REPORT TO OUR MEMBERS

Prepared for	2025 Annual General Meeting
Report dated	1 November 2025
Prepared by	Tash Loulanting, Treasurer on behalf of the Board of Fertility New Zealand
Subject	ADOPTION OF NEW CONSTITUTION

1. Background and purpose of paper

- Fertility New Zealand (FNZ) must re-register under the Incorporated Societies Act 2022 ('the 2022 Act') by 5 April 2026.
- The new Act modernises the legal framework for incorporated societies, strengthening governance, accountability, and transparency. It introduces clearer rules for officer duties, member rights, dispute resolution, and record-keeping.
- To comply, FNZ must adopt a new Constitution that meets the 2022 Act's mandatory content requirements.
- Following a comprehensive process—spanning consultation with the Board, a peer review, and alignment with comparable organisations—FNZ now presents a Final Draft Constitution for member approval.
- The proposed constitution is included at **Appendix 1**.

2. *Motion*

> ***That the draft Constitution of Fertility New Zealand (National) Incorporated, as circulated with the AGM papers, be adopted as the new Constitution of the organisation, replacing the existing Constitution (2020 version), to take effect upon registration under the Incorporated Societies Act 2022.***

3. Discussion

3.1. Process to date

- A comprehensive and collaborative process has been run to ensure the new Constitution, as tabled in these papers, is robust, compliant and fit-for-purpose.
- This includes:
  - An initial review (2024): Members and the Board provided feedback on the existing Constitution and the implications of the 2022 Act.
  - Drafting (mid-2025): A new Constitution was drafted using the Incorporated Societies Constitution Builder, tailored to our organisation's operations.
  - Board review (September 2025): The Board considered and discussed the Draft Constitution and identified refinements.
  - Final Board approval (October 2025): The Board approved the Final Draft and recommended it be presented to members for adoption at the AGM.

3.2. Key features of the new Constitution

- The new Constitution retains the spirit and intent of our current governing document but reflects the updated legal framework and modern governance standards.
- The 2022 Act requires the inclusion of certain mandatory items and optional items as follows (the Clause number reflects where we have adopted in the new Constitution).

Mandatory inclusions (required by the 2022 Act):

- **Clear statement of purpose** (Clause 3.1) – updated to use inclusive, positive language ("fertility challenges" rather than "impaired fertility"; "navigate" rather than "cope").
- **Membership provisions** – sets out now people join, resign, and requires the maintenance of a register (Clause 4).
- **Board (Committee) structure and duties** – defines officer roles, eligibility, and duties (Clauses 6 and 7).
- **Governance and meeting processes** – clarifies procedures for AGM, SGM, voting procedures (Clauses 5 and 8), and explicitly enables use of technology for virtual participation.
- **Conflict of interest and dispute resolution** – establishes clear procedures to protect members and offices (Clauses 7.17–7.21 and Clause 12).
- **Financial management and audit** – strengthen consistency and transparency (Clauses 5.7 and 10.9).
- **Process for amendments, winding up, and record-keeping** – updated to align with new compliance requirements (Clauses 10–14).

Optional and enhanced features included:

- **Values and tikanga** (Clauses 2.3–2.5) to reflect organisational culture.
- **Term limits** and board rotation (Clauses 7.8 and 7.9) for continuity and renewal.
- **Independent vote counting** for transparency (Clause 7.1(f)).
- **Performance review cycle** extended to five years (Clause 6.6) to suit our scale.
- **Clarified meeting chair succession** (Clause 5.18) for clear authority lines.
- **Threshold for calling an SGM** – 10% of membership (Clause 5.9).

3.3. Key differences from our current constitution

- Our current constitution was modernised and re-adopted in 2020.
- It included a number of the 2022 Act requirements, including membership requirements, dispute resolution etc, albeit the requirements under the 2022 Act are more extensive, so additional provisions have been included.
- Key changes are as follows:

Clause in the Constitution	Change made and rationale
Language simplified and updated as relevant (e.g., Board Members to Officers).	▪ To modernise and align with 2022 Act.
Removed all references to Branches.	▪ No longer relevant to our operations.
Removed ability to pay an honorarium to Officers.	▪ Never done it and not expecting to.
Appointment of an auditor at the AGM.	▪ Given this is now a requirement (not an option), there is no need for it to be done at the AGM. It is a matter of course and appointment has been delegated to the Board.
Removed common seal requirement.	▪ No longer required under 2022 Act.

Clause in the Constitution	Change made and rationale
▪ Procedures at an AGM - Notice periods are now expressed in working days not days.	▪ To modernise and align with 2022 Act.
▪ Minimum number of members is now 10, previously 15.	▪ To align with 2022 Act.
▪ Changed the term of Officers on the Board from two to three years, and capped at seven years	▪ Supports continuity and succession.

3.4. Items considered but not included

- Proxy voting was discussed but not adopted. Most modern not-for-profit constitutions shows do not allow proxies – particularly now virtual meetings are now available. It is now considered ideal that people be present and have the benefit of discussing before voting.

4. Next steps

- If approved by members at the AGM:
  1. **Register** the new Constitution with the Companies Office within the re-registration window (by April 2026).
  2. **Update internal procedures** (membership forms, officer consents, dispute resolution process) to align with the new Constitution.
  3. **Communicate changes** to all members and stakeholders via the website and newsletter.

5. Recommendation

- That the members of Fertility New Zealand (National) Incorporated adopt the new Constitution as presented, effective upon registration under the Incorporated Societies Act 2022.

Appendix 1 – FINAL DRAFT Constitution

Fertility New Zealand (National) Incorporated

CONSTITUTION

Dated: 27 November 2025

Contents

1. Definitions and interpretations

Definitions

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

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

'Annual General Meeting (AGM)' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society**'s activities and finances.

'Application' means an application for membership as set out in clause 4.2.

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

'Board Meeting' means a meeting of the **Board.**

Bylaws means any bylaws, policies, regulations and codes of the **Society** made under clause 15**.**

'Casual Vacancy' is a vacancy which arises on the **Board** when an **Officer** does not serve their full term of office.

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

'Chief Executive' means the person in the highest-ranking management position in the **Society**.

'Constitution' means this Constitution, including any amendments and schedules to this Constitution.

'Contact Details' means an electronic address and a telephone number.

'Contact Person' means a person holding the position of contact person for the **Society,** being the person the Registrar of Incorporated Societies can contact when needed.

'Deputy Chairperson' means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

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

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

'Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'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 becoming a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

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

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

'Officer' means a natural person who is a member of the **Board**.

'Ordinary Resolution' means a resolution passed by a majority of votes cast.

'Purposes' means the purposes of **the Society** described in clause 3.1.

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

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

'Special Resolution' means a resolution passed by 75% or more of votes cast.

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

'Working Days' means as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Interpretation

1.2 Unless the context otherwise requires:

a. Words referring to the singular include the plural and vice versa.

b. Clause headings are for reference only.

c. Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

d. Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.

e. A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

f. All periods of time or **Notice** exclude the days on which they are given.

Notices

1.3 Subject to any other **Notice** provision in this **Constitution**, any **Notice** or other communication given under this **Constitution** must be in writing and will be given to—

a. a **Member** to the electronic address set out in their **Contact Details**;

b. the **Society** to info@fertilitynz.org.nz or by post to the **Society's** registered office set out on the Register of Incorporated Societies.

1.4 Notice is deemed to have been received:

a. if given by post, when left at the address of a person or five (5) **Working Days** after being put in the post; or

b. if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any 'out of office' auto-reply or other indication of non-receipt),

provided that any **Notice** or communication received or deemed received after 5.00pm on a **Working Day**, or on a day which is not a **Working Day**, will be deemed not to have been received until the next **Working Day**.

2. Details of society

Name

2.1 The name of the society is Fertility New Zealand (National) Incorporated (in this **Constitution** referred to as the '**Society**').

Charitable status

2.2 The **Society** is already registered as a charitable entity under the Charities Act 2005 (Registration number: CC47886).

Values

2.3 The **Society** is guided by values of compassion, respect, integrity, and inclusivity, reflecting our commitment to supporting individuals and whānau throughout their fertility journeys.

2.4 In our decision-making and daily operations, we acknowledge and respect these values and ensure our practices uphold the dignity and cultural values of all people, including Māori as tangata whenua.

2.5 These values guide how we:

a. engage with members, partners, and the wider community;

b. make governance and operational decisions; and

c. approach sensitive matters with empathy, fairness, and transparency.

Registered office

2.6 The registered office of the **Society** is at the place in New Zealand/Aotearoa as the **Board** from time to time determines.

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

a. at least five (5) **Working Days** before the change of address for the registered office is due to take effect, and

b. in a form and as required by the **Act**.

Contact person

2.8 At the first meeting following an **AGM**, the **Board** must appoint or reappoint at least one, and a maximum of three, person(s) to be the **Contact Person**, subject to those persons' meeting the eligibility criteria set out in the **Act**.

2.9 The **Board** must advise the Registrar of Incorporated Societies of any change in the **Contact Person** or that person's **Contact Details** within twenty (20) **Working Days** of that change occurring, or the **Society** becoming aware of the change.

3. Purpose and powers

Purpose

3.1 The **Society** is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely—

a. assist people to navigate fertility challenges through the provision of information and support;

b. advocate for, and promote, policy on issues related to fertility challenges;

c. liaise with international, national and local governmental and other organisations or groups on issues of interest affecting those facing fertility challenges;

d. promote equity in access to fertility services throughout New Zealand;

e. promote high ethical standards of practice in the management and research of fertility challenges;

f. promote and coordinate the study of, and research into, fertility challenges;

g. promote the allocation of resources to services for those affected by fertility challenges; and

h. doing all such other things as ancillary to, or in furtherance of, the purposes described above.

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

3.3 None of the **Society's** purposes are intended to be predominant over any of the others.

Act and regulations

3.4 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.

Capacity and powers

3.5 The **Society** must not be carried on for the financial gain of any of its **Members**.

3.6 The **Society** has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction, subject to this **Constitution**, the **Act**, any other legislation, and the general law.

3.7 The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions—

a. The **Society** does not have the power to borrow money.

b. The **Society** may not invest in shares or derivatives. Investments must be limited to term deposits or low risk managed funds with registered financial institutions.

4. Members

Minimum number of members

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

Member application

4.2 An application to become a **Member** (**Application**) must be in the form required by the **Society**. All **Applications** are decided by the **Board**, which may accept or decline an **Application** in its absolute discretion. A person becomes a **Member** when their **Application** has been accepted, and they have satisfied any other preconditions. The **Board** must advise the applicant of its decision.

Member consent

4.3 A person or entity consents to become a **Member** by submitting an **Application** to the **Society**.

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

Member categories

4.5 The Members of the **Society** are—

a. **Members** - A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**.

b. **'Life Member' -** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the **Society**. Any **Member** may nominate an individual to become a **Life Member** by giving **Notice** to the **Board** setting out the grounds for the nomination. A person may only be elected as a Life Member by **Ordinary Resolution** at a **Board Meeting**, passed by a simple majority of those **Officers** present and voting. Life Membership is awarded at an **AGM**. A person consents to becoming a **Life Member** on acceptance of their life membership. **Life Members** have such rights and benefits as determined by the **Board**.

c. Any other categories of **Member** as the **Board** determines.

Members' obligations and rights

4.6 Members acknowledge and agree that—

a. they are bound by, and will comply with, this **Constitution** and **Bylaws**, and to the extent they apply, the rules, procedures and policies of the **Society**;

b. to receive, or continue to receive or exercise **Member** rights, they must meet all the **Member** requirements set out in this **Constitution** and the **Bylaws** or as otherwise set by the **Board**, including payment of any membership or other fees within the required time period;

c. if they fail to comply with this sub-clause, the **Board** may terminate their membership;

d. shall promptly advise the **Society** any changes to their **Contact Details** (namely, electronic address and a telephone number); and

e. shall promote the interests and **Purposes** of the **Society** and shall do nothing to bring the **Society** into disrepute.

Suspension of a member

4.7 If a **Member** is, or may be, in breach under clause 4.6 and the **Board** believes it is in the best interests of the **Society** to do so, the **Board** may suspend the **Member** until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing such suspension, the **Member** must be given **Notice** of the suspension.

4.8 Unless otherwise determined by the **Board**, while a **Member** is suspended the **Member** is—

a. not entitled to attend, speak or vote at a **General Meeting**;

b. not entitled to any other rights or entitlements as a **Member**; and

c. not entitled to continue to hold office in any position within the **Society**;

until such time as the alleged breach is resolved or determined.

Ceasing to be a member

4.9 A **Member** ceases to be a **Member**—

a. by giving **Notice** to the **Board** of their resignation;

b. if their membership is terminated under clause 4.6(c);

c. if their membership is terminated following a dispute resolution process or such other process referred to in this **Constitution**;

d. if an individual on death, or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership;

e. by **Ordinary Resolution** of the **Board** where—

i. The **Member** has failed to pay a membership fee or other amount due to the **Society** within ninety (90) **Working Days** of the due date for payment.

ii. In the opinion of the **Board,** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

a. the date of receipt of the **Member**'s notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or

b. the date of termination of the **Member**'s membership under this **Constitution**, or

c. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or

d. the date specified in a resolution of the **Board**

4.10 When a **Member**'s membership has been terminated, the **Board** shall promptly notify the former **Member** in writing.

4.11 A **Member** who ceases to be a **Member**—

a. remains responsible for paying all their outstanding membership and other fees to the **Society**;

b. must return all property of the **Society** (if applicable);

c. ceases to be entitled to any rights of a **Member,** but continues to be bound by the obligations of a **Member** under this **Constitution,** if required by the **Board**.

Becoming a member again

4.12 Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.

4.13 But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by an **Ordinary Resolution** passed at a **General Meeting** on the recommendation of the **Board**.

Membership fees

4.14 The annual fees for membership for the ensuing calendar year shall be set by **Ordinary Resolution** of a **General Meeting**.

4.15 Any **Member** failing to pay the annual fees within thirty (30) **Working Days** of the date the same was due for payment, shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity until all the arrears are paid. If such arrears are not paid within ninety (90) **Working Days** of the due date for payment, the **Board** may terminate the **Member**'s membership (without being required to give prior notice to that **Member**).

Register of members

4.16 The **Society** shall keep an up-to-date **Member Register**.

4.17 For each current **Member**, the information contained in the **Member Register** of shall include—

a. Their name; and

b. 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

c. Their **Contact Details**, including—

i. An electronic address; and

ii. A telephone number.

4.18 Every current **Member** shall promptly advise the **Society** of any change of the **Member's Contact Details**.

4.19 The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous seven (7) years, the **Society** will record—

a. The former **Member's** name; and

b. The date the former **Member** ceased to be a **Member**.

5. General meetings

Annual general meetings

When AGMs will be held

5.1 An **AGM** shall be held once a year, at the time, date and place and/or using any electronic communication the **Board** decides, and is consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings**.

5.2 The **AGM** must be held not more than five (5) months after the balance date of the **Society** and not more than fifteen (15) months after the previous **AGM**.

5.3 Not less than fifty (50) **Working Days** before the **AGM**, the **Board** is to send **Notice** to each **Member,** calling for nominations for appointments to the **Board** for positions that are to be vacated at the AGM, notices of motions or items to be included in the agenda.

5.4 **Members** must give notice of any proposed motions and other items of business to the **Society** at least thirty (30) **Working Days** before the date of the **AGM**.

5.5 The **Members** must be given at least twenty (20) **Working Days**' notice of the **AGM**. **Notice** to **Members** of an **AGM** may be given by posting on the **Society's** website. No additional items of business can be voted on other than those set out on the agenda, but the **Members** present may agree by **Special Resolution,** or unanimously, to discuss any other items.

5.6 **Notices** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Member Register**.

Business of AGM

5.7 The business of an **AGM** shall be to—

a. confirm the minutes of the previous **AGM** and any **SGM**(s) held since the last **AGM;**

b. adopt the **Board's** presentation of the following information for the **Society's** most recently completed accounting period—

   i. annual report on the operations and affairs of the **Society**;

   ii. report on the finances of the **Society**;

   iii. annual financial statements;

   iv. auditor's report to members on the financial statements audited by a qualified auditor (where required); and

   v. notice of any disclosures of conflicts of interest made by **Officers** (including a brief summary of the **Matters**, or types of **Matters**, to which those disclosures relate);

c. elect any **Officers**;

d. set any membership fees to be paid for the next financial year;

e. consideration of any motions proposing to amend this **Constitution** that have been properly submitted for consideration at the **AGM**; and

f. consideration of any other items of business that have been properly submitted for consideration at the **AGM**.

Special general meetings

5.8 **SGMs** may be called at any time by the **Board** by **Ordinary Resolution**.

5.9 The **Board** must call an **SGM** if it receives a written request signed by at least 10% of **Members**.

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

5.11 **Members** must be given at least fourteen (14) **Working Days**' **Notice** of the **SGM**, unless the **Board**, in its discretion, decides that the nature of the **SGM** business is of such urgency that a shorter period of **Notice** is to be given to **Members**.

5.12 **Notices** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Members Register**.

5.13 The rules in this **Constitution** relating to the procedure to be followed for conducting **General Meetings** shall apply to an **SGM**.

5.14 An **SGM** shall only consider and deal with the business specified in the **Board's** resolution or the written requests by **Members** for the **Meeting**.

General meeting matters

Quorum

5.15 No business is to be transacted at any **General Meeting** unless a quorum is present at the time when the meeting is due to start. The quorum for a **General Meeting** is ten (10) **Members** who are entitled to vote. The quorum must always be present during the **General Meeting.**

5.16 If a quorum is not reached within 30 minutes of the scheduled start time of an **AGM**, the **AGM** is adjourned to a day, time and place determined by the chair of the **AGM**. If no quorum is achieved at the further **AGM**, the **Members** present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further **AGM** are deemed to constitute a valid quorum.

5.17 If a quorum is not reached within 30 minutes of the scheduled start time of the **SGM**, the **SGM** is cancelled.

Control of general meetings

5.18 All **General Meetings** shall be chaired by the **Chairperson** of the **Society**. If the **Chairperson** is unavailable, the **Deputy Chairperson** will preside. Should the **Deputy Chairperson** not be available then another **Officer** of the **Board** (appointed by the **Board**) will preside.

5.19 Any person chairing a **General Meeting** does not have a casting vote.

5.20 Any person chairing a **General Meeting** may—

a. With the consent of a simple majority of **Members** present at any **General Meeting,** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.

b. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**; and

c. In the absence of a quorum, or in the case of emergency, adjourn the **General Meeting** or declare it closed.

Attendance and voting

5.21 The following people are eligible to attend and speak at **General Meetings**—

a. **Members**.

b. Any other persons invited by the **Board**.

5.22 A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person.

5.23 **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

Method of voting

5.24 Voting is to be conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by **Ordinary Resolution** of **Members** or as otherwise required under this **Constitution**.

5.25 Unless otherwise required by this **Constitution**, all resolutions shall be decided by a simple majority of those in attendance in person and voting at a **General Meeting**.

5.26 Written resolutions may not be passed in lieu of a **General Meeting**. Proxies cannot be provided.

Minutes

5.27 The **Society** must keep full minutes of all **General Meetings**.

Omissions and irregularities

5.28 The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive **Notice** of the **General Meeting**.

5.29 The **General Meeting** and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the **General Meeting** or the omission to give **Notice** within the required time frame or the omission to give notice to all **Members** and any other error in the organisation of the **General Meeting** if—

a. the chair in their discretion determines that it is still appropriate for the **General Meeting** to proceed despite the irregularity, error, or omission; and

b. a motion to proceed is put to the **General Meeting** and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

6. Board

Governing body

6.1 The **Society** shall be governed by a Committee ("the **Board**") which is the governing body for the purposes of the **Act.**

Functions and powers

6.2 Subject to any modifications, exceptions, or limitations contained in the **Act** or in this **Constitution**—

a. the **Board** must manage, direct or supervise the operation and affairs of the **Society**; and

b. the **Board** has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs of the **Society**.

Composition

6.3 The **Board** will consist of a minimum of six (6) and a maximum of eight (8) **Officers**, including the **Chairperson**, **Deputy Chairperson**, **Treasurer** and **Secretary** (and another positions the **Board** determines).

6.4 All **Officers** must be a **Member** of the **Society**.

Subcommittees

6.5 The **Board** may appoint subcommittees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—

a. the quorum of every subcommittee is no less than two (2);

b. no subcommittee shall have power to co-opt additional members;

c. a subcommittee must not commit the **Society** to any financial expenditure without express authority from the **Board**; and

d. a subcommittee must not further delegate any of its powers.

Performance review

6.6 The **Board** will conduct a regular review of its performance at regular intervals, but no less than every (5) years, to evaluate:

a. How effectively it is fulfilling the **Society's** Purposes and legal obligations;

b. The quality of its governance practices and decision-making processes;

c. Opportunities for professional development and continuous improvement of its **Officers**.

6.7 Findings from these reviews will be recorded and used to strengthen governance capability.

Indemnity

6.8 The **Society** shall indemnify all **Officers** in respect of:

a. Liability (other than criminal liability) for a failure to comply with a duty under the **Act** as an **Officer** of the **Society** or any other duty imposed on the **Officer** in their capacity as an **Officer** of the **Society**;

b. Costs incurred by the **Officer** in respect of any claim or proceeding relating to that liability;

provided the liability does not arise from the **Officer's** failure to act in good faith, in the best interests of the **Society,** or in accordance with their duties under the **Act.**

7. Officers

Election or appointment of officers

7.1 The election of **Officers** shall be conducted as follows—

a. The **Board** must call for nominations for any **Officer** positions that are to be vacated at an **AGM** in accordance with the provisions of clause 5.3.

b. Nominations are to be made in the form decided by the **Board** and must be received by the date set by the **Board** in accordance with the provisions of clause 5.4.

c. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers'** rule below) may stand for election and vote in elections.

d. The **Board** must give **Notice** of the nominations to all Members in the **Notice** of **AGM**, in the timeframe as set out in clause 5.5.

e. At the **AGM**, votes for an **Officers** appointment shall be cast in such a manner as the chair of the **AGM** shall determine.

f. If there are more nominees than number of positions available, the election shall be by secret ballot. An independent and impartial observer will be appointed to oversee the process, count the votes and securely destroy the voting papers following declaration of the results.

g. Those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected.

h. If the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees.

i. If there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

j. The failure for any reason of any **Member** to receive such **Notice** shall not invalidate the election.

7.2 In addition to **Officers** elected under the foregoing provisions, the **Board** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **AGM**. Unless otherwise specified by the **Board,** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers'** provision below).

Qualifications of officers

7.3 Every **Officer** must be a natural person who, in writing—

a. consents to be an **Officer** of the **Society**, and

b. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society** under section 47(3) of the **Act** or section 36B of the Charities Act 2005.

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

Disqualifications of officers

7.5 The following persons are disqualified from being elected, appointed or holding office as an **Officer**—

a. A person who is an employee of, or contractor to, the **Society**.

b. A person who is disqualified from being elected, appointed or holding office as an **Officer** under section 47 of the **Act** or under section 36B of the Charities Act 2005.

c. A person who has been removed as an **Officer** following a process under this **Constitution** or any **Bylaw**.

7.6 If an existing **Officer** becomes or holds any position in clause 7.5(a) then upon appointment to such a position, that **Officer** is deemed to have vacated their office as an **Officer**.

7.7 If any of the circumstances listed in clause 7.5 occur to an existing **Officer**, that **Officer** is deemed to have vacated their office upon the relevant authority making an order or finding against the **Officer** of any of those circumstances.

Term of office

7.8 **Officers** shall be elected to serve from the **AGM** at which they were elected for a period of three (3) years. An **Officer** may be re-elected for a further one (1) term of three (3) years following their initial appointment, followed by a final term of one (1) year.

7.9 After completing these terms, an **Officer** must stand down for at least one three (3) year term before being eligible to seek re-election.

7.10 The term of any period served to fill a **Casual Vacancy** is disregarded for the purpose of calculating the total terms served.

Vacancies

7.11 If there is a **Casual Vacancy** on the **Board**, the remaining **Officers** may—

a. appoint a person of their choice to fill the **Casual Vacancy** until the next **AGM;** or

b. leave the **Casual Vacancy** unfilled until the next **AGM,** so long as the minimum number of **Officers** is met.

Suspension of an officer

7.12 If an **Officer,** is or may be the subject of an allegation or notice relating to a matter described under clause 7.5, or any other circumstances arise in relation to an **Officer** which are or may be of concern to the **Board,** the remaining **Officers** may, by **Special Resolution**, suspend the **Officer** from the **Board** and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the **Officer** must be given notice of the suspension.

Removal of an officer

7.13 The **Board** may, by **Special Resolution**, remove an **Officer** from the **Board** before the expiry of their term of office if the **Board** considers the **Officer** concerned—

a. has seriously breached duties under this **Constitution** or the **Act**; or

b. is no longer a suitable person to be an **Officer**; or

c. is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring the **Society** into disrepute, or which may be prejudicial to the **Purposes** or the interests of the **Society** if they remain as an **Officer**.

The **Officer** who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

7.14 Before considering a motion for removal, the **Officer** who is the subject of the motion must be given—

a. **Notice** that a **Board Meeting** is to be held to discuss the motion to remove the **Officer**; and

b. adequate time to prepare a response; and

c. the opportunity prior to the **Board Meeting** to make written submissions; and

d. the opportunity to be heard at the **Board Meeting**.

Ceasing to hold office

7.15 An **Officer** ceases to hold office if—

a. their term expires;

b. the person resigns by delivering a signed notice of resignation to the **Board**;

c. the person is removed from office under this **Constitution**;

d. the person becomes disqualified from being an **Officer** under section 47(3) of the **Act**;

e. the person becomes disqualified from being an **Officer** under section 36B of the Charities Act 2005; or

f. the person dies.

7.16 Each **Officer** shall within ten (10) **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Society** held by such former **Officer**.

Officers' duties

7.17 At all times each **Officer**—

a. when exercising powers or performing duties as an **Officer**, must act in good faith and in what the **Officer** believes to be the best interests of the **Society**;

b. must exercise all powers as an **Officer** for a proper purpose;

c. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**;

d. when exercising powers or performing duties as an **Officer**, 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—

   i. the nature of the **Society**;

   ii. the nature of the decision;

   iii. the position of the **Officer**; and

   iv. the nature of the responsibilities undertaken by them.

e. 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,

f. must not agree to the **Society** incurring an obligation unless the **Officer** believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so, and

g. when exercising powers or performing duties as an **Officer**, they may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons—

   i. an employee whom the **Officer** believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

   ii. a professional adviser or expert in relation to matters that the **Officer** believes on reasonable grounds to be within the person's professional or expert competence; or

   iii. any other **Officer** or subcommittee of **Officers** on which the **Officer** did not serve in relation to matters within the **Officer's** or subcommittee's designated authority,

   if the **Officer**, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

Conflicts of interest

7.18 An **Officer** who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

a. to the **Board**, and

b. in an **Interests Register** kept by the **Board**.

7.19 Disclosure must be made as soon as practicable after the **Officer** becomes aware that they are interested in the **Matter**.

7.20 An **Officer** who is an **Interested Member** regarding a **Matter**—

a. must not vote or take part in the decision of the **Board** relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and

b. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent;

c. must not take part in any **Board** discussion relating to the **Matter** or be present at the time of the **Board** decision, unless all non-interested **Officers** consent;

d. may be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

7.21 Despite clause 7.19, where 50% or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, an **SGM** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Interests register

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

8. Board meetings

Frequency

8.1 The **Board** shall meet no less than bi-monthly, at such times and places and in such manner (including audio, audio and visual, or electronic communication), as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

8.2 A meeting of the **Board** may be held either—

a. by a number of the members of the **Board** who constitute a quorum, being assembled at the place, date and time appointed for the meeting; or

b. by means of audio, or audio and visual, communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

8.3 The **Secretary**, or other **Officer** nominated by the **Board**, shall give all **Officers** not less than ten (10) **Working Days'** notice of **Board Meetings**, but in cases of urgency a shorter period of notice shall suffice.

Appointment of chairperson, deputy chairperson, treasurer and secretary

8.4 At the first **Board Meeting** following each **AGM**, the **Board** shall appoint from among its **Officers**—

a. **Chairperson**;

b. **Deputy Chairperson**;

c. **Treasurer**;

d. **Secretary**.

8.5 These appointments shall be made by majority vote of **Officers** present.

Chairperson

8.6 The **Chairperson** shall preside over **General Meetings** and **Board Meetings** and ensure that the business of the **Society** is conducted in accordance with this **Constitution**.

Deputy Chairperson

8.7 The **Deputy Chairperson** shall perform the **Chairperson's** duties whenever the **Chairperson** is absent or unavailable.

Treasurer

8.8 The **Treasurer** shall oversee the **Society's** financial affairs, including keeping proper accounting records and preparing financial statements in accordance with the **Act** and this **Constitution**.

Secretary

8.9 The **Secretary** shall oversee the preparation and custody of meeting minutes, records, and correspondence, and ensure compliance with statutory filing and notice requirements.

Quorum

8.10 The quorum for **Board Meetings** is at least half of the number of **Officers** of the **Board**.

Chairperson

8.11 All **Board Meetings** will be chaired by the **Chairperson**, or in the **Chairpersons** absence, another **Officer** of the **Board** elected for that purpose by the **Officers** of the **Board** present at the meeting.

8.12 The **Chairperson** does not have a casing vote.

8.13 Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

Voting

8.14 Each **Officer** has one vote. Voting is by voice, or on request of any **Officer**, by a show of hands or by a ballot.

8.15 A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution.

Minutes

8.16 The **Society** must keep full minutes of all **Board Meetings**.

9. Records

Access to information for members

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

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

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

a. provide the information; or

b. agree to provide the information within a specified period; or

c. 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

d. refuse to provide the information, specifying the reasons for the refusal.

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

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or

b. 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

c. 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

d. the information is not relevant to the operation or affairs of the **Society**; or

e. withholding the information is necessary to maintain legal professional privilege; or

f. the disclosure of the information would, or would be likely to, breach an enactment; or

g. 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

h. the request for the information is frivolous or vexatious; or

i. 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**.

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

a. that the **Member** will pay the charge; or

b. that the **Member** considers the charge to be unreasonable.

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

10. Finances

Control and management

10.1 The funds and property of the **Society** are—

a. controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and

b. devoted solely to the promotion of the **Purposes** of the **Society**.

10.2 The **Society**'s financial year shall commence on 01 July of each year and end on 30 June (the latter date being the **Society**'s balance date).

10.3 The **Board** shall maintain bank accounts in the name of the **Society**.

10.4 The **Board** must ensure that there are kept at all times accounting records that—

a. correctly record the transactions of the **Society**; and

b. allow the **Society** to produce financial statements that comply with the requirements of the **Act**; and

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

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

10.6 The accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the **Society**.

10.7 If required under the **Act** or any other enactment, or if the **Board** considers it desirable, an auditor shall be appointed by the **Board** to audit the **Society's** annual financial statements.

No personal benefit

10.8 The **Officers** and **Members** may not receive any distributions of profit or income from the **Society**. This does not prevent **Officers** or **Members**—

a. receiving reimbursement of actual and reasonable expenses incurred, or

b. entering any transactions with the organisation, which are at arms' length, relative to what would occur between unrelated parties,

provided no **Officer** or **Member** is allowed to influence any such decision made by the **Society** in respect of payments or transactions between it and them, their direct family or any associated entity.

Audit

10.9 If required under the **Act**, or any other enactment, or if the **Board** considers it desirable, an auditor shall be appointed to audit the **Society's** annual financial statements.

10.10 Any auditor appointed must be a qualified auditor as defined in the Auditor Regulation Act 2011.

10.11 The auditor shall be appointed and removed by the **Board**.

11. Chief Executive

11.1 A **Board** may engage a **Chief Executive**.

11.2 The **Chief Executive** is under the direction of the **Board** and is responsible for the day-to-day management of the affairs of the **Society** under this **Constitution** and the **Bylaws** and within any delegated authority from the **Board**.

11.3 The **Chief Executive** may attend **Board Meetings** as and when required by the **Board** but has no voting rights.

12. Dispute resolution

Meanings of dispute and complaint

12.1 In this clause 12—

a. a **Dispute** means a disagreement or conflict between any one or more **Members**, any one or more **Officers** and the **Society,** that relates to an allegation that—

i. a **Member** or an **Officer** has engaged in misconduct; or

ii. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or the **Act;** or

iii. the **Society** has breached, or is likely to breach, a duty under this **Constitution** or the **Act;** or

iv. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

b. **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 12.6 to 12.15;

c. a **Member** is a reference to a **Member** acting in their capacity as a **Member**;

d. an **Officer** is a reference to an **Officer** acting in their capacity as an **Officer**.

Application of other legislation to a dispute

12.2 The **Disputes Procedure** will not apply to a **Dispute** to the extent that other legislation requires the **Dispute** to be dealt with in a different way. The **Disputes Procedure** will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

Application of other procedures under this constitution or in a bylaw

12.3 If the **Dispute** is dealt with by a separate procedure under this **Constitution** or in a **Bylaw** (**Other Procedure**), that **Other Procedure** applies to the exclusion of the **Disputes Procedure**. If any part of the **Other Procedure** is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the **Other Procedure** will continue to apply together with adjustments as determined by the **Board** in its discretion so that the **Other Procedure** is consistent with the rules of natural justice.

12.4 If the conduct, incident, event or issue does not meet the definition of a **Dispute** and is managed by any **Other Procedure**, that **Other Procedure** applies to the exclusion of the **Disputes Procedure**.

Application of the disputes procedure

12.5 If the **Dispute** is not required by other legislation to be dealt with in a different way and it is not dealt with by any **Other Procedure**, the **Disputes Procedure** applies to the **Dispute**.

Disputes procedure

Raising a complaint

12.6 A **Member** or an **Officer** may start the disputes process (a **Complaint**) by giving written notice to the **Board** setting out—

a. sets out the allegation(s) to which the **Complaint** relates and who the allegation(s) is/are against; and

b. any other information reasonably required by the **Society**.

12.7 The **Society** may make a **Complaint** involving an allegation against a **Member** or an **Officer** by giving notice to the **Member** or **Officer** in writing, that sets out the allegation to which the **Complaint** relates.

12.8 The information given must be sufficiently detailed to ensure the person against whom the Complaint is made is fairly advised of the allegation(s) concerning them, with sufficient details given to enable that person to prepare a response.

Investigating and determining disputes

12.9 The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a **Complaint**, ensure it is investigated and determined.

12.10 **Complaints** must be dealt with in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

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

12.12 The complainant raising a **Complaint**, and the **Board**, must consider and discuss whether a **Complaint** 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.

Society may decide not to proceed further with complaint

12.13 Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a **Complaint** if—

a. the **Complaint** is considered to be trivial; or

b. the **Complaint** does not appear to disclose or involve any allegation of the following kind—

i. that a **Member** or an **Officer** has engaged in material misconduct;

ii. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society**'s **Constitution** or **Bylaws** or the **Act**;

iii. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged; or

c. the **Complaint** appears to be without foundation or there is no apparent evidence to support it; or

d. the person who makes the **Complaint** has an insignificant interest in the matter; or

e. the conduct, incident, event, or issue giving rise to the **Complaint** has already been investigated and dealt with under the **Constitution**; or

f. there has been an undue delay in making the **Complaint**.

Society may refer complaint

12.14 The **Society** may refer a **Complaint** to—

a. a subcommittee or an external person to investigate and report; or

b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

12.15 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).

Person who makes complaint has right to be heard

12.16 A **Member** or an **Officer** who makes a **Complaint** has a right to be heard before the **Complaint** is resolved or any outcome is determined.

12.17 If the **Society** makes a **Complaint** —

a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and

b. an **Officer** may exercise that right on behalf of the **Society**.

12.18 Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—

a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

c. an oral hearing (if any) is held before the decision maker; and

d. the **Member**'s, **Officer**'s, or **Society**'s written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

12.19 The **Member**, **Officer**, or the **Society,** which is the subject of the **Complaint** (the 'respondent') has the right to be heard before the **Complaint** is resolved or any outcome is determined. If the Respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**. A respondent must be taken to have been given the right 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) are considered by the decision maker.

Decision makers

12.20 A person may not act as a decision maker in relation to a complaint if two (2) or more members of the **Board** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

a. impartial; or

b. able to consider the matter without a predetermined view.

13. Liquidation and removal from the register

Liquidation and removal from register

13.1 The **Board** must give **Notice** to all **Members** at least twenty (20) **Working Days** of a proposed motion—

a. to appoint a liquidator;

b. to remove the **Society** from the Register of Incorporated Societies; or

c. for the distribution of the **Society's** surplus assets.

13.2 The **Notice** must comply with section 228 of the Act and include details of the **General Meeting** at which the proposed motion is to be considered.

13.3 Any resolution for a motion set out in clauses 13.1a. to c. must be passed by a **Special Resolution** of **Members**.

Surplus assets

13.4 If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member.**

13.5 If any property remains after the settlement of the **Society's** costs, debts and liabilities, the surplus assets must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

14. Amendments to the constitution

Amending this constitution

14.1 This **Constitution** may only be amended or replaced by a **Special Resolution** at a **General Meeting.**

14.2 No addition to, deletion from or alteration of this **Constitution** may be made which would allow personal pecuniary profits to any individuals.

14.3 If an amendment to this **Constitution** would have no more than a minor effect or is to correct errors or make similar technical alterations, the **Board** may give notice of the amendment to every **Member** stating the text of the amendment and the right of **Members** to object to the amendment. If the **Board** does not receive any objections from **Members** within twenty (20) **Working Days** after the date on which the notice is sent, or any longer period that the **Board** decides, the **Board** may make that amendment. If it does receive an objection, the **Board** may not make the amendment.

14.4 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.

14.5 If the **Society** is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

15. Bylaws

15.1 The **Board** may make and amend **Bylaws** for the conduct and control of the **Society's** activities and codes of conduct applicable to **Members**. Any **Bylaw** must be consistent with this **Constitution**, the **Purposes**, the **Act** and any other laws. All **Bylaws** are binding on the **Society** and the **Members**.

15.2 The making, amendment, revocation, or replacement of a **Bylaw** is not an amendment of this **Constitution**.

16. Transition

16.1 This clause 16 applies to facilitate transition of the **Society** from the previous constitution to this **Constitution**. If this clause is inconsistent with any other clause in this **Constitution**, this clause applies to the extent of inconsistency and the other clause will not.

Transition of officers (board members)

16.2 **Officers** under the previous constitution will continue. Their time served under the previous constitution will count to time served under this **Constitution**.

Transition of members

16.3 Subject to this **Constitution**, every **Member** which was a member of the **Society** and recorded on the **Member Register** immediately prior to the commencement of this **Constitution**, continues as a **Member**.