
New Zealand Professional Florists Incorporated



CONSTITUTION

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1. NAME

The name of the Society shall be “**New Zealand Professional Florists Incorporated**”

2. REGISTERED OFFICE

The Registered Office of the Society shall be at such place in New Zealand as the Executive from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

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

3. MISSION AND PURPOSE

Mission Statement: Our mission is to provide excellence in floristry training, to mentor and inspire florists to be the best they can.

We have commitment and passion for the industry and work with all to achieve higher standards, more creative florists, using better business practices and assurance of quality to the customer.

The Purpose of the Society shall be:

- (a) To promote and encourage the highest standards of floristry
- (b) To promote and encourage the exchange between members of ideas, principles and standards of floristry
- (c) To promote and conduct Assessments in floristry and to issue Masters, Diploma and Certificates bearing the Society’s Seal to candidates who qualify in the Society’s standards
- (d) To take such steps as may be deemed expedient or necessary to protect and foster the interests of floristry
- (e) To extend a watchful regard over all matters affecting florists and to give timely information to members of the Society
- (f) To provide by all lawful means for opposing legislation which the Society may consider to adversely affect the interest of its members
- (g) To purchase, take on lease, exchange or otherwise acquire any real or personal property and any rights or privileges which the Society shall think necessary or expedient for the purpose of attaining the objectives of the Society or any of them or promoting the interests of the society or its members and to sell, exchange or lease with or without option of the purchase or in any manner dispose of any such property rights or privileges as aforesaid
- (i) To do all such things as are incidental or conducive to the attainment of the above objectives or any of them

4. CONTACT PERSON

The society's contact person is the Secretary who is appointed by the Executive Committee annually.

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

5. MEMBERSHIP

The **Society** shall maintain the minimum number of **Members** required by the **Act**

- (a) Subject to Clause 5(b), the Society shall consist of persons, companies and partnerships engaged in or interested in floristry in New Zealand
- (b) The following persons, companies and partnerships shall be entitled to be members of the Society if their signed and dated membership application form is first approved by the Executive Committee and their annual subscription is paid:
 - i. Individual Member (full voting rights)
 - ii. Affiliated member (no voting rights) – Affiliated to the Floristry Industry by manufacture or sell retail supplies or provide registered training courses.
 - iii. Studio Member (full owner only voting rights) – Includes owner and staff employed. Staff registered for Assessment must become NZPF Student Members
 - iv. Student Member (no voting rights) – Levels 2, 3,4, Diploma or Masters
 - v. Trainee Assessor or Friend of the Society - Friend of the Society is a person who is no longer actively involved in the flower industry and/or New Zealand Professional Florists but wishes to retain an interest in the Society (no voting rights).
 - vi. Accredited Assessor (full voting rights) – Qualified Assessor and Industry Trainer
 - vii. Those holding Life Membership (full voting rights) or Honorary Membership (no voting rights) of the Society, as conferred at the discretion of the Society's Executive Committee
 - viii. Overseas (no voting rights)
- (c) A member who ceases to meet the membership criteria set out in Clause 5 (b) shall be deemed to have resigned from the Society
- (d) Any member may resign from the Society on payment of all dues owing (if any) to the Society at the date of resignation, by delivering 14 days written notice to the Secretary. At the expiry of such notice, the member shall cease to be a member and shall have no interest in, or claim to, the funds or property of the Society
- (e) Every current **Member** shall promptly advise the **Secretary** of any change of the contact details.

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 the information to be identified.

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

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. 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 to provide the information if:

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within **10 Working Days** after receiving notification of the charge, the **Member** informs the **Society**:

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

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

6. SUBSCRIPTIONS

The annual subscription for membership shall be determined from time to time by the Executive Committee of the Society and ratified at the Annual General Meeting

7. PATRON

The Society shall annually at the Annual General Meeting elect a Patron to hold the office until the next general election. The Patron need not be a member of the Society and will not be a member of the Executive Committee

8. EXECUTIVE COMMITTEE

Qualifications of Executive Members:

Every Executive member must be a natural person who:

- has consented in writing to be an Executive member of the Society, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Executive Member of the Society.

Executive Members will be disqualified under section 47(3) of the Act from being appointed or holding office a Executive member of the Society, namely:

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is 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
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - an offence under subpart 6 of Part 4 of the Act
 - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - an offence under section 143B of the Tax Administration Act 1994
 - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - a banning order under subpart 7 of Part 4 of the Act, or
 - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an 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.

Prior to election or appointment as an Executive Member a person must:

- consent in writing to be an Executive Member, and
- certify in writing that they are not disqualified from being elected or appointed as an Executive either by this Constitution or the Act.

Note that only a natural person may be an Executive Member and each certificate shall be retained in the Society's records.

Executive Members duties:

At all times each Executive member:

1. shall act in good faith and in what he or she believes to be the best interests of the Society,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
4. when exercising powers or performing duties as an Executive Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the Society,
 - the nature of the decision, and
 - the position of the Executive Member and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the Society being carried on in a 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 a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
6. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

The quorum for Executive Committee meetings is at least half the number of members of the Executive Committee.

A meeting of the Executive Committee may be held either:

1. by a number of the members of the Executive Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Executive Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Executive Committee is passed at any meeting of the Executive Committee if a majority of the votes cast on it are in favour of the resolution. Every Executive Member on the Executive Committee shall have one vote.

The members of the Executive Committee shall elect one of their number as chairperson of the Executive Committee. If at a meeting of the Executive Committee, the chairperson is not present, the members of the Executive Committee present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Executive Committee.

Frequency

The Executive Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.

The Secretary/Treasurer, or other Executive Committee member nominated by the Executive Committee, shall give to all Executive Committee members not less than 5 Working Days' notice of Executive Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

Election or Appointment of Executive Members

The election of Executive Members shall be conducted as follows.

1. Executive Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Executive Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Executive Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Executive Member (as described in the 'Qualification of Executive Members' rule above). Any such appointment must be ratified at the next Annual General Meeting.
2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Executive Member (as described in the 'Qualification of Executive Members' rule above) shall be received by the Society at least 30 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
3. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive Committee (excluding those in respect of whom the votes are tied).
4. Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.

6. In addition to Executive Members elected under the foregoing provisions of this rule, the Executive Committee may appoint other Executive Members for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Executive Committee any person so appointed shall have full speaking and voting rights as an Executive Member of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Executive Member (as described in the 'Qualification of Executive Members' rule above).

Term

The term of office for all Executive Members elected to the Executive Committee is outlined in 8 b, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Executive Member's term of office.

- No Executive Member shall serve for more than 4 consecutive terms.
- No Chairperson shall serve for more than 4 consecutive years as Chairperson.

Removal of Executive Members

An Executive Member shall be removed as an Executive Member by resolution of the Executive Committee or the Society where in the opinion of the Executive Committee or the Society:

- The Executive Member elected to the Executive Committee has been absent from 4 Executive Committee meetings without leave of absence from the Executive Committee.
- The Executive Member has brought the Society into disrepute.
- The Executive Member has failed to disclose a conflict of interest.
- The Executive Committee passes a vote of no confidence in the Executive Member.

with effect from (as applicable) the date specified in a resolution of the Executive Committee or Society.

Ceasing to Hold Office

An Executive Member ceases to hold office when they resign (by notice in writing to the Executive Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Executive Member shall within 20 Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive Committee all books, papers and other property of the Society held by such former Executive Member.

Conflicts of Interest

An Executive Member or member of a sub-Executive Committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details

of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

1. to the Executive Committee and or sub-Executive Committee, and
2. in an Interests Register kept by the Secretary/Treasurer.

Disclosure must be made as soon as practicable after the Executive Member or member of a sub-Executive Committee becomes aware that they are interested in the Matter.

An Executive Member or member of a sub-Executive Committee who is an Interested Member regarding a Matter:

1. must not vote or take part in the decision of the Executive Committee and/or sub-Executive Committee relating to the Matter unless all members of the Executive Committee who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Executive Committee who are not interested in the Matter consent; but
3. may take part in any discussion of the Executive Committee and/or sub-Executive Committee relating to the Matter and be present at the time of the decision of the Executive Committee and/or sub-Executive Committee (unless the Executive Committee and/or sub-Executive Committee decides otherwise).

However, an Executive Member or member of a sub-Executive Committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Executive Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Executive Members agree otherwise.

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

- (a)
 - (i) The Society shall be administered by an Executive Committee which shall have full power to transact all the business of the Society. All Executive members to be financial or Life members.
 - (ii) The Executive Committee (excluding the Assessment Co-ordinator) shall appoint an Assessment Co-ordinator who must be an NZPF Diploma Holder and NZPF Accredited Assessor and may also appoint two assistants from Financial Certificated Accredited Assessors, and shall also determine the functions and duties of such persons. The term of the Assessment Co-ordinator shall be for two years, with terms of one year for any subsequent re-appointments. The two assistants may be appointed annually. Notwithstanding this, the Executive Committee (excluding the Assessment Co-ordinator) may also remove any person from the positions of Assessment Co-ordinator or assistant

- (iii) The Assessment Co-ordinator shall nominate a Moderator and the Executive Committee (excluding the Assessment Co-ordinator) shall approve. This term is for one year from appointment. The Moderator must hold the NZPF Assessor's Certificate and a New Zealand Qualifications Authority (NZQA) unit standard for Internal Moderation
 - (iv) The President shall receive resolutions not pertaining to the Society Rules and present to an Executive meeting. Any resolutions accepted by the Executive will be presented at the AGM for ratification.
- (b) The Executive Committee must consist of the following four members:
- (i) A President who shall be elected at the Annual General Meeting. When first elected to office, the term of the President shall be for two years. Upon any re-election, the terms will be for one year each
 - (ii) A Vice President who shall be elected at the Annual General Meeting. When first elected to office, the term of the Vice President shall be for two years. Upon any re-election, the terms will be for one year each
 - (iii) One member who must be a holder of the Society's Diploma who shall be elected at the Annual General Meeting for a term of two years
 - (iv) An Assessment Co-ordinator who is appointed by the Executive Committee in terms of Clause 8 (a) (ii)
- And may also include:
- (v) One member representing Industry appointed annually by the Executive
- (c) Nominations for the offices described in paragraphs 8(b) (i), (ii) and (iii) must be in writing and lodged with the Secretary 21 days before the Annual General Meeting. Such nominations must be signed by the person nominating, plus one other member, and the nominee
- (d) The Executive Committee shall meet on such occasions as the President, or in their absence or incapacity the Vice President, shall from time to time determine, or may meet at such times and places as it may itself decide. A Special Executive Committee meeting shall be held upon request in writing to the President of not less than five members of the Executive Committee
- (e) At all meetings of the Executive Committee a quorum shall be fifty percent (50%) of the numerical membership of the Executive Committee
- (f) There shall be paid to members of the Executive Committee from the funds of the Society, either actual and reasonable expenses incurred in attending a meeting of the Executive Committee or such allowance in lieu thereof as may be determined by a General Meeting of the Society
- (g) The Executive Committee shall be empowered to co-opt members to fill casual vacancies on the Executive Committee

- (h) The Executive Committee shall also be empowered to co-opt members to fill any vacancy on the Executive Committee created if no person is elected to fill any one of the elected positions
- (i) All matters discussed at Executive Committee meetings shall remain confidential to the Executive Committee. No Executive Committee member may discuss any such matter with any other person, without the consent of the Executive Committee
- (j) The Executive must hold a minimum of three (3) Executive Meetings per financial year.

Function of the Executive Committee:

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Powers of the Executive Committee

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

Sub-Executive Committees

The Executive Committee may appoint sub-Executive Committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive Committee:

- the quorum of every sub-Executive Committee is half the members of the sub-Executive Committee but not less than 2,
- no sub-Executive Committee shall have power to co-opt additional members,
- a sub-Executive Committee must not commit the Society to any financial expenditure without express authority from the Executive Committee, and
- a sub-Executive Committee must not further delegate any of its powers.

General matters: Executive Committees

The Executive Committee and any sub-Executive Committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Executive Committee or sub-Executive Committee meeting.

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

9. PRESIDENT

The duties of the President shall be to preside at all meetings of the Society. The President may summon Special Meetings of the Executive Committee or of the Society if in their judgment Special Meetings are necessary. The President shall be an ex officio member of any other NZPF Executive Committees

10. VICE-PRESIDENT

The duties of the Vice-President shall be to assist the President and in the absence of the President to act in their stead. In the event of the death or resignation of the President, the Vice-President shall assume the office of President and shall hold office until the next Annual General Meeting, at which shall be eligible for election as President

11. SECRETARY/TREASURER

A Secretary/Treasurer shall be appointed by the Executive Committee or by a General Meeting of the Society and shall be paid such remuneration as may be decided upon by the Executive Committee or by a General Meeting of the Society

The duties of the Secretary/Treasurer shall be:

- (a) To keep the minutes of all meetings of the Society and to record the same in the Secretary's office
- (b) To keep a register of the Society's members physical and/or email addresses, the date they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and keep a record (members name and date they ceased to be a member) for each member who ceased to be a member within the previous 7 years
- (c) To conduct all the correspondence of the Society and be the Society's contact person
- (d) To receive all monies due to the Society, issue receipts and pay same into the Society's Bank Account; to pay all the accounts properly chargeable to the Society as they become due and to keep such books of account as may be necessary to record the financial years of the Society
- (e) To send out accounts to members each year for their annual subscriptions
- (f) To prepare the annual accounts for sending to the Society's approved Accountancy firm.
- (g) To conduct all matters relating to and incidental to the Assessment Co-ordinator and Assessors

- (h) To perform such duties as may be decided upon from time to time by the Executive Committee or a General Meeting of the Society
- (l) Shall at all times maintain the “Conflict of Interest” register of the interests disclosed by Executive Committee members and by members of any sub-Executive Committee.

12. ACCOUNTANT

An Accountant shall be appointed at each Annual General Meeting of the Society to complete an Annual Financial Report.

13. BANK ACCOUNT

- (a) A Bank Account shall be opened in the name of the Society and shall be operated upon joint signatures of duly authorised Executive Members and the Secretary as nominated by the Executive Committee
- (b) Such authorised Executive Members and Secretary shall have power to endorse all payments or other negotiable instruments payable to or by the Society

14. BOOKS

The books of the Society kept by the Secretary shall be open to inspection by any member of the Society at any reasonable time

15. FINANCES

Control and management

The funds and property of the Society shall be:

- controlled, invested and disposed of by the Executive Committee, subject to this Constitution, and
- devoted solely to the promotion of the purposes of the Society.

The Executive Committee shall maintain bank accounts 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 Executive Committee for approval of payment.

The Executive Committee must ensure that there are kept at all times accounting records that:

1. correctly record the transactions of the Society, and
2. allow the Society to produce financial statements that comply with the requirements of the Act, and

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

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

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

Balance date

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

16. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held once per year on a date, time and at a location and/or using any electronic communication determined by the Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

Annual General Meetings shall be called by notice in writing by the Secretary stating the time and place of the meeting and the business to be dealt with, sent to each member at least fourteen (14) days before the date appointed for such meeting

The **Annual General Meeting** will be held no later than the earlier of the following—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

The business of the **Annual General Meeting** shall be to:

- Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- Adopt the annual report on the operations and affairs of the Society,
- Adopt the Executive Committee report on the finances of the Society and the annual financial statements,
- Ratify any subscriptions for the current financial year
- Consider any motions of which prior notice has been given to Members with notice of the Meeting
- The Committee's proposed budget for the next year
- To elect Executive members for the ensuing year
- To elect a Patron for the ensuing year
- To appoint an Accountant for the ensuing year
- To decide on any motions of which due notice has been given or which any member may, with the permission of the meeting, introduce
- To deal with any other matters which may consistently with these Rules be introduced at such meeting

Annual General Meetings shall be called by notice in writing by the Secretary stating the time and place of the meeting and the business to be dealt with, sent to each member at least fourteen (14) days before the date appointed for such meeting.

At all Annual General Meetings of the Society the quorum shall be 5% of financial members

- A Special General Meeting may be called at any time by the President, or upon request in writing to the President or the Secretary, by any seven (7) members of the Society
- That the Chairperson may, with the consent of the meeting adjourn the same, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting so adjourned (and) that the accidental omission to give notice of a meeting or of the non-receipt of such notice by a person entitled thereto shall not invalidate any resolution or proceedings of the meeting

The Secretary/Treasurer will present:

- an annual report on the operation and affairs of the Society during the most recently completed accounting period
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by Executive members during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

17. VOTING

- (a) All questions at any meeting of the Society shall be determined by a majority of members present and voting
- (b) Voting shall be by show of hands, unless a ballot be requested by two members present in which case the Chairman of the Meeting shall arrange accordingly
- (c) On each occasion on which it is necessary to vote, each financial or life member (excluding affiliated, overseas, Friend of the Society and students) shall be entitled to one vote. Partners of a firm are entitled to the rights and privileges of membership but collectively rank as one member for the purposes of voting. A limited company is entitled to vote through its duly authorised representative
- (d) The President or Chairperson for the time being may have a casting vote in addition to their deliberative vote

18. COMMON SEAL

- (a) The common seal of the Society must be kept in the custody of the Secretary/Treasurer
- (b) The Common Seal of the Society shall not be affixed to any instrument or writing except pursuant to a resolution of the Executive Committee and in the presence of a member of the Executive Committee and the Secretary/Treasurer.

19. CONTROL AND INVESTMENT OF FUNDS

- (a) All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account at a Bank or Banks to be nominated by the Executive Committee within ten (10) days of receipt.
- (a) All real and personal property belonging to the Society shall be held and disposed of in the corporate name of the Society
- (c) No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society

20. REMOVAL OF EXECUTIVE MEMBERS

Any member of the Executive Committee or any other Executive Member of the Society may be removed from office by a vote of the majority of members present at a Special General Meeting called to consider such removal; provided that at least fourteen (14) days' notice in writing is given to each member that a meeting is to be held for such a purpose

21. EXPULSION AND SUSPENSION OF MEMBERS

- (a) The majority of members present and voting at an Annual or Special General Meeting of the Society may expel by resolution any member whose conduct, in their opinion, renders them unfit to be a member of the Society and such member shall cease to be a member of the Society from the date of such resolution
- (b) Any member against whom criminal proceedings have been instituted may, by resolution of a General Meeting, be suspended from membership
- (c) Written notice of a resolution to expel a member under these Rules must be given to the Secretary at least twenty-one (21) days before the meeting at which such resolution is to be moved and the Secretary shall inform the members of the notice at least fourteen (14) days before the day of such meeting

22. VOLUNTARY WINDING-UP OF THE SOCIETY

The Society may be wound up and removed from the Companies Register voluntarily if the Society at an Annual General Meeting of its members passes a resolution requiring the Society so to be wound-up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed

23. DISPOSITION OF PROPERTY IN EVENT OF WINDING-UP

If upon the winding-up of the Society there remains after the payments of its debts and liabilities a surplus of assets, the same shall not be distributed to

members of the Society but shall be given or transferred to some other association(s) or institution(s), having objectives similar to the objectives of this Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society provided herein; such association(s) or institution(s) to be determined by a resolution of members of the Society at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New Zealand as may have or shall acquire jurisdiction in the matter, and if and so far effect cannot be given to this provision then to such charitable objectives as may be determined by a resolution of the members of the Society at or before the time of dissolution

24. LIQUIDATION

The **Executive Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation. The **Executive Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**. Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

25. REMOVAL FROM THE REGISTER

The **Executive Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies. The **Executive Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

26. AMENDMENT OF CONSTITUTION

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting. That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 5 per cent of eligible **Members** and given in writing to the **Executive Committee** at least **20 Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least **20 Working Days** before the **General Meeting** at which any amendment is to be considered the **Executive Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Executive Committee** has.

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

27. By LAWS

The **Executive Committee** from time to time may make and amend bylaws, and 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 applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

28. DISPUTE RESOLUTION

Meanings of dispute and complaint

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

The disagreement or conflict may be between any of the following persons:

1. 2 or more Members
2. 1 or more Members and the Society
3. 1 or more Members and 1 or more Executive Members
4. 2 or more Executive Members
5. 1 or more Executive Members and the Society
6. 1 or more Members or Executive Members and the Society.

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

1. a Member or an Executive Member has engaged in misconduct
2. a Member or an Executive Member has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
3. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Executive Member may make a complaint by giving to the Executive Committee (or a complaints sub-Executive Committee) a notice in writing that—

1. states that the Member or Executive Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Society.

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:

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

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

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

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

The complainant raising a dispute, and the Executive Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How Complaint is Made

1. A Member or an Executive Member may make a complaint by giving to the Executive Committee (or a complaints sub-Executive Committee) a notice in writing that—
 1. states that the Member or Executive Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the Society.
2. The Society may make a complaint involving an allegation or allegations against a Member or an Executive Member by giving to the Member or Executive Member a notice in writing that:
 - states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

Person Who Makes Complaint Has Right To Be Heard

1. A Member or an Executive Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Society makes a complaint—
 - the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - an Executive Member may exercise that right on behalf of the Society.
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—
 - they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Executive Member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person Who Is Subject Of Complaint Has Right To Be Heard

1. This clause applies if a complaint involves an allegation that a Member, an Executive Member, or the Society (the 'respondent')—
 - has engaged in misconduct; or
 - has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or this Act; or
 - has damaged the rights or interests of a Member or the rights or interests of Members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Society, an Executive Member may exercise the right on behalf of the Society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - 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
 - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - an oral hearing (if any) is held before the decision maker; and
 - the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating And Determining Dispute

1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. 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 further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or an Executive Member has engaged in material misconduct;
 - that a Member, an Executive Member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

Society May Refer Complaint

1. The **Society** may refer a complaint to:
 - a sub-Executive Committee or an external person to investigate and report; or
 - a sub-Executive Committee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Executive Committee** or a complaints sub-Executive Committee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.