rules or section 47(3) of the Act.

**8. Election of Executive Members**

(a) The Officer Bearers shall remain members of the Executive for the period of their office in accordance with the terms and term limits set out in clause 6.

(b) Election of the elected members of the Executive shall be held every year at the AGM to fill vacant positions on the Executive. No such member of the Executive shall serve more than three (3) consecutive two (2) year terms although they may become eligible again for re-election after the expiry of a further two (2) years.

(c) Nominations for election to the Executive shall be made in writing.

(d) The nomination shall be duly proposed and seconded by two Full Financial Members of the Society and the nominee shall signify their consent to such nomination in writing under sub-clause 7. (e).

(e) Nominations shall be called by the Secretary at least thirty (30) days before the appropriate Annual General Meeting of the Society. With such notice, the Secretary shall indicate to all Members the existing composition of the Executive and the requirements concerning each nomination. Such nomination shall be in the hands of the Secretary at least twenty (20) days before the Annual General Meeting of the Society. The Secretary may delegate this task to the Executive Officer of the Society. 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.

(f) Election will then be conducted with each Full Financial Member of the Society having one vote. The results of the election shall be declared at the Annual General Meeting and newly elected members of the Executive shall serve for two (2) years.

(g) A vacancy within the Executive may be filled at the discretion of the Executive for the unexpired portion of the two (2) year term in which the vacancy occurs.

(h) Where there are less than five (5) 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 five (5) 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.

(i) The Executive Officer will be the Society's contact person, unless otherwise determined by a majority resolution of the Executive. The Society must have one (1) or up to three (3) contact persons at all times and must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s. The contact person must be at least 18 years of age and ordinarily resident in New Zealand.

(j) An Executive Member will cease to hold the office of the Executive if the Executive Member:
   (i) commits an act of bankruptcy;
   (ii) dies;
   (iii) retires or resigns as an Executive Member by giving prior written Notice of their resignation to the Executive; or
   (iv) becomes disqualified to be an Executive Member of a Society in accordance with the Act; or
   (v) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005.

(k) If an Executive Member is:
   (i) in the opinion of a majority of the other Executive Member, physically or mentally incapable of acting as an Executive Member; or
   (ii) accused or convicted of a criminal offence which, in the opinion of a majority of the other Executive Member, makes their position as an Executive Member undesirable,

   then, by resolution of a majority of the other Executive Member, be removed as an Executive Member of the Society immediately (unless the resolution states otherwise).

(l) If an Executive Member is requested to resign following a vote of not less than two-thirds (2/3) of the Full Financial Members present and eligible to vote at a General Meeting, then that Executive Member shall be removed immediately.

(m) Subject to clause 5, removal from the Executive as an Executive Member will not equate to removal as a Member of the Society.

**9. Meeting of the Executive**

(a) The Executive may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they see fit.

(b) Any Executive Members may request a meeting of the Executive (an "Executive Special Meeting") by notice in writing directed to all other Executive Members, provided that a minimum of two Executive Members agree on the request. Upon receiving any such notice an Executive Special Meeting will be arranged as soon as practicable, and the Executive Members will be given [ten (10)] working days written notice of the Executive Special Meeting.

(c) 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.

(d) At any Executive Meeting the chair shall be taken by the President, if present, or in their absence by the Immediate Past President or President Elect, if present, failing which a chairperson shall be appointed by the meeting from among the Executive Members present.

Quorum

(e) No business of the Executive shall be transacted at an Executive meeting without a quorum present.

(f) The quorum for an Executive meeting shall be greater of at least fifty one percent (51%) or 4 Executive Members of the Executive.

(g) The quorum for an Executive Special Meeting shall be at least three-quarters (3/4) of the Executive Members of the Executive.

(h) 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.

(i) In the event of a meeting lapsing in accordance with sub-clause 9(h), the meeting shall be adjourned for two (2) weeks 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

(j) Subject to these rules, each Executive Member will be entitled to one (1) vote on any matter being voted on by the Executive.

(k) Subject to these rules, the number of votes required to reach any decision will be:

  (i) for an Executive meeting, the greater of a majority of the number of Executive Members present and eligible to vote at the meeting or 4 Executive Members present and eligible to vote at the meeting; and

  (ii) for an Executive Special Meeting, a unanimous vote of the Executive Members present and eligible to vote at the meeting.

(l) In the event of an equality of votes occurring on a motion the chairperson of the meeting shall have a casting vote in addition to their deliberative vote.

(m) 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, there should be an attempt to call a further Executive Meeting to see if a quorum of members eligible to vote on the matter can be achieved. If this is not successful, then an Extra-ordinary General Meeting of the Society must be called to determine the matter.

Resolution in Lieu of an Executive Meeting

(n) A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Executive will be as valid and effectual as if it had been passed at a meeting of the full Executive.

(o) A resolution in writing (including by way of email) signed or assented to by all Executive Members will be as valid as if it had been passed at an Executive Special Meeting of the full Executive.

(p) Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Executive Members.

**10. General Meetings**

(a) Minutes of meetings shall be kept for every General Meeting. General Meeting means an Annual General Meeting or an Extra-ordinary General Meeting.

(b) 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 Full Financial Members can hear each other well enough to follow the discussion throughout the meeting and be able to contribute to the discussion. Full Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

Annual General Meeting

(c) The Annual General Meeting of members of the Society may be called by the Executive and shall be held no later than six (6) months after the Society's balance date and no later than fifteen months after the previous Annual General Meeting.

(d) The business of such an Annual General Meeting shall be:

(i) To receive the annual report of the Executive on the operation and affairs of the Society during the most recently completed financial year.

(ii) To receive the financial statement of the Society, including a statement of Income and Expenditure and a Balance Sheet for the most recently completed financial year.

(iii) To receive the report, in appropriate years, of the results of voting for the Executive Members.

(iv) To fix the annual subscription of the Society when required.

(v) To consider any such business, at the discretion of the chairperson, of which due notice has been given by a Financial Member. Such notice shall be made in writing to the Secretary, or Executive Officer if indicated by the Society, not less than forty-two (42) days before the General Meeting.

(vi) To receive notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during the most recently completed financial year (including a brief summary of the matters, or types of matters, to which those disclosures relate).

(vii) To attend to any general business.

Extra-ordinary General Meeting

(e) An Extra-ordinary General Meeting shall be convened by the Secretary at the direction of the Executive or, in special circumstances, at the direction of the President or on the requisition of ten (10) Full Financial Members of the Society given in writing stating the ground for requesting such a meeting.

Notice

(f) Twenty-eight (28) days notice of any General Meeting shall be given to Members and such notice shall specify the business intended to be transacted at such meeting and the manner of submitting a vote by post or electronic means.

(g) At every General Meeting, the chair shall be taken by the President, if present, or in their absence by the Immediate Past President or President Elect, if present, failing which a chairperson shall be appointed by the meeting from among the members of the Executive present.

Quorum

(h) No business of the Society will be transacted at a General Meeting without a quorum present.

(i) At any Annual General Meeting or Extra-ordinary meeting the quorum shall consist of 20 percent of the Full Financial Members present in person in accordance with sub-clause 10. (b). This will include at least three (3) members of the Executive.

(j) 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.

(k) In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for two (2) weeks to the same time and place (if possible) and notice of the adjournment will be given by the Executive to all Full Financial Members. At the adjourned General Meeting the Full Financial Members present will form a quorum.

Voting

(l) At the Annual General Meeting or at an Extra-ordinary General Meeting of the Society each Full Financial Member personally present in person in accordance sub-clause 10(b), by proxy or by vote by post or electronic means shall be entitled to one (1) vote. Voting shall be conducted as the chairperson shall direct but any Full Financial Member present may demand a poll which shall be taken immediately in a manner determined by the chairperson and the result declared by the chairperson.

(m) Subject to these rules, the number of votes required to reach any decision will be a majority of the Full Financial Members present and eligible to vote at the General Meeting. Proxies and votes by post or electronic means will be allowed.

(n) In the event of an equality of votes occurring on a motion the chairperson of the meeting shall have a casting vote in addition to their deliberative vote.

Proxies

(o) If any Full Financial Member is unable to attend any General Meeting then that Full Financial Member may appoint another Full Financial Member as their proxy. Such proxy shall have the same rights to attend, speak and vote as the Full Financial Member unable to attend, including an additional vote on behalf of the absent Full Financial Member. For the avoidance of doubt, a Full Financial Member who has validly appointed a proxy in accordance with sub-clauses 10. (o)-(p) and is eligible to vote is deemed to be present and eligible to vote, but does not count towards a quorum.

(p) The appointment of a proxy must be in writing, must be delivered to the Secretary, or Executive Officer if indicated by the Society, at least seven (7) days before the commencement of the meeting concerned, and must be in such form as the Executive prescribes or approves from time to time.

Votes by post or electronic means

(q) A Full Financial Member may vote by post or electronic means in accordance with the manner set out in the notice provided under sub-clause 10. (f). Unless otherwise stated, the vote/s by post or electronic means must be received by the Society not less than seven (7) days before the time for holding the Society meeting. For the avoidance of doubt, a Full Financial Member who has validly submitted a vote by post or electronic means in accordance with this sub-clause 10. (q) and is eligible to vote is deemed to be present and eligible to vote, but does not count towards a quorum.

(r) Subject to the Act and these rules, the Executive may determine any other administrative procedures and processes provided it is fair and proper.

Resolution in Lieu of a General Meeting

(s) Subject to these rules, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Full Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.

(t) A resolution in writing cannot be made under clause 11 or clause 20 of these rules.

(u) Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Full Financial Members.

**11. Alteration of Rules**

(a) The rules of the Society shall not be altered unless at an Annual General Meeting or an Extra-ordinary General Meeting called for the purpose and more than two-thirds (2/3) of the eligible Full Financial Members present must vote in favour of the change.

(b) Notice of the proposed alteration shall be made in writing at least forty-two (42) days before the meeting to the Secretary, or Executive Officer if indicated by the Society, who shall notify all Full Financial Members of the proposal at least twenty-eight (28) days before the meeting.

(c) No alteration to the Society's rules will be allowed which derogates from the charitable objects of the Society. All amendments to the Society's rules must be made in writing.

Minor or Technical Amendments

(d) The Executive may amend the terms of these rules by a unanimous resolution of the Executive if the amendment:

(i) has no more than a minor effect; or

(ii) corrects errors or makes similar technical alterations,

PROVIDED THAT the Executive provides written notice of the amendment to every Full Financial Member of the Society, with the notice stating:

(iii) the text of the amendment; and

(iv) the right of the member to object to the amendment.

(e) If no Full Financial Member objects within twenty (20) working days after the date on which the notice is sent, the Executive may make the amendment.

(f) If a Full Financial Member objects to the amendment made under sub-clause 11(d) within twenty (20) working days after the date on which the notice is sent, the Society may not make the amendment under this rule.

**12. Financial Provisions**

(a) All moneys received by the Society shall be lodged as soon as possible to the credit of the Society banking account at any bank or savings bank approved by the Executive. All financial transactions shall be approved on behalf of the Society jointly by the Treasurer and Executive Officer of the Society. This may be delegated to any two (2) nominated Executive Members of the Society.

(b) The surplus funds of the Society may be invested at the discretion of the Executive in the way authorised by law for the investment.

(c) The Society or the Executive may make provision for the audit of the Society's accounts and such further provisions for the oversight and protection of the Society's funds and investments as may be thought necessary.

(d) The financial year of the Society shall be 1st July to 30th June, unless otherwise determined by the Executive.

(e) The Society shall keep proper books of account in which shall be kept full true and complete accounts of the affairs, assets and financial transactions of the Society.

(f) 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.

(g) At the close of each financial year and at such other times as the Executive may elect an income and expenditure account and a statement of the assets and liabilities of the Society shall be prepared and shall be examined and the correctness thereof ascertained by the auditor (if any).

(h) No part of the income or other funds of the Society may be used for the private pecuniary profit of any member, trustee persons, or organisation associated with the Society apart from usual professional business or trade charges in connection with services provided to the Society nor used for any purpose that is not charitable in law.

(i) Notwithstanding clause 11 here before, sub-clause 12(h) may not be altered or amended in any way that detracts from the charitable nature of the Society or allows private pecuniary benefits to any individual(s).

**13. Contracts by Society**

(a) 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.

**14. Power of Society**

(a) The Society has full capacity, power and privileges, as set out in section 18 of the Act.

(b) Nothing in these rules authorise the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

**15. Auditor**

(a) The auditor, if any, shall be appointed at the Annual General Meeting of the Society by Full Financial Members at the Annual General Meeting.

(b) The remuneration of the auditor shall be fixed by the Executive.

(c) If any casual vacancy occurs in the office of the auditor appointed by the Society the Executive shall appoint an alternate auditor to carry on the duties of the auditor until the next Annual General Meeting.

(d) The auditor shall make a report to the Members upon the accounts and statements aforesaid and in every such report they shall state whether in their opinion the same is or are full and fair accounts and statements of the financial transactions of the Society for the fiscal year concerned and are properly drawn up so as to exhibit a true and correct view of the Society's affairs and such report shall be read together with the report of the Executive at the Annual General Meeting.

**16. Bylaws**

(a) 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 these rules.

**17. Indemnity and Insurance**

(a) The Society may, with the authority of the Executive, indemnify and/or obtain insurance for an officer for:

(i) liability (other than criminal liability) for a failure to comply with:

1. a duty under section 54 to 61 of the Act (officers' duties); or
2. any other duty imposed on an officer in their capacity as an officer of the Society; and/or

(ii) costs incurred by the officer for any claim or proceeding related to a liability under sub-clause 17(a)(i).

(b) The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.

(c) In this clause 17 the term "officer" is to be interpreted in accordance with section 5 of the Act.

**18. Dispute Resolution**

(a) The Society's disputes resolution procedures are set out as Schedule One of these rules, forming part of these rules.

**19. Notices**

(a) Every notice to be given to any Member pursuant to any of these rules shall be deemed to be sufficiently given to and served on them if delivered to them at their address appearing in the Society's register of Members.

(b) The loss delay or non-delivery of any notice sent or delivered to any Member of the Society or of the Executive shall not invalidate or prejudice any resolution passed or election made or other decisions by the Society or the Executive.

(c) Any notice if given or served shall be deemed to have been given or served twenty four (24) hours after the letter containing the same is posted or transmitted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed or electronically transmitted.

**20. Request For Removal From Register Or Liquidation Of Society**

(a) 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 21 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 20(c). The resolutions described in this clause may be made at the same meeting of the Society.

(b) The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 20(c). A resolution regarding the disposal of surplus assets must then be made in accordance with clause 21.

(c) 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:

(i) the Executive shall give twenty-eight (28) days' notice of the General Meeting of all the Members at which the resolution is to be considered;

(ii) the Notice must include the matters required under section 228(4) of the Act; and

(iii) the resolution must be passed by a three-quarter (3/4) majority of the Full Financial Members present and entitled to vote.

**21. Surplus Assets On Request For Removal From Register Or Liquidation**

(a) On a Member vote in accordance with clause 20(a) or 20(b), 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 charitable entities in New Zealand whose purposes align with the Objects of the Society as may be determined by a three-quarter (3/4) majority of the Members in accordance with clause 21(b).

(b) 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:

(i) the Executive shall give twenty-eight (28) days' notice of the General Meeting of all the Members at which the resolution is to be considered;

(ii) the Notice must include the matters required under section 228(4) of the Act;

(iii) the resolution must be passed by a three-quarter (3/4) majority of the Full Financial Members present and entitled to vote; and

(iv) the resolution must set out which charitable entities the Society's surplus assets shall be applied to in accordance with clause 21(a).

(c) To be clear, a resolution under this clause 21 may be made at the same General Meeting as a resolution under clause 20.

**22. Matters Not Provided For**

Should any matter arise which has not been provided for in these rules the Executive shall consider and determine the same and shall have power to act as it thinks fit as long as whatever is proposed is not contrary to the charitable objects of the Society.

## SCHEDULE ONE: DISPUTES RESOLUTION PROCEDURES

### 1. How a Complaint is Made

1.1 A Member or Executive Member may make a complaint by giving to the Executive a Notice in writing that:

(a) states that the Member or Executive Member is starting a procedure for resolving a dispute in accordance with the Society's rules; 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 Executive Member 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 Executive Member by giving to the Member or Executive Member a Notice in writing that:

(a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's rules; and

(b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Executive Member 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) appointing an external person to investigate and report; or

(b) with the consent of all parties to a complaint, initiating a mediation between the parties and appoint an appropriate mediator; or

(c) appointing an external person to investigate and make a decision; or

(d) appointing 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 Executive Member has engaged in material misconduct;

(ii) that a Member, an Executive Member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's rules 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 rules; 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 rules 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 Executive Members 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 Executive Member 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 Executive Member may exercise the right on behalf of the Society.

3.3 Without limiting the manner in which the Member, Executive Member, 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 Executive Member, 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 rules 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 Executive Member 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.