

CONSTITUTION OF THE EATING DISORDERS ASSOCIATION OF NEW ZEALAND INCORPORATED

1. INTERPRETATION

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

- (a) "**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.
- (b) "**Association**" means Eating Disorders Association of New Zealand Incorporated (incorporated society number 2058732).
- (c) "**Annual General Meeting**" or "**AGM**" means the annual meeting of the Association that must be called in accordance with this Constitution.
- (d) "**Balance Date**" means the Association's balance date as set out in this Constitution as clause 25.1.
- (e) "**Complaint**" has the meaning given to it in section 38 of the Act.
- (f) "**Dispute**" has the meaning given to it in section 38 of the Act.
- (g) "**Executive Board**" means the executive board established in accordance with clause 13.
- (h) "**Executive Board Member**" means the collective term for an Elected Executive Board Member and Co-opted Executive Board Member.
- (i) "**General Meeting**" means either an Annual General Meeting or a Special General Meeting of the Members of the Association.
- (j) "**Interested Member**" means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- (k) "**Interests Register**" means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.
- (l) "**Matter**" means:
 - a. the Association's performance of its activities or exercise of its powers; or
 - b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

- (m) "**Member**" means a person who has consented to become a Member of the Association and has been properly registered as a member (and has not ceased their membership) of the Association.
- (n) "**Not-For-Profit Entity**" has the meaning given to that term in section 5(3) of the Act.
- (o) "**Notice**" means any notice given by post, courier, email, or any additional transmission method approved by the Executive Board, and for clarity includes transmission of a link to a Notice.
- (p) "**Objects**" means the purposes of the Association as set out in clause 6.
- (q) "**Officer**" means a natural person who is:
 - a. a member of the Executive Board; or
 - b. occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive or Treasurer.
- (r) "**President**" means the person elected to hold that office under clause 15.3 to be responsible for the administration and management of the Association.
- (s) "**Register of Members**" means the register of Members kept under this Constitution as required by section 79 of the Act.
- (t) "**Registrar**" means the Registrar of Incorporated Societies.
- (u) "**Secretary**" means the person appointed to hold that office under clause 15.4, provided that the President or another Executive Board Member appointed by the Executive Board may act in place of that person if the person is for any reason unable or unwilling to act.
- (v) "**Special General Meeting**" and "**SGM**" means a meeting of Members, other than an Annual General Meeting, called for a specific purpose and convened in accordance with clause 21.8.
- (w) "**Treasurer**" means the person appointed to hold that office under clause 15.5, provided that the President or another Executive Board Member appointed by the Executive Board may act in place of that person if the person is for any reason unable or unwilling to act.
- (x) "**Working Days**" has the meaning 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.

2. NAME

2.1 The Association's name is Eating Disorders Association of New Zealand Incorporated.

3. CHARITABLE STATUS

3.1 The Association is registered as a charitable entity under the Charities Act 2005.

4. REGISTERED OFFICE

4.1 The Association's registered office is at 1 De Havilland Road, Hobsonville, Auckland, 0616, New Zealand.

4.2 The Executive Board may change the Association's registered office from time to time, and will notify the Registrar of any such change.

5. AIMS AND PRINCIPLES

5.1 The overall aims of the Association are to:

- (a) Provide support, understanding and resources to carers of people with eating disorders;
- (b) educate clinicians and others working with people affected by eating disorders; and
- (c) improve awareness and understanding of eating disorders in the community.

5.2 The Association operates under the following principles adopted from FEAST (Families Empowered and supporting Treatment of Eating Disorders):

- (a) Eating disorders are biologically based mental illnesses and treatable with a combination of nutritional, medical, and therapeutic supports.
- (b) Parents do not cause eating disorders and patients do not choose eating disorders.
- (c) Parents and caregivers can be a powerful support for a loved one's recovery from an eating disorder.
- (d) Blaming and marginalising parents in the treatment process causes harm and suffering.
- (e) When available, patients should receive evidence-based treatment.
- (f) (Families should be supported in seeking the most appropriate treatment in the least restrictive environment possible.
- (g) Food is medicine: all treatment should include urgent and ongoing nutritional rehabilitation.
- (h) When the family is supported, the patient is supported.

- (i) Siblings and all family members are affected by a family member's illness, and deserve full attention to their needs.
- (j) Parents have unique abilities to offer other parents support, information, and the wisdom of experience.

6. OBJECTS

6.1 The Association's objects are to:

- (a) provide support for families with a member suffering from an eating disorder;
- (b) promote communication and support by and between persons affected by eating disorders;
- (c) promote knowledge and disseminate evidence-based information concerning eating disorders;
- (d) promote collaboration between families, clinicians and others caring for persons affected by eating disorders;
- (e) advocate for improved training of primary health care clinicians in respect of eating disorders, and particularly early detection, diagnosis and intervention;
- (f) promote evidence-based treatments for eating disorders;
- (g) promote public awareness about eating disorders;
- (h) participate in the development of policies aimed at improving services for those affected by eating disorders, including making submissions to government bodies and through the media; and
- (i) acquire funds by donations, grants or otherwise, to carry out the Association's objects.

7. ACT AND REGULATIONS

7.1 The Association shall have the statutory powers given to it under the Act and the powers of a natural person to carry out its activities.

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

8. CONTACT PERSON

8.1 The Association shall have at least one (1) but no more than three (3) contact person(s), and usually the Secretary, whom the Registrar can contact when needed.

8.2 The Association's contact person must be at least 18 years of age and ordinarily resident in New Zealand.

- 8.3 The contact person can be appointed by the Executive Board or elected by the Members at a General Meeting.

MEMBERSHIP

9. MEMBERSHIP

- 9.1 The Association shall maintain the minimum number of Members required by the Act.
- 9.2 The Association has one (1) category of Membership, and Membership is open to any person who supports the aims and objects of the Association.
- 9.3 Every applicant for membership must consent in writing to becoming a Member, and every application for membership will be accompanied by the prescribed subscription fee (if any) and will be made in the form determined by the Executive Board from time to time. The Executive Board will have complete discretion when it decides whether or not to allow the applicant to become a Member.
- 9.4 The signed written consent of every Member to become a Member of the Association shall be retained in the Association's membership records.
- 9.5 All Members will be subject to this Constitution, as well as any policy, code of practice or other form of regulation adopted by the Executive Board from time to time, and by becoming a Member, will be deemed to accept this as a condition of membership.
- 9.6 The Association will keep a register of Members (including Members' names, contact details, and the date they became Members). Members may update their contact details from time to time and will, if requested, provide such other information as the Association requests to maintain the register of Members. The Secretary is responsible for maintaining the register of Members and will endeavour to contact all on the register annually to check their details remain current.
- 9.7 All Members are entitled to receive notice of, attend and speak at the Association's General Meetings, and have full voting rights.
- 9.8 All Members shall promote the interests and objects of the Association and shall do nothing to bring the Association into disrepute.
- 9.9 No Member is liable for an obligation of the Association by reason only of being a Member.

10. TERMINATION OF MEMBERSHIP

- 10.1 A Member ceases to be a Member:
- (a) by voluntarily terminating or suspending their membership by notice in writing to the Executive Board;
 - (b) by resolution of the Executive Board where, in the opinion of the Executive Board, the Member has been acting in a manner inconsistent with Association's aims and principles or has brought the Association into disrepute. The Executive Board shall

inform the Member in writing of the reasons for the termination of that person's membership;

- (c) on termination of a Member's membership following a dispute resolution under this Constitution;
- (d) on death; or
- (e) if that Member has failed to pay their subscription fee or other fees rendered by the date a notice provided on the invoice for fees.

10.2 If a Member disputes the Executive Board's decision in accordance with clause 10.1(b), that Member may appeal to the Association, and a General Meeting will be called within two (2) months for this appeal. The Members present at such a General Meeting will determine by majority vote whether to uphold the termination or reinstate the Member, and this determination will be final.

11. OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

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

- (a) remains liable to pay all subscriptions and any other money owed by the Member that has become due and payable before the termination of membership;
- (b) shall cease to hold themselves out as a Member of the Association;
- (c) shall return to the Association all material provided to Members by the Association;
- (d) shall cease to be entitled to any of the rights of an Association Member; and
- (e) shall be liable for all reasonable costs incurred by the Association in relation to recovery of subscriptions or any other sums owed to the Association by the Member, and/or action reasonably necessary for the Association to enforce its legal rights under this clause 11.

12. DONATIONS AND SUBSCRIPTIONS

12.1 The Executive Board will decide the appropriate subscription fee for Members, if any.

12.2 The Executive Board shall advise Members annually on the need for donations to help the funds of the Association.

EXECUTIVE BOARD

13. EXECUTIVE BOARD COMPOSITION AND FUNCTIONS

13.1 The Executive Board will consist of not fewer than four (4) and not more than eight (8) Executive Board Members elected or co-opted annually as follows:

- (a) individuals elected in accordance with clause 14 (**Elected Executive Board Members**); and

- (b) additional Executive Committee Members co-opted by the Executive Committee for a specific purpose, who must comply with this Constitution and any other Constitution policies, procedures, or governance practices (**Co-opted Executive Board Members**). Co-opted Executive Board Members can be co-opted at any point during the relevant Executive Board term. The number of Co-opted Executive Board Members cannot exceed the total number of Executive Board Members in accordance with clause 13.1.
- 13.2 A majority of the Executive Board must be Members of the Association.
- 13.3 Executive Board Members shall be any natural person provided they:
- (a) meet the criteria of section 36B of the Charities Act 2005 or any replacement statutory provision; and
 - (b) are not disqualified from being an Officer of the Association by this Constitution or section 47(3) of the Act.
- 13.4 For the avoidance of doubt, if a non-Member is co-opted to the Executive Board as a Co-opted Executive Board Member, they will be entitled to vote on motions and count towards quorum of an Executive Board meeting. However, they will have no voting rights at, and will not form part of the quorum for, a General Meeting.
- 13.5 At its first meeting the newly elected Executive Board will appoint a Secretary and a Treasurer (and both roles can be filled by the same person). These positions may be filled by:
- (a) an elected Executive Board Member following a General Meeting; or
 - (b) a person employed or contracted by the Association. For the avoidance of doubt they will not be considered an Executive Board Member and therefore will not be considered an Officer as defined by the Act and this Constitution. They will also be subject to clause 13.4 (if applicable).
- 13.6 Every endeavour will be made to ensure that Executive Board Members are from a diverse range of backgrounds and professions.
- 13.7 From the end of each Annual General Meeting until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Executive Board, in accordance with the Act, any regulations made under that Act, and this Constitution.
- 13.8 Subject to the direction of any Annual General Meeting, the responsibilities of the Executive Board shall include the overseeing of all matters of business of the Association within the scope and objects of the Association.

14. ELECTION OF EXECUTIVE BOARD MEMBERS

- 14.1 Executive Board Members shall be elected during an Annual General Meeting. However, if a vacancy in the position of any Executive Board Member occurs between Annual General

Meetings, the vacancy shall be filled by simple resolution (51%) of the Executive Board appointing a Co-opted Executive Board Member (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer).

- 14.2 The Members shall elect the President at the Annual General Meeting.
- 14.3 Nominations shall be open until five (5) Working Days prior to the Annual General Meeting. In the event of insufficient nominations being received prior to the Annual General Meeting, nominations may be accepted at the Annual General Meeting at which the election takes place.
- 14.4 Nominations for positions shall be provided in writing to the Secretary and shall include confirmation of the nominee's consent to nomination.
- 14.5 Votes shall be cast in such a manner as the person chairing the meeting determines.

15. TERM AND ROLES

- 15.1 The term of office for:
 - (a) Elected Executive Board Members shall be one (1) year.
 - (b) Co-opted Executive Board Members shall be the earlier of the next Annual General Meeting after the date on which they were co-opted or a date determined by the Executive Board at the time of appointment.
- 15.2 Elected Executive Board Members are eligible to be re-elected upon expiration of their term of office.
- 15.3 The President is responsible for the Association's general management, but may delegate duties as appropriate. The President:
 - (a) will report to the Executive Board;
 - (b) has the right to attend and be heard at all committee meetings.
- 15.4 The Secretary's responsibilities include :
 - (a) organising Executive Board meetings and General Meetings,
 - (b) taking minutes at meetings;
 - (c) maintaining the Association's records and overseeing its effective administration;
 - (d) acting as a contact person for the Association; and
 - (e) communicating with Members.
- 15.5 The Treasurer is responsible for financial matters relating to the Association and all financial books, accounts, papers and other financial records to be kept and maintained by the Association.

15.6 It shall be the Executive Board 's duty generally to conduct the affairs of the Association in accordance with the legal requirements of the regulations covering charities, to keep the usual books of account, to notify Members of intended meetings and the business to be transacted thereafter and at all times to promote the Association's aims and objectives. Minutes of the meetings shall be sent to all Members of the Executive Board and shall be accessible to all Members at each Annual General Meeting.

16. CESSATION OF EXECUTIVE BOARD MEMBERS

16.1 An Executive Board Member shall be deemed to have ceased to be an Executive Board Member if that Executive Board Member:

- (a) resigns by written notice to the Executive Board;
- (b) is removed by a majority of votes of Members present at a Special General Meeting called for that purpose;
- (c) becomes disqualified from being an Officer under the Act; ;
- (d) becomes permanently incapacitated and the Executive Board resolves that the Member is no longer capable of carrying out his or her powers and duties by reason of that incapacity;
- (e) dies;
- (f) has held office for an initial term and is not re-elected for a consecutive term;
- (g) has been absent from three (3) consecutive Executive Board meetings without leave of absence from the Executive Board; or
- (h) no longer meets the requirements of members (if they are a Member), subject to clause 16.2 below.

16.2 Despite 16.1(h) above, the Executive Board may resolve by simple majority (51%) to allow an Executive Board Member who no longer meets the requirements for membership to remain in office for the remainder of their term, provided that they are otherwise qualified to be an Officer under the Act and so long as at all times a majority of Executive Board Members are Members of the Association.

16.3 Each Executive Board Member shall within fourteen (14) Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive Board all books, papers and other property of the Association held by such former Executive Board Member.

17. EXECUTIVE BOARD MEETINGS

17.1 The Executive Board will meet at regular intervals at a place, date and time as it determines. Meetings may take place in person or via teleconference or videoconference, or by such other methods as the Executive Board may determine from time to time.

- 17.2 The President will chair the meeting, unless absent, in which case another Executive Board Member will chair the meeting.
- 17.3 A quorum shall be at least three (3) Executive Board Members.
- 17.4 A resolution of the Executive Committee is passed by a show of hands requiring a simple majority (51%) in favour of the resolution, except where the resolution is the approval of a payment of greater than \$5,000 or the employment of an external individual to act as Treasurer and/or Secretary, for which two-thirds majority approval is required from the Executive Board Members present and voting.
- 17.5 Every Executive Board Member shall have one (1) vote.
- 17.6 The President shall have a deliberative but not a casting vote.
- 17.7 Except where the President rules otherwise for reasons of confidentiality, Executive Board meetings are open to all Members, but at such meetings voting is restricted to elected Executive Board Members.
- 17.8 A written resolution of the Executive Board signed by all Executive Board Members is as valid and effective as if it had been passed at a meeting of the Executive Board duly convened and held. The resolution may consist of several documents in like form each signed by one or more Executive Board Members.
- 17.9 Except as otherwise provided in this Constitution, the Executive Board may regulate its own procedure.
- 17.10 **Interpretation:** Subject to the Act and this Constitution, the decisions of the Executive Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.

18. POWERS

- 18.1 The Executive Board will manage and administer the business and affairs of the Association in such manner as the Executive Board considers appropriate to promote and progress the Association's objects. The Executive Board may exercise the Association's full powers for this purpose.
- 18.2 The Executive Board shall have the authority to delegate any power it holds to a Member, Officer, or body of the Association, subject to this Constitution and the Act.
- 18.3 Without limiting the generality of the Executive Board's role as set out in clause 18, the Executive Board may do any and all of the following:
- (a) lease, acquire, establish, manage, hire or otherwise acquire any real or personal property;
 - (b) sell, let, mortgage or otherwise dispose of or deal with any of the property or assets of the Association;

- (c) borrow, raise or invest money on such terms as the Executive Board thinks fit;
- (d) use the Association's funds as it considers fit in the furtherance of the Association's aims and objectives;
- (e) enter into or terminate contracts of employment or contracts of services to carry on the work of the Association or to advise the Association;
- (f) enter into or terminate any contract or arrangement with any society, government department, corporation or other body;
- (g) levy charges on recipients of Association services as appropriate to cover costs;
- (h) consider whether it is necessary to appoint an auditor and if so, appoint an honorary auditor;
- (i) appoint an honorary solicitor;
- (j) determine the Association's delegated financial authority policy which specifies, among other things, the persons or classes of persons to have delegated authority to sign cheques or authorise electronic banking payments on the Association's behalf, and to open and close bank accounts to effect the Association's business;
- (k) determine the procedures for the operations of the activities of the Association, or to amend procedures as may from time to time be considered necessary, by recording these procedures, and any amendments, in writing;
- (l) delegate management, administrative and financial functions and duties to the Committee or sub-committees, the President, or properly appointed employees and independent contractors of the Association;
- (m) grant authority to any Member to sign a contract on the Association's behalf;
- (n) raise funds of the Association in the form of donations, subscriptions or otherwise;
- (o) print and publish any publications that may be desirable to promote the aims and objectives of the Association; and
- (p) do all such other lawful acts and things as are incidental to the attainment of the general purposes of the Association.

19. COMMITTEES

- 19.1 The Executive Board may appoint standing committees ("Committee") consisting of up to ten Members in addition to those appointed to the Executive Board ("Committee Members").
- 19.2 Committee Members shall assist with the daily management of the Association's business and affairs under the Executive Board's supervision.

- 19.3 Committee Members shall hold office until resignation, retirement or removal by the Executive Board.
- 19.4 The Executive Board may set up additional sub-committees of co-opted Members of the Association, provided each sub-committee is headed by an Executive Board Member.

20. General Matters

- 20.1 The Executive Board, any Committees, and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Executive Board or Committees or sub-committee meeting.
- 20.2 Other than as prescribed by the Act or this Constitution, the Executive Board or any Committee or sub-committee may regulate its proceedings as it thinks fit.
- 20.3 **Fees and Honoraria:** The Association may pay fees and/or honoraria to Executive Board Members, Committee members or sub-committee members.
- 20.4 **Indemnity:** Every member of the Executive Board, Committee and any sub-committee, and every Officer of the Association, will be indemnified by the Association from and against all losses and expenses properly incurred by reason of any actions or deed in the furtherance of their duties, except insofar as they contravene the Officer's duties under the Act.
- 20.5 The Executive Board may maintain such insurance as it considers appropriate from time to time.
- 20.6 **Irregularities:** No act or proceedings of the Executive Board, any Committees, or any sub-committees, or any person acting as an Executive Board Member shall be invalidated as a consequence of there being a vacancy in the Executive Board membership at the time of the act or proceedings or of the subsequent discovery that there was some defect in the entitlement of any person so acting to be an Executive Board Member or that they are incapable of being or had ceased to be an Executive Board Member.

GENERAL MEETINGS

21. GENERAL MEETINGS

- 21.1 The date, time and place of any General Meeting will be fixed by the President on the advice of the Executive Board.
- 21.2 General Meetings may be held at one (1) 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.

Annual General Meetings

- 21.3 An Annual General Meeting shall be held once a year on a date and at a location and by means determined by the Executive Board.
- 21.4 The Annual General Meeting must be held no later than the earlier of the following:
- (a) six (6) months after the end of the Balance Date of the Association; or
 - (b) 15 months after the previous Annual General Meeting.
- 21.5 Not less than ten (10) Working Days' notice of the meeting will be given to every Member at that Member's last notified address or email address.
- 21.6 Proceedings at the Annual General Meeting will include:
- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (b) receiving from the Executive Board a report of the preceding year;
 - (c) receiving from the Treasurer a balance sheet and statement of accounts for the preceding year, an auditor's report on the accounts (if any), and an estimate of the receipts and expenditure for the current year;
 - (d) electing/re-electing the President and Executive Board;
 - (e) deciding on any resolutions which may have been properly submitted to the meeting;
and
 - (f) consider any general business.
- 21.7 For the avoidance of doubt, the order of business of an Annual General Meeting shall be set by the Executive Board when Members are provided Notice of the agenda for the Annual General Meeting.

Special General Meetings

- 21.8 The Executive Board, or five (5) of Members (by notice in writing signed by those Members), may request the Secretary to convene a Special General Meeting, in which case:
- (a) as soon as reasonably practicable following receipt of such request, the Secretary must convene the meeting by giving written notice to all Members setting out the date, time, venue and business raised for discussion at the Special General Meeting;
 - (b) only the business set out in the notice convening the meeting may be transacted at the Special General Meeting; and
 - (c) the minutes of any Special General Meeting will be presented at the next Annual General Meeting for confirmation only.

21.9 The rules in this Constitution relating to the procedure to be followed by 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 Executive Board's resolution or the written request by the Members for the SGM.

Procedures of all General Meetings

21.10 At any General Meeting:

- (a) Five (5) Members will constitute a quorum. In the event of a quorum not being present within half an hour of the time fixed for the meeting, a further meeting will be called within 28 days.
- (b) All voting will be by a show of hands requiring a simple majority (51%).
- (c) The President shall have a deliberative but not a casting vote.
- (d) The President will chair the General Meeting, unless absent, in which case another Executive Board Member will chair the meeting.
- (e) A declaration by the chair that a motion or resolution has been carried or lost will be conclusive evidence of that fact, without further proof of the number or portion of votes recorded in favour of, or against, such a resolution.
- (f) A Member who is unable to attend may, prior to the start of the meeting, give written authority to another Member to exercise the right to vote at that meeting on behalf of the authorising Member. Where a Member has authorised another Member to vote by proxy, both Members will count towards the quorum.

21.11 Notices of resolutions or motions by any Member shall be sent to the Secretary in good time to be adequately presented at the meeting. Any disputes about whether a Notice of resolution or motion has been sent to the Secretary in good time shall be determined by the Executive Board in its sole discretion.

21.12 The General Meeting and its business will not be invalidated simply because one (1) or more Members did not receive the Notice of the General Meeting.

21.13 The Association may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than seventy-five percent (75%) of the Members who are entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one (1) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one (1) or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means). Any resolution passed in accordance with this clause 21.13 will be binding on all Members.

21.14 The Association must keep minutes of all General Meetings. Minutes of General Meetings shall be made available to Members on request.

RECORDS

22. REGISTER OF MEMBERS

22.1 The Association shall keep an up-to-date Register of Members.

22.2 For each current Member, the information contained in the Register of Members shall include:

- (a) their name;
- (b) the date on which they become 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 a physical/postal address and/or an electronic (email) address.

22.3 Every current Member shall promptly advise the Association of any change of the Member's contact details.

22.4 The Association shall also keep a record of the former Members of the Association. For each Member who ceased to be a Member within the previous seven (7) years, the Association will record the former Member's name and the date the former Member ceased to be a Member.

23. INTERESTS REGISTER

23.1 The Executive Board shall at all times maintain an up-to-date register of interests disclosed by Officers and by members of any sub-committee.

24. ACCESS TO INFORMATION FOR MEMBERS

24.1 A Member may at any time make a written request to the Association for information held by the Association.

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

24.3 The Association must, within a reasonable time after receiving the request:

- (a) provide the information;
- (b) agree to provide the information within a specified period;
- (c) agreed to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meeting the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

- 24.4 Without limiting the reasons for which the Association may refuse to provide the information, the Association 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 information would, or would be likely to, prejudice the commercial position of the Association 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 Association; or
 - (d) the information is not relevant to the operation or affairs of the Association; 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 of the Association 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.
- 24.5 If the Association 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 Association:
- (a) that the Member will pay the charge; or
 - (b) that the Member considers the charge to be unreasonable.

FINANCES AND CONFLICT OF INTEREST

25. FINANCIAL REPORTING AND RESPONSIBILITIES

- 25.1 The financial year of the Association shall be from 1 April of each year and end on 31 March of the following year (the latter date being the Association's Balance Date).
- 25.2 The Association must file financial return statements with the Registrar within six (6) months of the Balance Date.
- 25.3 The financial year of the Association may be amended from time to time as determined at an Annual General Meeting.

- 25.4 In addition to the custody of assets and in furtherance of its aims and objectives, the Association shall have the following financial responsibilities:
- (a) All monies received by or on behalf of the Association will be applied solely for the objects of the Association.
 - (b) All monies received by or on behalf of the Association will be paid immediately to the credit of the Association in an account with any bank or banks from time to time to be determined by the Executive Board.
 - (c) To keep appropriate books of account and to present accurate financial accounts at the Annual General Meeting of the Association;
 - (d) To pay all expenses and outgoings as may be properly incurred in furtherance of the aims and objectives of the Association.

25.5 The Executive Board must establish and maintain a satisfactory system of control of the Association's accounting records, including ensuring that the records are only accessible to and editable by authorised and approved individuals.

25.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. Accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Association.

26. RESTRICTIONS ON TRANSACTIONS AND CONFLICTS OF INTEREST

26.1 No Executive Board Member will be paid any remuneration in their capacity as Executive Board Member of the Association.

26.2 Subject to this clause 26, no private pecuniary profit may be made by an individual from the Association, except:

- (a) any Member will be entitled to be reimbursed for all expenses which he or she properly incurs in connection with the affairs of the Association;
- (b) the Association may pay reasonable and proper remuneration to any Member or staff member (whether a Member or not) in return for services actually rendered to the Association;
- (c) any person that renders services to the Association is to be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Association; and
- (d) any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may in any way be concerned or involved, and for which the Member has acted in any capacity whatsoever,

notwithstanding that the Member's connection with that company or undertaking is in any way attributable to the Member's connection with the Association.

- 26.3 No Member or person associated with a Member of the Association will derive any income, benefit or advantage from the Association where that Member or person associated with a Member can materially influence the payment of the income, benefit or advantage, except where the income, benefit or advantage is derived from:
- (a) professional services rendered to the Association in the course of business, charged at no greater rate than current market rates; or
 - (b) interest on money lent to the Association at no greater rate than current market rates.
- 26.4 The Association must not enter into transactions in which any Executive Board Member or staff member has a material conflict of interest resulting from any relationship or business affiliation.
- 26.5 Any Member who is or may be in any capacity whatsoever interested or concerned directly or indirectly in any property or undertaking in which the Association is or may in any way be concerned or involved will promptly disclose the nature and extent of that Member's interest to the Executive Board to be recorded in the Interests Register.
- 26.6 No Member with an interest or concern of the type referred to in clause 26.5 may take any part whatsoever in any deliberations of the Executive Board concerning any matter associated with that interest or concern, other than as a Member of the Association.
- 26.7 In determining all reimbursements, remuneration and charges payable in terms of this clause the Executive Board will ensure that the restrictions set out in this Constitution are observed strictly.
- 26.8 The Association will not lend any money or lease any property or assets at less than current commercial rates, having regard to the nature and terms of the land and lease to any Member or associated person (as defined in section YA 1 of the Income Tax Act 2007 and any applicable amendments).
- 26.9 The Association will otherwise comply with the provisions of section 24 of the Act.

DISPUTES RESOLUTION

27. DISPUTE RESOLUTION PROCEDURES

Meaning of dispute and complaint

- 27.1 A dispute involving the Association and/or its Members is a disagreement or conflict which may be between any of the following persons:
- (a) 2 or more Members;
 - (b) 1 or more Members and the Association;

- (c) 1 or more Members and 1 or more Officers;
- (d) 2 or more Officers;
- (e) 1 or more Officers and the Association; or
- (f) 1 or more Members or Officers and the Association.

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

- (a) a Member or an Officer has engaged in misconduct;
- (b) a Member or an Officer has breached, or is likely to breach, a duty under the Association's Constitution or the Act;
- (c) the Association has breached, or is likely to breach, a duty under the Association's Constitution or the Act; or
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

How to make a complaint

27.3 A Member or an Officer may make a complaint by giving to the Executive Board (or a complaints subcommittee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
- (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- (c) sets out any other information or allegations reasonably required by the Association.

27.4 The Association 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:

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

27.5 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.

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

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

27.8 The complainant raising a dispute, and the Executive Board, 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.

Person who makes complaint has right to be heard

27.9 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.

27.10 If the Association makes a complaint:

- (a) the Association 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 Association.

27.11 Without limiting the manner in which the Member, Officer, or Association 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 Association's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject to complaint has right to be heard

27.12 This clause applies if a complaint involved an allegation that a Member, an Officer, or the Association (the **respondent**):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or this Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

27.13 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

27.14 If the respondent is the Association, an Officer may exercise the right on behalf of the Society.

27.15 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (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.

Investigating and determining dispute

27.16 The Association 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.

27.17 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Association may decide not to proceed further with complaint

27.18 Despite the 'investigating and determining dispute' rule above, the Association 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 allegations of the following kind:
 - a. that a Member or an Officer has engaged in material misconduct; and/or
 - b. that a Member, an Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act; and/or
 - c. that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- (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 a complaint.

Association may refer complaint

27.19 The Association 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.

27.20 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

27.21 A person may not act as a decision maker in relation to a complaint if two (2) or more members of the Executive 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.

Resolving disputes

27.22 The decision maker may:

- (a) order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with the Complaint; and
- (b) make such directions as the decision maker thinks appropriate (with which the Association and Members shall comply), including upholding the Complaint; and
 - a. reprimanding or admonishing the Member; and/or
 - b. suspending the Member from membership for a specified period; or
 - c. terminating the Member's membership.

Costs of complaint

27.23 Without limiting clause 27.22(a), a complainant must meet their own costs of making a Complaint.

AMALGAMATION, ALTERATION AND WINDING UP

28. AMALGAMATION

- 28.1 The Association may be amalgamated in accordance with the provisions of the Act.
- 28.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed by a seventy-five percent majority (75%) of all Members entitled to vote and voting on the question.
- 28.3 This clause 28 modifies section 194(2)(a) of the Act.

29. ALTERATIONS TO THE CONSTITUTION

- 29.1 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.
- 29.2 Any amendments or additions to this Constitution shall be approved by a simple majority (51%) vote of Members present and voting at a General Meeting. Except where the proposed amendments or additions are to the objects and purposes of the Association, in which case a two-thirds majority of Members present and voting at a General Meeting is required.
- 29.3 Written Notice of proposed amendments or additions shall be given to Members not less than ten (10) Working Days prior to the General Meeting at which the proposal shall be presented.
- 29.4 Amendments could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution (as per clause 21.13).
- 29.5 No amendment or alterations shall be made that would change in any way the charitable nature of the aims and objects of the Association or would be contrary to the Act.
- 29.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and matter specified in the Act for registration and shall take effect from the date of registration.
- 29.7 The amendment shall also be notified to Charities Services as required by the Charities Act 2005, as applicable.

30. WINDING UP, LIQUIDATION OR REMOVAL

- 30.1 The Association may be wound up, liquidated, or removed from the Registrar in accordance with the provisions of the Act.
- 30.2 The Executive Board shall give ten (10) Working Days written Notice to all Members of the proposed motion to wind up the Association, or remove it from the Register of Incorporated Societies, and such notice shall include:
- (a) details of the General Meeting at which any such proposal is to be considered;

(b) the reason for the proposal; and

(c) any recommendations from the Executive Board in respect of such notice of motion.

30.3 Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by a seventy-five percent majority (75%) of all Members entitled to vote and voting on the question.

30.4 If the Association is wound up, liquidated, or removed from the Register of Incorporated Societies, and if any property remains after the settlement of the Association's debts and liabilities, that property must not be paid or distributed to any Member, but will be given or transferred to any other Not-For-Profit Entity or entities in New Zealand which are charitable and which share similar purposes to the Association, as determined at a General Meeting.

Certified as a true and correct copy of the Constitution passed at the Special General Meeting of the Association held on 19 March 2026 by:

Signature:

Name:

Signature:

Name: