HOWICK PHOTOGRAPHIC SOCIETY INCORPORATED

Constitution

Authorised by the Committee:

SHERYL WILLIAMS

BEVERLEY HOWARD

ANDREW CORNWALL

Constitution – Approved by the Committee for filing and Registrar approval.

[Email address]

Contents

Introductory Rules	Name	2
	Charitable Status	2
	Definitions	2
Purposes	Act and Regulations	3
	Restrictions on Society Powers	3
	Registered Office	3
	Contact Persons	3
Members	Classes of Members	3
	Becoming a Member	3
	Members Obligations and Rights	4
	Subscriptions	4
	Ceasing to be a Member	4
	Obligations after Membership has Ceased	4
	Becoming a Member Again	4
General Meetings	Procedures for all General Meetings	4
	Minutes	5
	Annual General Meetings	5
	Special General Meetings	6
Committee	Committee Composition	6
	Functions of the Committee and its Powers	6
	Sub-committees	6
	General Matters	6
Committee Meetings	Procedures	6
	Minutes	6
	Frequency	7
Officers	Qualifications of Officers	7
	Officer's Duties	7
	Election or Appointment of Officers	8
	Term	8
	Removal of Officers	8
	Ceasing to hold Office	8
	Conflicts of Interest	8
Records	Register of Members	9
	Interests Register	9
	Access to Information by Members	9
Finances	Control and Management	10
	Balance Date	10
Dispute Resolution	Meanings of Dispute and Complaint	10
	Investigating and Determining the Dispute	10
	Society may decide not to proceed further	11
Other	Bylaws	11
Alterations to this Constitution		11
Liquidation and Removal from the Register	Putting the Society into Liquidation	11
	Applying for Removal from the Register	11
	Surplus Assets	11

Introductory Rules

Name:

The name of the society is the **Howick Photographic Society Incorporated** (Hereafter referred to as the **'Society'**).

Charitable Status:

The **Society** is registered as a charitable entity under the Charities Act 2005.

Definitions:

In this **Constitution**, unless the context requires otherwise, the following words and phrases have these meanings:

'Act' means the Incorporated Societies Act 2022 or any Act replacing it (including amendments to it from time to time), and any regulations made under that Act or under any Act replacing it.

'Annual General Meeting (AGM)' means the annual meeting of the **Members** of the **Society** which, among other things, receives and considers reports on the **Society's** activities and finances.

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

'Constitution' means the rules in this document.

'General Meeting' means either the **Annual General Meeting** or any **Special General Meeting** of the **Members** of the **Society**.

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in sec 62 of the **Act**.

'Interests Register' means the Register of Interests of **Officers**, kept under this **Constitution** as required by sec 73 of the **Act**.

'Matter' means:

- The **Society's** performance of its activities or exercise of its powers; or
- An arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'Member' means a person who has consented to become a **Member** of the **Society,** been properly admitted to the **Society** and has not ceased to be a **Member**.

'Notice' to **Members** includes any notice given by email or post.

'Officer' means a natural person who is:

- A member of the **Committee**, or
- Occupying a position in the **Society** allowing them to exercise significant influence over the management or administration of the **Society**.

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

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

'Registrar' means the Registrar of Incorporated Societies

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

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

'Vice President' means the **Officer** elected to deputise in the absence of the **President**.

'Working Days' means as defined in the Legislation Act 2019.

'Zoom' means any form of real-time audio, visual, or electronic communication giving each **Member** a reasonable opportunity to participate as if present at a meeting.

Purposes:

The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), by benefitting the community through offering experience, training and competitions in photography.

Any income, benefit, or advantage must be used to advance the charitable purposes of the **Society**.

Act and Regulations:

Nothing in this Constitution authorises the **Society** to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

Restrictions on Society Powers:

- The Society shall not be operated for the financial gain of any of its **Members,** past **Member** or any person or entity associated with a **Member** or past **Member**.
- The Society's capacity, rights, powers, and privileges do not permit the Society to borrow money.

Registered Office:

The registered office of the **Society** shall be at such a place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the **Registrar**:

- At least **5** working days before the change of address for the registered office is due to take effect, and
- In the form required by the Act.

Contact Persons:

The **Society** shall have **2** contact persons appointed by the **Committee** whom the **Registrar** may contact. The **Society**'s contact persons must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

Each contact person's name and contact details must be provided to the **Registrar**, including a:

- Physical or an electronic address, and
- Telephone number.

Any change to a contact person or that person's contact details shall be advised to the **Registrar** within **20** working days of the change occurring, or the **Society** becoming aware of the change.

Members:

The Society shall maintain a minimum of **10** Members.

Classes of Members:

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

- **Member:** A Member is a person admitted to membership under this Constitution, has paid a subscription and who has not ceased to be a Member.
- **Life Member:** A Life Member is a Member having been a member of the Society for 20 years, or less under exceptional circumstances, honoured for highly valued services over many years to the Society elected as a Life Member by resolution at an **AGM** passed by a simple majority of those Members present and voting. A Life Member has all the rights and privileges of a Member, including holding office, and shall be subject to all the same duties as a Member except those of paying subscriptions.
- **Honorary Member:** An Honorary Member is a person honoured for services to the Society, or in an associated field, elected as an Honorary Member elected for a term of one year by resolution at an **AGM** passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

Becoming a Member:

Every person seeking membership must consent in writing to becoming a **Member** by completing and signing the application form. They become a **Member** upon acceptance of that application by the **Committee** and the payment of the current subscription.

The **Committee** may accept or decline any application for membership at its sole discretion and must advise the applicant of its decision.

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

Members' Obligations and Rights:

- Every **Member** shall provide the **Society** in writing with their name and contact details (physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.
- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, and participating in **Society** activities) if all subscriptions and other fees have been paid to the **Society** by their respective due dates,
- No **Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

Subscriptions:

The annual subscription for the then current financial year shall be set by resolution at the **AGM** following a recommendation from the Committee.

Any **Member** failing to pay the annual subscription within **2** calendar months from the **AGM** shall be considered as unfinancial and have no membership rights and shall not be entitled to participate in any **Society** competition or event.

During any financial year, the Committee has the power to set a lower subscription for:

- New Members joining later in the year, and
- As an incentive attached to a special event to join the Society.

Ceasing to be a Member:

A **Member** ceases to be a **Member**:

- By giving written notice signed by that **Member** to the **Secretary**, the notice taking effect upon receipt, or
- On termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- On death, or
- By resolution of the **Committee** where:
  - The **Member** has failed to renew their subscription to the **Society** within **3** calendar months of the due date for payment.
  - In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
  - Written notice has been sent to the Member notifying them of the termination of membership and the reason.

Obligations after Membership has Ceased:

A **Member** who has ceased to be a **Member** under this **Constitution** shall:

- Cease to hold himself or herself out as a **Member** of the **Society**, and
- Return to the **Society** all material and property provided to **Members** by the **Society** (including any badges, trophies, keys, handbooks and manuals), and
- Cease to be entitled to any of the rights of a **Society Member**.

Becoming a Member again:

A former **Member** may apply for re-admission in the manner prescribed for new applicants.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may only be re-admitted by a resolution passed at a **Committee** meeting.

General Meetings:

Procedures for all General Meetings:

The conduct of General Meetings shall be consistent with the requirements in the **Act** and **Constitution**.

The **Committee** shall give **Members** at least **14** days written **Notice** of any **General Meeting** and of the business to be conducted at that meeting.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**. A **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

Only **Members** may speak and vote at **General Meetings**:

- In person (Including by Zoom), or

- By a signed written proxy (an email being acceptable) in favour of any **Member** entitled to be present at the meeting and received by the **Secretary** before the commencement of the **General Meeting**, and
- No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least **25%** of eligible **Members** attend (Including by Zoom) throughout the meeting. This shall constitute a quorum.

If, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting:

- If convened at the request of **Members** – shall be dissolved.
- Otherwise, it shall stand adjourned to a day, time and place determined by the **President**, and if at the adjourned meeting a quorum is not present, those **Members** present in person (Including by Zoom) or by proxy shall be deemed to constitute a sufficient quorum.

Each **Member** is entitled to cast one vote on any motion at a **General Meeting** in person or by proxy.

Voting at **General Meetings** shall be by voices or show of hands or, on demand of the **President** or of **2** or more **Members** present (Including by Zoom), by secret ballot.

Unless otherwise required by this **Constitution**, all motions shall be decided by a simple majority of those attending (Including by Zoom) or by proxy, and voting at a **General Meeting**.

Decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

All **General Meetings** shall be presided by the **President**. Should the **President** be absent, the Vice President shall preside over that meeting. Should the Vice President also be absent, the meeting shall elect another member of the **Committee** to preside over that meeting.

The person presiding at a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

The person presiding at a **General Meeting** may:

- With the consent of a simple majority of **Members** present (Including by Zoom) adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- Direct that any person obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the person presiding be removed, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

The **Committee** may propose motions for **Members** to vote on ('Committee Motions') These shall be notified to **Members** with the notice of the **General Meeting.**

Any **Member** may request a motion be voted on ('Member's Motion') at a **General Meeting**, by giving written notice to the **Secretary** at least **21** days before the meeting. The **Member** may also provide information in support of the motion ('Member's Information'). Notice of that motion shall be included with the Notice of the **General Meeting**.

Minutes:

The **Society** shall keep minutes of all **General Meetings**.

Annual General Meeting - AGM:

The **AGM** shall be held once a year on a date and at a location determined by the **Committee.**

The **AGM** shall be held no later than:

- **4** months after the balance date of the **Society**, or
- **15** months after the previous **AGM**.

The business of an **AGM** shall be to:

- Confirm the minutes of the previous **AGM** and any **SGM** held since the previous **AGM**, and
- Adopt the Annual Reports on the operations and affairs of the **Society**, and
- Adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements, and
- Set the subscriptions for the current financial year, and
- Consider any motions for which prior notice has been given to **Members** with the notice of the **Meeting**, and

- Consider any general business.

The **Committee** shall, at each **AGM**, present any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters to which those disclosures relate).

Special General Meetings - SGM:

A **SGM** may be called at any time by resolution of the **Committee**.

The **Committee** shall call a **SGM** if it receives a written request signed by at least **10%** of **Members**.

Any resolution or written request must state the business the **SGM** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** apply to a **SGM**, and a **SGM** shall only consider and deal with the business specified in the **Committee's** resolution or the written request of **Members**.

Committee

Committee Composition:

All members of the **Committee** shall be **Members**.

The **Committee** shall consist of the following **Officers**:

- President,
- Vice President,
- Secretary,
- Treasurer,
- Immediate Past President,
- And up to 6 elected Committee members.

Furthermore, at the discretion of the **Committee**, an additional member may be co-opted.

Functions of the Committee and its powers:

From the end of each **AGM** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the **Act** and this **Constitution**.

The **Committee** has all the powers necessary for managing, directing and supervising the management, the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or this **Constitution**.

Sub-committees:

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**, a sub-committee:

- Meeting quorum is half the members of the sub-committee but not less than **2**, and shall
- Have power to co-opt additional persons, and
- Not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- Not further delegate any of its powers.

General Matters: Committees:

The **Committee** and sub-committee may act by motion approved (Including by Zoom) and any such motion shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Committee Meetings:

Procedures:

The quorum for **Committee** meetings is at least **60%** of the number of members of the **Committee**.

A meeting of the **Committee** is when members are assembled together at the place, date and time appointed for the meeting (Including by Zoom).

A motion of the **Committee** is passed if a majority of the votes cast are in favour of the motion.

Every **Officer** on the **Committee** shall have one vote.

If, at a meeting of the **Committee**, the President is not present, the Vice President shall act as president or, if also absent, the members of the **Committee** present may select one of their number to preside.

in the event of a tied vote on any motion the person presiding has a casting vote.

Minutes:

The Committee and any sub-committee shall keep written minutes of every meeting.

Frequency:

The **Committee** shall meet at least monthly at such times and places and in such manner (Including by Zoom) as it may determine or as convened by the **President** or **Secretary**.

The **Secretary** shall give to all **Committee** members not less than **5** days' notice (together with an agenda) of **Committee** meetings. In cases of urgency a shorter period of notice shall suffice.

Officers:

Qualifications of Officers:

Every **Officer** must be a natural person who:

- Has consented in writing to be an officer of the **Society**, and
- Certifies they are not disqualified from being elected or appointed as an **Officer** of the **Society**.

Officers must not be disqualified under sec 47(3) of the **Act** or sec 16 of the Charities Act 2005 from being appointed or holding office as an **Officer**, namely a person who is:

- Under 16 years of age.
- An undischarged bankrupt.
- Prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
- Disqualified from being a member of the governing body of a charitable entity under sec 16(2) of the Charities Act 2005.
- Has, within the last 7 years, been convicted of any of the following offences:
  - i. Under subpart 6 of Part 4 of the **Act**,
  - ii. A crime involving dishonesty (within the meaning of sec 2(1) of the Crimes Act 1961),
  - iii. An offence under sec 143B of the Tax Administration Act 1994,
  - iv. In a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
  - v. Money laundering or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- Subject to a:
  - i. Banning order under subpart 7 of Part 4 of the **Act**, or
  - ii. Order under sec 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii. Forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv. Property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under sec 32 of that Act.
- Subject to an order substantially similar to any order referred to in paragraph **(6)** under a law of a country, state, or territory outside New Zealand that is a country, state, or territory prescribed by the regulations (if any) of the **Act**.

Each certificate shall be retained in the **Society's** records.

Officers' Duties:

At all times each **Officer** shall:

- Act in good faith and in what they believe to be the best interests of the **Society**,
- Exercise all powers for a proper purpose,
- Not act, or agree to the **Society** acting, in any manner contravening the **Act** or this **Constitution**,
- When exercising powers or performing duties as an **Officer**, exercise the care and diligence a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation the:
  - Nature of the **Society**, and
  - Nature of the decision, and
  - Position of the **Officer** and nature of the responsibilities undertaken by them.

- Not agree to activities of the **Society** being carried on in any manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in any manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- Not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds the **Society** will be able to perform the obligation when required to do so.

Election or Appointment of Officers:

All **Officers** (excepting the Immediate Past President) shall be elected at the **AGM** in accordance with the procedures for giving **Notice**:

- Within **20** days of determining the date of the **AGM**, the **Secretary** shall give **Notice** to all **Members** calling for nominations for positions to be filled, and include a nomination form.
- A nominee's nomination shall be accompanied by their written consent together with a certificate that they are not disqualified from being appointed or holding office as an **Officer** (As described in the '*Qualifications of Officers*' rule above.).
- The Notice of **AGM** shall include the nominations received by that date for **Committee** positions. In the event there are insufficient nominations, the **President** may call for nominations from those **Members** attending the **AGM**.
- Should there be more nominations than required for any position, a ballot shall be held at the **AGM**.
- If a ballot is required under sub-paragraph (4) above, the candidate/s polling the highest number of votes of **Members** shall be declared elected by the **Society**.
- Should any vote be tied, the tie shall be resolved by the **Immediate Past President** exercising a casting vote.
- In addition to **Officers** elected under these provisions, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **AGM**. Unless otherwise specified by the **Committee,** any person so appointed shall have full speaking and voting rights as an **Officer**. Any such appointee shall, before appointment, supply the consent and certificate as specified in sub clause 2 above.
- The failure for any reason of a **Member** to receive the **Notice** of meeting shall not invalidate the election.

Term:

The term of office for all **Officers** elected to the **Committee** shall be **1** year, expiring at the end of the **AGM**.

No **President** shall serve for more than **2** consecutive years as **President**.

Removal of Officers:

An **Officer** shall be removed as an **Officer** by motion of the **Committee** or **Society** where in the opinion of the **Committee** or **Society,** the **Officer** has:

- Been absent from **3** committee meetings without leave of absence from the **Committee**.
- Brought the **Society** into disrepute.
- Failed to disclose a conflict of interest, or
- The **Committee** passes a vote of no confidence in that **Officer**,

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

Ceasing to Hold Office:

An **Officer** ceases to hold office when they resign (by written notice to the **Committee**), are removed, die, or otherwise vacate office in accordance with sec 50(1) of the **Act**.

Within **15** working days of submitting a resignation or ceasing to hold office, the **Officer** shall deliver to the **Committee** all passwords, keys, books, papers, trophies and other property of the **Society** held by that **Officer**.

Conflicts of Interest:

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Committee** or **Society**, must disclose details of the nature and extent of that interest (including any monetary value of the interest if it can be quantified):

- To the **Committee** and or sub-committee, and
- In an Interests Register kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware they are interested in the Matter.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter** must not:

- Vote or take part in the decision of the **Committee** and/or sub-committee relating to that **Matter** unless all other members of the **Committee** consent; and
- Sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Committee** consent; but
- May take part in any discussion by the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee unless the **Committee** and/or sub-committee decides otherwise.

However, an **Officer** or member of a sub-committee prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting where the **Matter** is considered.

Where **50%** or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **SGM** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where **50%** or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

Records:

Register of Members:

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register** shall include:

- Their name, and
- The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including:
  - i. A physical or an electronic address, and
  - ii. A telephone number, and
  - iii. An email address.

Every **Member** shall promptly advise the **Society** of any change to their contact details.

The **Society** shall keep a record of former **Members**. For each **Member** ceasing to be a **Member** within the previous **7** years, the **Society** will record the:

- Former **Member's** name, and
- Date the former **Member** ceased to be a **Member**.

Interests Register:

The **Committee** shall at all times maintain an up-to-date **Register of Interests** disclosed by **Officers** and members of any sub-committee.

Access to Information for Members:

A **Member** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable it to be identified.

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

- Provide the information, or
- Agree to provide the information within a specified period, or
- Refuse to provide the information, specifying the reasons for the refusal.

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

- Information is not relevant to the operation or affairs of the **Society**, or
- Withholding of information is necessary to maintain legal professional privilege, or
- Burden to the **Society** in responding to the request is substantially disproportionate to any benefit the **Member** (or any other person) will or may receive from the disclosure of the information, or
- Request for the information is frivolous or vexatious, or
- Request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

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

Finances:

Control and Management:

The funds and property of the **Society** shall be:

- Controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- Devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts only in the name of the **Society**.

All money received on account of the **Society** shall be banked within **10** working days of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval.

The **Committee** must ensure there are kept at all times accounting records which:

- Correctly record the transactions, assets and liabilities of the **Society**, and
- Allow the **Society** to produce financial statements at any time complying with the requirements of the **Act**.

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

The accounting records must be kept:

- In a manner easily accessible and convertible into written form, and
- For the current accounting period and retained for the last **7** completed accounting periods of the **Society**.

Balance Date:

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

Dispute Resolution:

Meanings of Dispute and Complaint:

A dispute is a disagreement or conflict involving the **Society** and/or its **Members (**including **Officers)** in relation to specific allegations set out below.

The disagreement or conflict relates to any of the following allegations:

- A **Member** has engaged in misconduct
- A **Member** or the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**

A **Member** may make a complaint by giving to the **Committee** a notice in writing:

- Setting out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against, and
- Stating the **Member** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**.

The **Society** may make a complaint involving an allegation against a **Member** by giving to that **Member** a notice in writing:

- Setting out the allegation to which the dispute relates, and
- Stating the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**.

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

The **Member** has the right to be heard.

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

All parties must consider and discuss whether a dispute may best be resolved through informal discussions.

Investigating and Determining Dispute:

- The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this **Constitution**, ensure the dispute is investigated and determined.
- Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to Proceed further with Complaint:

Despite the '*Investigating and Determining Dispute*' rule above, the **Society** may decide not to proceed if the complaint:

- Is considered to be trivial or there has been an undue delay in making the complaint; or
- Does not appear to disclose or involve any allegation:
  - i. Where a **Member** has engaged in material misconduct,
  - ii. Or the **Society** has materially breached, or is likely to materially breach, a duty under the **Constitution** or the **Act**,
  - iii. Or **Members**' rights or interests generally have been materially damaged.
- Or the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**.

Bylaws:

The **Committee** may, from time to time, make and amend bylaws, policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct shall be inconsistent with this **Constitution**, the **Act**, or any other legislation.

Alterations to the Constitution:

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in sec 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a motion passed by a simple majority of those **Members** present (Including by Zoom) and voting.

At least **14** days before the **General Meeting** at which any amendment is to be considered, the **Committee** shall give to all **Members** written notice of the proposed motion, the reasons for the proposal, and the recommendations of the **Committee**.

When an amendment is approved by a **General Meeting,** it shall be notified to the **Registrar** in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

The amendment shall also be notified to Charities Services as required by sec 40 of that Act.

Liquidation and Removal from the Register:

Putting the Society into Liquidation:

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give **30** working days written **Notice** to all **Members** of the proposed motion to put the **Society** into liquidation together with written notice of a **General Meeting** at which the proposed motion will be considered. The **Notice** shall include all information required by sec 228(4) of the **Act**.

Any motion to put the **Society** into liquidation must be passed by **66%** of all **Members** present (Including by Zoom) and voting.

Applying for Removal from the Register:

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Committee** shall give **30** working days written **Notice** to all **Members** of the proposed motion to remove the **Society** from the Register of Incorporated Societies together with written notice of a **General Meeting** at which the proposed resolution will be considered. The **Notice** shall include all information required by sec 228(4) of the **Act**.

Any motion to remove the **Society** from the Register must be passed by **66%** of all **Members** present (Including by Zoom) and voting.

Surplus Assets:

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member,** past **Member** or any person or entity associated with a **Member** or past **Member**. If any property remains after the settlement of the **Society's** debts and liabilities, that property

must be given or transferred to another organisation for a charitable purpose or purposes as defined in sec 5(1) of the Charities Act 2005.