

Constitution of Società Dante Alighieri di Christchurch Incorporated

1 INTRODUCTION

1.1 Name

The name of the society is Società Dante Alighieri di Christchurch Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 Charitable status

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

1.3 Definitions

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**' 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.

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

'**Constitution**' means the rules in this document.

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

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

'**Officer**' means a natural person who is:

- a member of the **Committee**, or

- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

‘**President**’ means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

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

‘**Secretary**’ means the **Officer** responsible for the **Matters** specifically noted in this **Constitution**.

‘**Special General Meeting**’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘**Vice President**’ means the **Officer** elected or appointed to deputise in the absence of the **President**.

‘**Working Days**’ mean 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.

1.4 Construction

In this **Constitution** –

- A gender includes all other genders;
- The singular includes the plural, and vice-versa;
- Any reference to legislation includes any regulation, order-in-council, or other instrument issued or made under that legislation, and any modification or re-enactment of that legislation, or any legislation enacted in substitution of that legislation;
- Any agreement includes that agreement as modified, supplemented, innovated, or substituted from time to time; and
- Headings are for reference only and are to be ignored in construing this **Constitution**.

1.5 Purposes

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

- Advancing education by adhering to, as far as is practicable, the basic principles of the parent society, the Società Dante Alighieri in Rome, being protecting and spreading Italian language and culture in the world, revitalizing the bonds of compatriots abroad with their mother country, and fostering in other people a love of Italian culture, civilisation, and language.
- Benefitting the community by encouraging in New Zealanders an interest in all aspects of Italian life, language, and culture.
- To provide opportunities for Italians to have contact with other Italians and to retain links with their mother country.

- To further fellowship between Italians and non-Italian speakers who wish to broaden their understanding and appreciation of Italian language and culture.
- To organise and hold courses to support the teaching of the Italian language.
- To organise and hold social and cultural activities, either alone or jointly with other persons or organisations.
- To celebrate Italian national occasions, arrange recitals of Italian music, show films and videos of Italian interest, and showcase Italian cuisine.
- To facilitate meetings with prominent Italian individuals or groups who may be visiting New Zealand.
- To create, provide, or maintain a resource of Italian books, films, magazines, and/or teaching materials, in printed or electronic formats.
- To do all such other things such as are incidental or conducive to the attainment of the above objects.

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

1.6 Act and Regulations

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

1.7 The Powers of the Society

The powers of the **Society** are –

- To rent, lease, or otherwise provide facilities and amenities including (by way of example only) meeting rooms, classrooms, or similar amenities, for the use of the members, and to make the same available to other persons on whatever terms and conditions the **Society** may think fit.
- To purchase, lease, construct, or otherwise acquire any personal properties as the **Society** may think fit, and to manage, maintain, improve, exchange, lease, dispose of, or otherwise deal with any such property or any part thereof.
- To raise funds, or facilitate the management of its funds, in such manner as the **Society** may think fit, including granting the security of any charge over all or any part of the **Society's** assets, and to give any bond, guarantee, or indemnity, as may be deemed necessary or expedient.
- To invest and deal with the funds of the **Society** upon such securities or otherwise in such manner as the **Society** may think fit. This may include opening and operating trading and savings bank accounts.
- To employ staff, engage agents, and appoint representatives as the **Society** may think fit.
- To permit and publish any newspaper, newsletter, magazines, websites (including social networking websites and blogs) periodicals, books, leaflets, films, videos, compact discs and other such descriptive informative or educational material as the **Society** may think fit.
- To establish any trusts which may be deemed to further the objects of the Society.
- To facilitate the recruitment and retention of Members of the Society
- To carry out fund raising activities which may be deemed to further the objects of the Society.

- To settle questions or disputes referred to the Society and discipline Members of the Society pursuant to the Constitution and Bylaws of the Society.

The power specified in this Rule 1.7 (Powers) shall not limit the rights and powers of the Society as an Incorporated Society under the Incorporated Societies Act 2022.

1.8 Pecuniary Interest

The **Society** must not be carried on for the private pecuniary profit of any of its members or any person associated with any member. For the avoidance of doubt, the term Private Pecuniary Profit does not include remuneration or payments for services which are rendered reasonable and amounts only to what would be paid in an arm's length transaction (being the open market).

This Rule 1.8 (Pecuniary Interest) applies, notwithstanding any other provision of these Rules to the contrary and its effect must not be removed from these Rules and must be included in any alteration of, addition to, or revision of these Rules.

1.9 Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** 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**.

1.10 Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

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

A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

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.

2 MEMBERS

2.1 Minimum number of members

The **Society** shall maintain the minimum number of **Members** required by the **Act**, which is 10 members.

2.2 Types of members

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

- **Member**

A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**. This includes the following categories: Adult, Family, Unwaged, and Dante Language School Students.

New members must pay the annual subscription fee, corresponding to their categories, within 14 days of acceptance. Membership rights commence upon receipt of payment.

- **Life Member**

A **Life Member** is a person honoured for highly valued services to the **Society**. Any **Member** may propose that a person be made a **Life Member** of the **Society**. Every such proposal shall be made in writing to the **Secretary** setting out the basis upon which the proposer considers the persons has rendered outstanding service to the **Society**. The application shall first be considered by the **Committee** and if approved by it, shall be put forward for consideration at a **General Meeting** of the **Society**. At any **General Meeting** where such a proposal is being considered, the proposal must be supported by a resolution passed at the meeting before life membership is conferred. Unless a **Life Member's** membership is terminated early in accordance with this Constitution, a **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

2.3 Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **Member**.

2.4 Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for membership and will become a **Member** on acceptance of that application by the **Committee**.

The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision. The **Committee** is not required to give reasons for any refusal to grant membership, but may choose to do so.

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

2.5 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- All **Members** acknowledge and agree that they shall be bound by the rules of the Society as set out in the Constitution and by any bylaws or policies made by the **Committee**.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

2.6 Subscriptions and fees

The annual subscription due and payable to the Society by every **Member** (other than any **Life Member**) shall be determined as follows –

- The **Committee** shall recommend the annual subscription levels for consideration at the **Annual General Meeting**; and
- The recommended annual subscription levels shall be approved at the **Annual General Meeting** and if they are not so approved, the subscription shall remain at their current levels;

The **Committee** shall have the power to reduce the subscription payable by any person seeking to join the **Society** after the Financial Year (see Rule 8.2 Balance date) has commenced, or seeking to resign from the **Society**, or for any other reasons whatever, although may choose not to do so, at its discretion.

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within **3** calendar months of the date the same was due for payment shall (without being released from the obligation of payment) automatically have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within **3** calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

2.7 Ceasing to be a member

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

- by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or

- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **3 calendar months** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- 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
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing.

2.8 Obligations once membership has ceased

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

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

2.9 Becoming a member again

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

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

3 GENERAL MEETINGS

3.1 Procedures for all general meetings

The **Committee** shall give all **Members** at least 10 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. Notification sent by e-mail to the email address most recently provided, and by electronic notification via the **Society's** social media website(s), shall be deemed sufficient to meet this requirement. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only **Members** may attend, speak and vote at **General Meetings**—

- in person, or
- by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 15 eligible **Members** or half of all **Members**, whichever is lower, attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

The mode of voting on any **Matter** shall be decided by the **President**, acting in good faith. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **President** or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority, i.e. over 50%, of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

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

- All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice-President** shall chair that meeting.
- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- Any person chairing a **General Meeting** may —
 - 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.

- 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 **President** be removed from the **General Meeting**, and
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The chairperson does have a casting vote in the event of a tied vote.
- The **Committee** may propose motions for the **Society** to vote on (**'Committee Motions'**), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 30 **Working Days** before that meeting, provided such request has been signed by that **Member** and at least 5 other **Members**. The **Member** may also provide information in support of the motion (**'Member's Information'**). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

3.2 Minutes

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

The **Secretary**, or in their absence, such other member of the **Committee** as directed by the **President**, shall record the minutes of the proceedings, any motions put to the meeting, and the outcomes of any votes taken, and any **Matters** raised under General Business. Such minutes shall be confirmed by resolution at the next **Annual General Meeting**.

3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply. It is usually at a date in February of each year.

The **Annual General Meeting** must 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.

3.4 Annual General Meetings: business

The business of an **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 **Committee's** report on the finances of the **Society**, and the annual financial statements,
- motion regarding whether the financial statements are to be audited, and if so, appointment of Auditor,
- set any subscriptions for the current financial year,

- Election of **Committee** members (**Officers**).
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

- 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 **Officers** during that period (including a summary of the **Matters**, or types of **Matters**, to which those disclosures relate).

3.5 Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 4 **Officers** or 10 **Members** (eligible to vote at **General Meetings**).

Any resolution or written request must state the business that the **Special General Meeting** is to deal with. Such meeting to be notified to Members within 10 **Working Days** of receipt of such written request and to be convened by notice as provided in Rule 3.1 (Procedure for all general meetings) specifying the business to be conducted.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**. Any further items of General Business raised from the floor may be discussed but not voted on.

4 COMMITTEE

4.1 Committee composition

The **Committee** will consist of at least 4 **Officers** and no more than 18 **Officers**.

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

- **President**
- **Vice-President**
- **Secretary**
- Treasurer, and
- Up to 14 other persons for non-specific **Committee** positions

A majority of the **Officers** on the **Committee** must be either:

- **Members** of the **Society**, or
- representatives of bodies corporate that are **Members** of the **Society**.

4.2 Functions of the 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 **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 Powers of the committee

The **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**.

The **Committee** has the following specific powers –

1. Develop and implement strategies and procedures for the administration of the **Society**;
2. Create and enforce any bylaws which it deems necessary for the smooth running of the **Society**;
3. Control, manage and expend the funds of the Society, in accordance with this **Constitution**;
4. Set the annual subscription fees payable by each Category of Membership and enforce payment of such fees by **Members** in accordance with this **Constitution**;
5. Delegate specific areas of responsibility to specific **Officers**;
6. Engage people to work for the **Society** on terms determined by the **Committee**, provided that the payment for such services shall not exceed the market rate;
7. Appoint delegate(s) to represent the **Society** at meetings of other organisations;
8. Consider applications, and make binding decisions on their suitability, from persons requesting membership;
9. Consider applications, and make binding decisions on their suitability, from Members for positions on the **Committee**.
10. Consider and make binding decisions on complaints about **Members** in accordance with Rule 9 (Dispute resolution) of this **Constitution**;
11. Discipline Members in accordance with Rule 9 (Dispute resolution) of this **Constitution**;
12. Fill vacancies on the **Committee** by co-opting persons in accordance with Rule 6.4 (Election or appointment of officers) of this **Constitution**;
13. Establish any sub-committees, which must contain at least one **Officer**, as it considers appropriate, to assist it to carry out its responsibilities and to delegate to them such powers as it considers appropriate. Any such sub-committee will conduct its affairs in accordance with the same general principles as for the **Committee**, including but not limited to, matters of quorum required, voting rights, disclosure of personal interests and the recording of minutes.

5 COMMITTEE MEETINGS

5.1 Procedure

Meetings of the **Committee** may be called at any time by the **President**, but generally the **Committee** shall meet at least once every two months. Notice of the meetings shall be provided by the **Secretary**, by email to each Officer, and such notice shall also contain the minutes of the previous committee meeting.

The quorum for **Committee Meetings** is a majority of current **Officers**.

A meeting of the **Committee** may be held either—

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

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

The **President** may choose to resolve a matter of urgency by forwarding an email to each **Officer** setting out the details of the **Matter**, in such manner that the **Matter** can be voted on with a simple yes or no. The **Committee** will vote on such **Matter** by sending an email reply to all other **Officers** setting out their vote, such **Matter** must be approved by a majority of all the **Officers**, and not just by a majority of those replying.

The members of the **Committee** shall elect one of their number as chairperson of the **Committee**. The **President** may opt not to act as chairperson for one or more meetings, including for the full term of office, in which case the **Vice-president** shall stand in his or her place as chairperson during that period. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

The **Secretary** shall ensure the proceedings of each **Committee Meetings** are properly recorded as soon as possible after the conclusion of each **Committee Meeting** and distributed to each **Officer** before the following meeting. These minutes shall be confirmed at the next **Committee Meeting**. A copy of each set of confirmed minutes shall be archived in a permanent manner.

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

6 OFFICERS

6.1 Qualifications of officers

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

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

Officers must not be disqualified under section 47(3) of the **Act** or section 16 of the Charities Act 2005 from being appointed or holding office as an **Officer** 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 —
 1. an offence under subpart 6 of Part 4 of the **Act**
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 1. a banning order under subpart 7 of Part 4 of the **Act**, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 4. 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 (f) 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 **Officer** a person must —

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

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

6.2 Officers' duties

At all times each **Officer**:

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 **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:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** 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.

6.3 Authorised officers

The following **Officers**, and only these **Officers**, shall be authorised to sign, on behalf of the **Society**, any legal documents including, but not limited to, documents requiring the affixation of the Common Seal, applications for opening, closing, or amending bank accounts, the completion of any statutory form, the entering into of contract with any third party, the entering into of lease agreement, the amendment of any insurance policy or making claims on such policies, or being an authorising signatory (including online authorisations) to any **Society** bank accounts:

1. **President**
2. **Vice-President**
3. **Secretary**
4. **Treasurer**

Whether one, or more, **Authorised Officers** are required to execute any legal document will depend on the requirements of any such document, or situation, but this number shall never be in conflict with any other Rule under this **Constitution**, and in particular, the requirements for authorising bank transaction under Rule 8.1 (Control and management).

Notwithstanding the requirement of this Rule, the **Committee** may appoint additional **Authorised Officers** for specific purposes, outlining their powers, responsibilities, and the duration of their authority in the appointment resolution and the transaction ratified at a subsequent **Committee Meeting**.

6.4 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. **Officers** shall be elected during **Annual General Meetings**. If an **Officer** position becomes vacant between **Annual General Meetings**, the **Committee** may appoint a replacement by majority vote. The appointee must meet all qualifications outline in Section 6.1 above and will serve until the next **Annual General Meeting**, where they may stand for election.
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 **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 10 **Working Days** before the date of the **Annual General Meeting**. All such applications shall be considered by the **Committee** prior to being submitted to the **Members** at the **Annual General meeting** and may be rejected by the **Committee** as unsuitable. If no applications for a specific position on the **Committee** are received by the **Society** in advance of the **Annual General Meeting**, that position shall remain vacant until filled by the **Committee** as allowed under point 10 below.
3. If only one application for a specific position on the **Committee** has been received then the d of the **Annual General Meeting** shall move the applicant be elected and confirmed by the ordinary resolution.

4. If more than one application for a specific position on the **Committee** has been received then at the Annual General Meeting a secret ballot shall be taken amongst those **Members** present (and eligible to vote) and the highest polling candidate shall be declared elected.
5. If one or more applications (up to the maximum permitted positions) for the non-specific positions on the **Committee** have been received in advance of the Annual General Meeting, then the **President** shall move that those applicants be elected and confirmed by ordinary resolution. Any positions remaining vacant will remain vacant until filled by co-option by the **Committee**, as it deemed necessary, and as allowed under point 10 below.
6. If more than the maximum permitted applications for the available non-specific positions on the **Committee** are received, at the Annual General Meeting a secret ballot shall be taken amongst those **Members** present (and eligible to vote) and the highest polling candidates shall be declared elected. **Members** present (and eligible to vote) shall be entitled to one vote only but may vote for any number of applicants, but only up to the maximum permitted positions available.
7. 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 **Committee** (excluding those in respect of whom the votes are tied).
8. Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
9. The failure for any reason of any **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
10. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** 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' rule above).

6.5 Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

Each Officer shall be eligible for re-election or co-option.

No **Officer** shall serve in the same position for more than **10** consecutive terms.

No **President** shall serve for more than **5** consecutive terms in the same position.

6.6 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Committee** passes a vote of no confidence in the **Officer**.
- Should any **Officer** have their Membership of the Society terminated, that **Officer** shall also have their position terminated

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

6.7 Ceasing to hold office

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

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

6.8 Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **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 **Committee**, and
2. in an **Interests Register** kept by the **Committee**.

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

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Committee** relating to the **Matter** unless all members of the **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 **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** relating to the **Matter** and be present at the time of the decision of the **Committee** (unless the **Committee** decides otherwise).

However, an **Officer** 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 **Officers** 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 **Officers** agree otherwise.

Where 50 per cent or more of member of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** must be notified to consider and determine the **Matter**.

7 RECORDS

7.1 Register of Members

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

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

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

The register will also include each **Member's** —

- postal address
- email address (if any)
- the membership category

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

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 7 years, the **Society** will record:

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

7.2 Interests Register

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

7.3 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** must, 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.

8 FINANCES

8.1 Control and management

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

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

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

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

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment. All online transactions undertaken involving the **Society's** bank account(s) must be signed or otherwise approved by any two of the **Authorised Officers** of the **Society**, as set up on Rule 6.3.(**Authorised Officers**) except that in the case of transferring funds between the **Society's** own bank accounts using the bank's online facility it shall be permitted for only one **Authorised Officer** to authorise such transaction.

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

Any **Officer** shall be entitled to have access to the accounting records, and in particular shall be entitled to view and inspect all bank statements and supporting invoices for payments made from the bank account(s).

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**.

8.2 Balance date

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

8.3 Financial Statements and Audit

A report on the year's activities together with the Financial Statements shall be prepared by the **Committee** for presentation to the Annual General Meeting.

The **Committee**, having considered and determined whether the financial statements for the new financial year be subject to audit or not, shall have their recommendation moved and confirmed by ordinary resolution at the **Annual General Meeting**.

If the **Members** confirm at the **Annual General Meeting** that no audit needs to be undertaken, then the **Committee** shall be responsible for ensuring the Financial Statement presented at the next **Annual General Meeting** reflect the true financial position of the **Society's** bank accounts and other key financial records.

Should the recommendation be that the financial statements be audited or reviewed then the **Committee** shall also recommend an appropriate qualified person for the position of Auditor and a motion proposing that person will be confirmed by ordinary resolution. The **Committee** shall also determine the appropriate standard of audit or review of the Financial Statements for that financial year, based on the advice of a Chartered Accountant, and in accordance with the current standards of financial reporting requirements for Incorporated Societies. In the event of the **Members** confirming that the Financial Statements be audited, the financial records shall be audited or reviewed prior to the presentation of the Financial Statements at the next **Annual General Meeting**.

The Auditor or reviewer shall not be a member of the **Committee**.

The auditor or reviewer shall be a practising Chartered Accountant and a current member of the New Zealand Institute of Chartered Accountants and shall be appointed and confirmed by ordinary resolution at the **Annual General Meeting**.

If the **Society** appoints an Auditor or reviewer who is unable to act for some reason, the **Committee** shall appoint another appropriately qualified auditor or reviewer as a replacement.

The Auditor or reviewer shall at all reasonable times have access to the books and accounts of the **Society** and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes.

9 DISPUTE RESOLUTION

9.1 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—

- 2 or more **Members**
- 1 or more **Members** and the **Society**
- 1 or more **Members** and 1 or more **Officers**
- 2 or more **Officers**
- 1 or more **Officers** and the **Society**
- 1 or more **Members** or **Officers** and the **Society**.

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

- a **Member** or an **Officer** has engaged in misconduct
- a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- 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 **Officer** may make a complaint by giving to the **Committee** through **Secretary** a notice in writing that—

1. states that the **Member** or **Officer** 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 **Officer** by giving to the **Member** or **Officer** 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 **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 **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.

9.2 How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** through **Secretary** notice in writing that—
 1. states that the **Member** or **Officer** 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 **Officer** by giving to the **Member** or **Officer** 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.
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**.

9.3 Person who makes complaint has right to be heard

1. 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.
2. If the **Society** makes a complaint—
 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

9.4 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**.
3. The investigation procedures involves the **Secretary** calling a meeting of the **Committee** and notifying the **Member** or person making the complaint and also notifying the **Member(s)** against whom such complaint is made to attend such meeting, and thereupon such complaint will be

- considered by the **Committee** according to the evidence submitted to them by the **Member** or person making the complaint and the **Member** against whom such complaint is made.
4. A **Committee** shall be deemed to be acting with the full authority of the **Committee** provided no fewer than 3 **Officers** are present at such meeting, but shall not include any **Officers** who has brought the complaint or is the subject of such complaint.
 5. Should a complaint of misconduct be brought by the **Committee**, on behalf of the **Society**, against a **Member**, the **Committee** shall be acting with the full authority of the **Committee** provided not fewer than any 3 **Officers** are present at such meeting.
 6. The **Committee** shall have the power to discipline any member, by censure or by written warning, and shall have the power to terminate the membership of any **Member**, for conduct prejudicial to the good name and interests of the **Society**.
 7. Upon receipt of any such complaint against any **Member**, the **Committee** shall have the power to suspend the **Member** pending the consideration by the **Committee** of such complaint, provided always that no such suspension under this Rule shall remain in force for a period exceeding 21 days.
 8. A **Member** has the right to appeal the **Committee**'s decision only by submitting a written notice of appeal to the **Secretary** within 10 working days of the decision, stating the ground of appeal. An independent panel appointed by the **Committee** will review the appeal and make a final decision.
 9. Termination of membership will not relieve the **Member** of their obligation to pay in full any subscription which remains unpaid at the date of termination or to return any property in their possession belonging to the **Society**.
 10. Any **Member** terminated under this Rule may be reinstated at the discretion of the **Committee**, which may impose such conditions as it determines.
 11. Should the complaint be against the **Society**, rather than an individual **Member**, the matter shall be dealt with by the **Committee** at the next scheduled meeting of the **Committee**.

9.5 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:
 1. that a **Member** or an **Officer** has engaged in material misconduct;
 2. 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**;
 3. 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.

9.6 Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or

2. a subcommittee, 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).

9.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee 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.

10 LIQUIDATION AND REMOVAL FROM THE REGISTER

10.1 Resolving to put society into liquidation

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

The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **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, i.e. at least 66.6%, of all **Members** present and voting.

10.2 Resolving to apply for removal from the register

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

The **Committee** shall give **20 Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The **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.

10.3 Surplus assets

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or

purposes as defined in section 5(1) of the Charities Act 2005. Such organisation shall contain objects in their constitution that are not incompatible with the **Society's** own objects, being in the field of fostering linguistic/cultural ends.

11 ALTERATIONS TO THE CONSTITUTION

11.1 Amending this constitution

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

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least **20** per cent of eligible **Members** and given in writing to the **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 **10 Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **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.

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.

12 OTHER

12.1 Common seal

The **Society** will have a common seal that must be kept in the custody of an **Officer**.

The common seal may be affixed to any document:

1. by resolution of the **Committee**, and must be countersigned by 2 Authorised **Officers** or
2. by such other means as the **Committee** may resolve from time to time.

12.2 Bylaws

The **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. Such bylaw shall be notified to **Members** in such manner as the **Committee** shall see fit.

A copy of the Bylaws shall be available for inspection by any **Member** on request to the **Committee**, and publication of the Bylaws on the **Society's** website shall be deemed to be adequate notice.

12.3 Matters not provided for

If any matter arises which in the opinion of the **Committee** is not provided for in this **Constitution**, then it may be determined by the **Committee** in such manner as the **Committee** thinks fit. Every such determination shall be binding upon **Members** unless and until set aside by ordinary resolution at an **Annual General Meeting** or **Special General Meeting**.