

CONSTITUTION

New Zealand Joinery Manufacturers Federation Incorporated

INTRODUCTION

1. Name

- 1.1 The name of the Society is the New Zealand Joinery Manufacturers Federation Incorporated.

2. Charitable Status

- 2.1 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Interpretation

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

‘Act’ means the Incorporated Societies Act 2022;

‘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;

‘Associated Person’ means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as an Officer of the Society, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member;
- may have a financial interest in a person to whom any matter being dealt with by any Member (as an Officer of the Society, Member, or in any General Meeting, or otherwise for the Society) relates;
- is a partner, director, officer, Executive Council member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as an Officer of the Society, or in any General Meeting, or otherwise for the Society) relates;
- may be interested in the matter because the Society’s constitution so provides.

but no such Member shall be deemed to have any such interest:

- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
- if that Member’s interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or:
- if that Member’s interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member’s responsibilities under this Act or the Society’s constitution; or if that Member is an officer of a union and that Member’s interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members’ collective employment interests.

‘Branch’ means a branch of the Society established in accordance with rule 34;

‘Branch Chairperson’ means the chairperson of a Branch elected in accordance with rule 34.4;

‘Branch Member’ means a Member who resides within the geographical boundaries of the relevant Branch and pursuant to rule 34.2;

‘Branch Secretary’ means the secretary of a Branch appointed by the Branch; the responsibilities of the Branch Secretary include keeping minutes as a record of all Branch meetings;

‘Bylaws’ means the bylaws made and amended by the Executive Council from time to time for the conduct and control of Society activities

‘Chair/President’ means the Executive Council Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings;

‘Clear Days’ means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting);

‘Deputy Chair/Vice President’ means the Executive Council Member elected or appointed to deputise in the absence of the Chair/President;

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Society;

‘Matter’ means (a) the Society’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 Society;

‘Member’ means a person properly admitted to the Society who has not ceased to be a member of the Society;

‘Executive Representative Committee’ means the body consisting of one representative from each branch of the Society, plus the Society’s Executive Council Members. The Executive Representative Committee acts as a subcommittee of the Executive Council to provide governance advice and support for decision-making, raising matters of branch interest, promoting regional communication and collaboration, and safeguarding the interests of Members.

‘Executive Council’ means the Society’s governing body;

‘Executive Council Member’ means any member of the Executive Council, including the Chair/President;

‘Notice’ to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election;

‘Officer’ means all Executive Council Members and any other person in the Society or Branches that has the ability to exercise significant influence over the management or administration of the Society or its Branches;

‘Branch Committee’ means the Members elected and appointed to manage the affairs of a Branch of the Society constituted in accordance with rule 34;

‘Register of Interests’ means the register of interests of Executive Council Members kept under these Rules;

‘Register of Members’ means the register of Members kept under these Rules;

‘Rules’ means the rules in this Constitution;

‘Secretary’ means the person appointed by the Executive Council responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings; the Secretary is not a member of the Executive Council;

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

‘Treasurer’ means the person appointed by the Executive Council responsible for, among other things, overseeing the finances of the Society; the Treasurer is not a member of the Executive Council.

3.2 **Interpretation:** in this Constitution:

3.2.1 a gender includes all other genders;

3.2.2 the singular includes the plural and vice-versa;

3.2.3 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;

3.2.4 any agreement includes that agreement as modified, supplemented, innovated, or substituted from time to time;

3.2.5 a reference to persons includes bodies corporate;

3.2.6 a reference to a person includes the legal personal representatives, successors, and permitted assigns of that person; and

3.2.7 headings are for reference only and are to be ignored in construing this Constitution.

4. **Registered Office**

- 4.1 The Registered Office of the Society shall be at such place in New Zealand as the Executive Council determines from time to time.
- 4.2 The Secretary must give the Registrar notice of any change to the Registered Office as soon as practicable after any such change is made.

PURPOSES AND POWERS

5. Purposes

- 5.1 The primary purposes of the Society are to provide and promote Support, Professionalism, Education, Representation, Excellence and Values in the joinery trade. To these ends, the Society will:
 - 5.1.1 support and promote the interests of all persons engaged in the joinery trade in New Zealand;
 - 5.1.2 promote and represent the interests of any persons engaged in the joinery trade subject to any proceedings before any Court or Tribunal whatsoever;
 - 5.1.3 uphold and maintain the professionalism of the joinery trade through excellent standards of work and effectiveness;
 - 5.1.4 improve and elevate the knowledge of persons engaged, or about to engage, in the joinery trade;
 - 5.1.5 represent the status and interests of the joinery profession;
 - 5.1.6 promote the use of industry standards and best practices in the joinery trade generally and contribute to their use and development;
 - 5.1.7 secure its Members all the advantages of unanimity of action
 - 5.1.8 do anything conducive or incidental to the attainment of the above purposes.
- 5.2 The Society must not operate for the purpose of, or with the effect of:
 - 5.2.1 any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or
 - 5.2.2 returning all or part of the surplus generated by the Society's operations to Members, in money or in kind, or
 - 5.2.3 conferring any kind of ownership in the Society's assets on Members
- 5.3 but the Society will not operate for the financial gain of Members simply if the Society:
 - 5.3.1 engages in trade,

- 5.3.2 for matters that are incidental to the purposes of the Society, pays a Member of the Society that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- 5.3.3 reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
- 5.3.4 provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- 5.3.5 pays a Member a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- 5.3.6 pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
- 5.3.7 provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.
- 5.3.8 provides educational scholarships or grants to members or their families
- 5.4 No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
- 5.5 Any payments made to a Member or Associated Person must be for goods and services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

6. **Incorporated Societies Act 2022 and Regulations**

- 6.1 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.

7. **Powers**

- 7.1 The Society has the power to borrow money.
- 7.2 In addition to its statutory powers, the Society:
 - 7.2.1 may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
 - 7.2.2 may invest in any investment in which a trustee may lawfully invest.
- 7.3 For the purposes of rule 7.2, the Society has full rights, powers and privileges, subject only to the restrictions contained in rule 7.4

7.4 The Society's powers are restricted only to the extent:

7.4.1 provided in rule 41 as to finances; and

7.4.2 as required by law

MEMBERS

8. Minimum number of Members

8.1 The Society shall maintain the minimum number of 10 Members as required by the Act.

9. Membership Categories

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

9.1.1 Member: A Member is an individual or body corporate admitted to membership under these Rules and in accordance with the Society's Bylaws who or which has not ceased to be a Member.

9.1.2 Life Member: A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. 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. A maximum number of Life-Members may be specified in the Society's Bylaws.

9.1.3 Honorary Member: An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

9.1.4 Retired members: Any person having operated and owned a joinery manufacturing business and being an active member at the time of retirement may be granted retired membership on such eligibility and terms as set by the Society's Bylaws.

9.1.5 Associate suppliers may be appointed from time to time in accordance with the Society's Bylaws, but do not fall within the definition of Members. Associate suppliers will not be allowed to hold Society or Branch positions that would mean they would be Officers of the Society or Branch.

10. Contact Person

10.1 The Society's Contact Officer must be:

10.1.1 at least 18 years of age; and

10.1.2 at all times be resident in New Zealand; and

10.1.3 not disqualified under the Statute from holding that office.

- 10.2 The Contact Officer shall be:
- 10.2.1 the Secretary; or
 - 10.2.2 the Treasurer; or
 - 10.2.3 the Deputy/Vice-President; or
 - 10.2.4 the Chair/President; or
 - 10.2.5 appointed by the Executive Council.
- 10.3 Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Society becoming aware of the change.

11. Rights and Obligations of Members

- 11.1 Members have the rights and obligations set out in this Constitution.
- 11.2 Every Member shall provide the Society with that Member's name and contact details (including contact person, authorised representative, postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
- 11.3 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

12. Other Rights and Obligations

- 12.1 All Members (including all Officers of the Society) shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 12.2 It is a requirement of continuing membership of the Society that Members maintain and meet the compliance requirements of the Society at all times.
- 12.3 A Member is only entitled to exercise the rights of membership (as defined by the membership category) if all subscriptions and any other fees have been paid to the Society by due date, but no Member is liable for an obligation of the Society by reason only of being a Member.
- 12.4 Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 12.5 The Executive Council 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, including any conditions of and fees for such access or use.

13. Admission of Members

- 13.1 Every applicant for membership must consent in writing to becoming a Member.
- 13.2 An applicant for membership must complete and sign any application form, supply any information, or attend any interview as required by the Society's Bylaws.
- 13.3 The application for membership may be accepted or declined in accordance with the Society's Bylaws. The applicant must be advised of the outcome of their application. The reason for the decision to accept or decline the application is not required to be provided to the applicant.

14. Register of Members

- 14.1 The Secretary must maintain and keep up to date a Register of Members containing each Member's:

- 14.1.1 name, postal and email address, telephone number(s);

- 14.1.2 membership category; and

- 14.1.3 the date each Member became a Member.

- 14.2 If a Member's details in rule 14.1 change, that Member must promptly advise the Secretary of the new name, postal or email address, or telephone number (as the case may be). The Secretary must then update the Register of Members as soon as practicable.
- 14.3 Each Member shall provide such other details as the Executive Representative Committee reasonably requires.
- 14.4 A Member may request to have access to the Register of Members from the Secretary. The Secretary will provide access to the extent that Members have consented to access being granted to information about themselves on the Register, and must at all times comply with the requirements of the Privacy Act 2020 and any related statute.
- 14.5 As required by the Incorporated Societies Regulations 2023, the Society will keep a record of every member who has ceased to be a member in the preceding seven years. This information will include their name and the date they ceased to be a member.

15. Subscriptions and Fees

- 15.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).
- 15.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment may, at the sole discretion of the Executive Representative Committee be considered as nonfinancial and may (without being released from the obligation of payment) have no membership rights and may 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 6 months of the due date for payment of the subscription, any other fees, or levy the Executive Representative Committee may terminate the Member's membership (without being required to give prior notice to that Member).

16. Ceasing to be a Member

16.1 A Member ceases to be a Member:

16.1.1 on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or

16.1.2 by resignation from that Member's class of membership by notice to the Secretary, or

16.1.3 on termination of a Member's membership following a dispute resolution process under these Rules.

16.1.4 with effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under these Rules.

16.1.5 Branch requests to terminate:

- a. Any Branch Committee of the Society shall be at liberty to give notice to the Executive Representative Committee that it requires the Executive Representative Committee to consider the termination of the membership of any Member.
- b. Notice must be given in writing to the Executive Representative Committee and shall state the grounds on which it is considered that such Membership be cancelled.
- c. If the Executive Representative Committee considers that the circumstances warrant investigation, the Executive Representative Committee shall thereupon send written notice to the member concerned of the grounds of the complaint.
- d. The Executive Representative Committee shall call upon the person who is the subject of the complaint to appear before the Executive Representative Committee on a date no earlier than 28 days from the posting of such notice to show cause why his/her membership should not be terminated.
- e. If the Member subject to the complaint should fail to appear before the Executive Representative Committee after being called upon the question may be determined in his/her absence.

16.1.6 Breach of membership eligibility or breach of membership code of conduct includes any failure to meet the standard of conduct expected of the membership as set out in the Society's Code of Ethics and Bylaws.

17. Obligations on Resignation

- 17.1 A Member who resigns or whose membership is terminated under these Rules:
- 17.1.1 remains liable to pay all subscriptions and other fees to the Society's next balance date,
 - 17.1.2 shall cease to hold himself or herself out as a Member of the Society,
 - 17.1.3 shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals),
 - 17.1.4 shall cease to be entitled to any of the rights of a Society Member, and
 - 17.1.5 Shall also stop using logo and signage.
18. **Becoming a member again**
- 18.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the Executive Representative Committee.
- 18.2 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Executive Representative Committee.

GENERAL MEETINGS

19. Annual General Meetings

- 19.1 An Annual General Meeting shall be held once a year no later than 6 months after the Society's balance date for that year and no later than 15 months after the previous Annual General Meeting. The Executive Council must determine when and where the Society will meet within those dates. A meeting of the Society other than an Annual General Meeting is a Special General Meeting. The business of an Annual General Meeting shall be to:
- 19.1.1 confirm the minutes of previous Society Meeting(s),
 - 19.1.2 adopt the annual report on Society business,
 - 19.1.3 adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
 - 19.1.4 set any subscriptions for the current financial year,
 - 19.1.5 consider any motions,
 - 19.1.6 consider any general business.
- 19.2 The Executive Council must, at each Annual General Meeting, present the following information:

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

20. **Special General Meetings**

- 20.1 Special General Meetings may be called at any time by the Executive Council by resolution.
- 20.2 The Executive Council must call a Special General Meeting if the Secretary receives a written request signed by at least one third of the Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 20.3 The Rules 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 Executive Council's resolution or the written request by Members for the Meeting.

21. **Procedure**

- 21.1 The Executive Council shall give all Members at least 21 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 21.2 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 21.3 All financial Members, other than National Associate and Associate Members, may attend, speak and vote at General Meetings:
 - 21.3.1 in person, or
 - 21.3.2 by a signed original written proxy (an email or copy being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
 - 21.3.3 through the authorised representative of a body corporate as notified to the Secretary, and
 - 21.3.4 No other proxy voting shall be permitted.
- 21.4 **Quorum:** No General Meeting may be held unless at least 30 financial Members attend. This will constitute a quorum.
- 21.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting:
 - 21.5.1 if convened upon request of Members, shall be dissolved;

- 21.5.2 in any other case, it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.
- 21.6 **Form:** A General Meeting can be held by quorum of the financial members, including Members present by proxy:
- 21.6.1 meeting together at the appointed time and place;
- 21.6.2 participating in the meeting at a different location by means of audio, audio and visual, or electronic communication; or
- 21.6.3 by a combination of both methods described in sub-rules 21.6.1 and 21.6.2 that gives each member a reasonable opportunity to participate.
- 21.7 **Chairperson:** All General Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Deputy or Vice Chair/President shall chair that meeting. Any person chairing a General Meeting has a deliberate and, in the event of a tied vote, a casting vote.
- 21.8 **Adjournment:** Any person chairing a General Meeting may:
- 21.8.1 With the consent of the Members, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.8.2 Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- 21.8.3 In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 21.9 **Minutes:** Minutes must be kept by the Secretary of all General Meetings.
22. **Motions**
- 22.1 The Executive Council may put forward motions for the Society to vote on ('Executive Council Motions'), which shall be notified to Members with the notice of the General Meeting.
- 22.2 Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 21 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
23. **Voting**
- 23.1 On any given motion at a General Meeting, the Chair must act in good faith to determine whether to vote by:

23.1.1 voices (acclamation);

23.1.2 show of hands; or

23.1.3 poll

However, if any Member demands a poll before a vote or by voices or show hands has begun, voting must be by poll. If a poll is held, the chair will have a casting vote.

23.2 A Voting Member may exercise their right to vote by being present, or otherwise participating, or proxy.

23.3 A proxy must be another Voting Member. A proxy must be appointed by an instrument in writing signed by or, in the case of an electronic notice, sent by the Voting Member. The notice must be in the form prescribed in Schedule 1.

23.4 A proxy is only effective in relation to a Society Meeting if a copy of the instrument appointing the proxy is provided to the Executive Council at least 48 hours before the start of the meeting.

23.5 For the purposes of rule 23.1, the instrument appointing a proxy to vote at a General Meeting confers authority to demand or join in demanding a poll and a demand by a person as proxy for a Voting Member has the same effect as a demand by the Voting Member.

GOVERNANCE

24. Executive Council

24.1 The Society shall have an Executive Council consisting of at least five Executive Council Members who are:

24.1.1 Members; and

24.1.2 natural persons; and

24.1.3 not disqualified by these Rules or the Act.

24.2 The Executive Council will comprise a maximum of six members, including:

24.2.1 National President;

24.2.2 National Past-President;

24.2.3 National Vice President;

24.2.4 Two Members of the Society elected in accordance with rule 29; and

24.2.5 if considered desirable by the Executive Council, an independent member co-opted by the Executive Council.

25. President and Vice President

- 25.1 The Members must decide by majority vote at a Society Meeting who is elected to the positions of President and Vice President.
- 25.2 The President and Vice President are elected for a term of 2 years commencing on the day they are elected, or such other period decided by the majority vote of the Members. Members are elected to the positions of President and Vice President must retire from those positions at the end of their term but are eligible to be re-elected for 1 subsequent term.
- 25.3 If the position of President or Vice President is vacated during their term, the Executive Council may call a Special General Meeting at which nominations will be considered and voted on, taking into consideration the timing of the next Annual General Meeting.

26. Past President

- 26.1 The Past President will be an Executive Council Member unless otherwise decided by the majority vote of the Members at a Society Meeting.
- 26.2 If the Past President is not appointed as an Executive Council Member, an additional Member may be elected in accordance with rule 29, in addition to those elected under rule 24.2.4.

27. Executive Representative Committee

- 27.1 Each Branch Committee must appoint its elected Branch Chairperson or other elected Branch Officer to the Executive Representative Committee as a representative of that Branch. Branch Committee members are subject to the same qualification requirements as set out for Executive Council Members in rule 28.
- 27.2 Elected Branch Chairpersons or other elected Branch Officers appointed to the Executive Representative Committee under rule 27.1 are appointed to the Executive Representative Committee for a term of 2 years, or such other period decided by the appointing Branch Committee, such term commencing on the date of the relevant Society Meeting.
- 27.3 If an appointed Executive Representative Committee Member ceases to be an Executive Representative Committee Member during their term, the relevant Branch Committee must appoint another of its elected Branch Officers to the Executive Representative Committee.
- 27.4 The Executive Representative Committee will operate according to the provisions of an Executive Representative Committee Charter, which may be amended from time to time by the Executive Council for the purpose of aiding the operation and administration of the Executive Representative Committee.

28. Qualifications

- 28.1 Prior to election or appointment, every Executive Council Member must consent in writing to be an Executive Council Member and certify in writing that they are not disqualified from being appointed or holding office as a Executive Council Member by these Rules or the Act.
- 28.2 The following persons are disqualified from being appointed or holding office as an Executive Council Member:

- 28.2.1 a person who is under 16 years of age,
- 28.2.2 a person who is an undischarged bankrupt,
- 28.2.3 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,
- 28.2.4 a person who is disqualified from being a member of the Board of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- 28.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
- 28.2.6 an offence under subpart 6 of Part 4,
- a. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - b. an offence under section 143B of the Tax Administration Act 1994,
 - c. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - d. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- 28.2.7 a person subject to:
- e. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - f. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - g. 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.

29. Election or appointment

29.1 The election of Executive Council Members shall be conducted as follows

- 29.1.1 Executive Council Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Executive Council Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Executive Representative Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Executive Council Member by these Rules or the Act).
- 29.1.2 A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as an Executive Council Member by these Rules or the Act, shall be received by the Secretary at least 21 Clear Days before the date of the Annual General Meeting.

- 29.1.3 A candidate's written nomination must be endorsed by the Executive Representative Committee prior to election at an Annual General Meeting.
- 29.1.4 Executive Council Members must be appointed by a majority vote of those present at the Annual General Meeting.
- 29.1.5 Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive Council (excluding those in respect of whom the votes are tied).
- 29.1.6 Two Members (who are not nominees) or non-Members appointed by the Chair/President shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 29.1.7 The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- 29.1.8 In the event of any vote being tied, the tie shall be resolved by the incoming Executive Council (excluding those in respect of whom the votes are tied).
- 29.1.9 Executive Council Members and the President are elected for a term of 2 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Executive Council Member's term of office.
- 29.1.10 No Executive Council Member shall serve more than three consecutive terms.
- 29.1.11 No Chair/President shall serve for more than four consecutive years as a Chair/President.

30. Functions and Powers

- 30.1 From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Executive Council, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.
- 30.2 The Executive Council has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society. The Executive Council's powers are restricted only to the extent:
 - 30.2.1 provided by this Constitution;
 - 30.2.2 provided by resolution of the Society; or
 - 30.2.3 required by law.
- 30.3 All decisions of the Executive Council must be by majority vote of the Executive Council Members present.
 - 30.3.1 Decisions of the Executive Council are binding on the Society, except to the extent the Executive Council's power is restricted in accordance with rule 30.2.

30.3.2 The Executive Council may enter into contracts on behalf of the Society or delegate such power to an Executive Council Member, sub-committee, employee, or other person.

31. **Executive Council Meetings**

31.1 **Calling:** The Executive Council will meet at such times and places and in such manner as it may determine, and otherwise where and as convened by;

31.1.1 the President; or

31.1.2 the Secretary; or

31.1.3 at least 3 Executive Council Members.

31.2 **Procedure:** Subject to this Constitution, the Executive Council may meet, adjourn, and otherwise regulate its meetings as it thinks fit.

31.3 **Business:** The business of every Executive Council Meeting must include:

31.3.1 receiving and approving the minutes of the previous Executive Council Meeting

31.3.2 renewing the interests register and disclosure of interests;

31.3.3 motions to be considered; and

31.3.4 general business.

31.4 **Notice:** The Secretary must give every Executive Council Member at least 3 Working Days' notice of an Executive Council Meeting. For any Executive Council Meeting, the notice must include:

31.4.1 the time and place of the Executive Council Meeting;

31.4.2 the minutes of the previous Executive Council Meeting;

31.4.3 a copy of the Register of Interests;

31.4.4 notice of any motions received; and

31.4.5 specification of business intended to be conducted and intended areas of discussion.

31.5 **Quorum:** A quorum for an Executive Council Meeting is at least two-thirds of the number of Executive Council Members.

31.6 **Chairperson:** All Executive Council Meetings must be chaired by any of the President, Vice President, or Past President. The President is the chair by default. If the President is absent, the Vice President must chair the meeting. If the President and Vice President are both absent, the Past President must chair the meeting. The person chairing a Executive Council Meeting has a casting vote.

- 31.7 **Form:** An Executive Council Meeting can be held by quorum of the Executive Council Members:
- 31.7.1 meeting together at the appointed time and place;
 - 31.7.2 participating in the meeting by means of audio, audio and visual, or electronic communication; or
 - 31.7.3 by a combination of both methods described in sub-rules 31.7.1 and 31.7.2.
- 31.8 **Voting:** An Executive Council Member present at or otherwise participating in an Executive Council Meeting may vote at that Executive Council Meeting. Co-opted Executive Council Members do not have the right to vote at an Executive Council Meeting.
- 31.9 **Electronic voting:** An Executive Council Member not present at an Executive Council Meeting may cast an electronic vote at that meeting by sending a notice of the manner in which the Executive Council Member's vote is to be cast to the Executive Director at least 24 hours before the start of the meeting. An electronic vote must be cast using electronic means permitted by the Executive Council.
- 31.10 **Adjournment:** The person chairing an Executive Council Meeting may, with the consent of the other Executive Council Members present, adjourn the Executive Council Meeting to another time and place if necessary.
- 31.11 **Resolution in lieu of Executive Council meeting:** The Executive Council may decide by resolution in lieu of an Executive Council Meeting signed by at least two-thirds of the Executive Council Members. Any resolution passed in lieu of an Executive Council Meeting is only valid as if it had been passed at an Executive Council Meeting if a copy of the resolution is provided to every Executive Council Member. A copy of any such resolution must be entered in the minute book of Executive Council Meetings.
- 31.12 **Resolution in lieu of general meeting:**
- 31.12.1 Resolutions requiring the approval of Members at a general meeting may instead be passed by way of resolution in lieu, provided:
 - a. The proposed resolution is sent to every Member of the Society at an address held for them on the Membership Register; and
 - b. At least 75% of the Members entitled to vote on the resolution vote in support of it within three months of the date on which the resolution was first sent to Members.
 - 31.12.2 A vote on a resolution in lieu may be cast by either signing the resolution or otherwise giving approval in written or electronic form (such as via email or by completing an online form created for the purposes of collecting votes on the resolution).
 - 31.12.3 The accidental omission of one or more Members when distributing the resolution in lieu shall not invalidate a resolution passed under rule 31.12.1.

- 31.13 **Minutes:** The Executive Council must ensure that the minutes of an Executive Council Meeting are recorded and incorporated in a minute book. The Executive Director must forward a copy of the minutes to all Executive Council Members as soon as practicable after an Executive Council Meeting.

32. **Removal**

- 32.1 Where a complaint is made about the actions or inaction of an Executive Council Member (and not in the Executive Council Member's capacity as a Member of the Society) the following steps shall be taken:

32.1.1 The Executive Council Member who is the subject of the complaint must be advised of all the details of the complaint.

32.1.2 The Executive Council Member who is the subject of the complaint, must be given adequate time to prepare a response.

32.1.3 The complainant and the Executive Council Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Executive Council (excluding the Executive Council Member who is the subject of the complaint) if it considers that an oral hearing is required,.

32.1.4 Any oral hearing shall be held by the Executive Council (excluding the Executive Council Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive Council (excluding the Executive Council Member who is the subject of the complaint).

- 32.2 If the complaint is upheld the Executive Council Member may be removed from the Executive Council by a resolution of the Executive Council or of a General Meeting, in either case passed by a simple majority of those present and voting.

33. **Cessation of Executive Council Membership**

- 33.1 An elected Executive Council Member shall be deemed to have ceased to be an Executive Council Member if:

33.1.1 that person ceases to be a Member;

33.1.2 that person becomes disqualified to act as an Officer under r 29.2 or the Act; or

33.1.3 that person's term expires.

- 33.2 Each Executive Council Member shall within 21 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Executive Council Member.

34. **Branches**

- 34.1 The Executive Council may establish and disestablish Branches of the Society. The purpose of each Branch is to further the Society's Purposes by:

- 34.1.1 appointing a Branch Member to represent the Branch on the Executive Representative Committee, in accordance with rule 27 of these Rules;
- 34.1.2 organising and providing educational and social activities for the benefit of Branch Members;
- 34.1.3 providing advice to the Executive Council about matters of concern to Branch Members.
- 34.2 The Executive Council must define the geographical boundaries of each Branch. A Member residing within the geographical boundaries of a Branch is a Branch Member of that Branch.
- 34.3 Each Branch must have a Branch Committee consisting of:
 - 34.3.1 the Branch Chairperson;
 - 34.3.2 the Branch Vice Chairperson; and
 - 34.3.3 any other Branch Member elected to the Branch Committee.
- 34.4 The Branch Chairperson and Branch Vice Chairperson are elected by Branch Members for a term of 1 year and are eligible for re-election for subsequent terms.
- 34.5 The Executive Council may from time-to-time issue by-laws setting out rules for Branches.
- 34.6 A Branch Committee will meet at such times and places and in such manner as it may determine, and otherwise where and as convened by the Branch Chairperson. The Branch Committee structures and procedures (including, but not limited to its procedures as to appointment, election and rotation), must be consistent with the Rules of this Constitution and any by-laws issued by the Executive Council, in recognition of the fact that Branch office holders and committee members will be deemed Officers of the Society.
- 34.7 The Executive Council may intervene in the affairs of a Branch when and in whatever manner it considers appropriate and otherwise upon request by a Branch.
- 34.8 The Branch Chairperson will invite the Chair/President or Deputy Chair/Vice-President to be present any Branch meeting which may have a potential effect on the operation of the rules of the Constitution.
- 34.9 A Branch is part of the Society and has no legal personality separate from the Society. A Branch must not be incorporated in its own right. A Branch must not hold monies or other assets.
- 34.10 A Branch has no authority to bind the Society, except as the Executive Council may give such authority to a Branch from time to time.

35. Officers' Duties Mandatory

- 35.1 At all times each Executive Council Member:
 - 35.1.1 shall act in good faith and in what he or she believes to be the best interests of the Society,

- 35.1.2 must exercise all powers for a proper purpose,
- 35.1.3 must not act, or agree to the Society acting, in a manner that contravenes the Statute or this Constitution,
- 35.1.4 when exercising powers or performing duties as an Executive Council Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances considering, but without limitation, the nature of the Society, the nature of the decision, and the position of the Executive Council Member and the nature of the responsibilities undertaken by him or her,
- 35.1.5 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
- 35.1.6 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.
- 35.1.7 This Constitution authorises the Society, as provided for by section 98 of the Incorporated Societies Act 2022, to indemnify an officer under section 96, or effect insurance for an officer under section 97, for the matters specified in subsection (2) of section 98 of that Act.

36. **Sub-committees**

- 36.1 The Executive Council may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive Council:
 - 36.1.1 the quorum of every sub-committee is half the members of the sub-committee,
 - 36.1.2 no sub-committee shall have power to co-opt additional members,
 - 36.1.3 a sub-committee must not commit the Society to any financial expenditure without express authority, and
 - 36.1.4 a sub-committee must not further delegate any of its powers.

37. **General Issues**

- 37.1 The Executive Council and any sub-committee may act by resolution approved in the course of a telephone conference call 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 Council meeting.
- 37.2 Other than as prescribed by the Act or these Rules, the Executive Council or any sub-committee may regulate its proceedings as it thinks fit.

37.3 Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Executive Council on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

38. Conflicts of Interest

38.1 A member of the Executive Council and/or of a sub-committee is interested in a matter if the member of the Executive Council and/or sub-committee:

38.1.1 may obtain a financial benefit from the matter; or

38.1.2 is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or

38.1.3 may have a financial interest in a person to whom the matter relates; or

38.1.4 is a partner, director, member of the Committee and/or sub-committee, Executive Council member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the Executive Council and/or sub-committee is not interested in a matter—

38.1.5 merely because the member of the Executive Council and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

38.1.6 if the member of the Executive Council's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or

38.1.7 if the member of the Executive Council's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Executive Council in carrying out the member of the Executive Council's and/or sub-committee's responsibilities under the Act or the Rules; or

38.1.8 if the member of the Executive Council and/or sub-committee is a member of the committee of a union and the member of the Executive Council's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

38.2 A member of the Executive Council and/or sub-committee who is interested in a matter relating to 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)—

38.2.1 to the Executive Council and/or sub-committee; and

38.2.2 in an interests register kept by the Executive Council.

- 38.3 Disclosure must be made as soon as practicable after the member of the Executive Council and/or sub-committee becomes aware that they are interested in the matter.
- 38.4 A member of the Executive Council and/or sub-committee who is interested in a matter—
- 38.4.1 must not vote or take part in the decision of the Executive Council and/or sub-committee relating to the matter; and
 - 38.4.2 must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - 38.4.3 may take part in any discussion of the Executive Council and/or sub-committee relating to the matter and be present at the time of the decision of the Executive Council and/or sub-committee (unless the Executive Council and/or sub-committee decides otherwise).
- 38.5 However a member of the Executive Council and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 38.6 Where 50 per cent or more of Executive Council Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Executive Council Members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Executive Council shall consider and determine the matter.

RECORDS

39. Register of Interests

- 39.1 The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Officers Members containing each Officer's:
- 39.1.1 name;
 - 39.1.2 position within the Society; and
 - 39.1.3 interest in a matter.
- 39.2 Rule 39.1 shall also apply to Branch Secretaries maintaining a register of the interests disclosed by Branch Officers.

40. Access to Other Information

- 40.1 A Member may at any time make a written request to a society for information held by the society.

- 40.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 40.3 The Society must, within a reasonable time after receiving a request:
 - 40.3.1 provide the information, or
 - 40.3.2 agree to provide the information within a specified period, or
 - 40.3.3 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
 - 40.3.4 refuse to provide the information, specifying the reasons for the refusal.
- 40.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - 40.4.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - 40.4.2 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
 - 40.4.3 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
 - 40.4.4 withholding the information is necessary to maintain legal professional privilege, or
 - 40.4.5 the disclosure of the information would, or would be likely to, breach an enactment, or
 - 40.4.6 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
 - 40.4.7 the request for the information is frivolous or vexatious.
- 40.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society—
 - 40.5.1 that the Member will pay the charge; or
 - 40.5.2 that the Member considers the charge to be unreasonable.
- 40.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020.

FINANCES

41. Use of Monies and Other Assets

41.1 The monies and other assets of the Society must be used:

41.1.1 in a manner that is consistent with the purposes of the Society; and

41.1.2 as decided by;

a. the Executive Council; or

b. resolution passed at a Society Meeting.

41.2 The monies and other assets of the Society must not be used for personal or individual benefit of any Member, except in the circumstances described in section 22(3) of the Act.

41.3 Every use of monies and other assets must be approved by 2 Executive Council Members or Employees of the Society, being Executive Council Members or Employees authorised to do so by the Executive Council.

41.4 A liability in excess of the monies and other assets of the Society may only be undertaken by the Society in accordance with a resolution passed by a two-thirds majority at an Society Meeting.

42. Accounting Records

43. The Executive Council must ensure there are kept at all times accounting records that:

43.1.1 correctly record the transactions of the Society;

43.1.2 allow the Society to produce financial statements that comply with the requirements of the Act; and

43.1.3 enable the financial statements to be readily and properly audited.

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

43.3 Rule 43.2 also applies to Branches, to enable the Executive Council to obtain assurance that Branches are meeting their financial and reporting obligations to the Society., as defined by the Executive Council.

44. Control and Management

44.1 The funds and property of the Society shall be:

44.1.1 controlled, invested and disposed of by the Executive Council, subject to these Rules, and

44.1.2 devoted solely to the promotion of the purposes of the Society.

45. Balance date

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

DISPUTE RESOLUTION

46. Raising Complaints and Grievances

46.1 A Member or an Officer may make a complaint by giving to the Executive Council a notice in writing that;

46.1.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

46.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and

46.1.3 sets out any other information reasonably required by the Society

46.2 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:

46.2.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

46.2.2 sets out the allegation to which the dispute relates.

46.3 The information given under rule 46.1.2 or 46.2.2 must be enough that the person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

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

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

47. Complainant Has the Right to be Heard

47.1 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.

47.2 If the Society makes a complaint –

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

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

- 47.3 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 –
- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the Member's, Officer's or Society's written statement or submissions (if any) are considered by the decision maker.

48. Person Who is Subject of Complaint has Right to be Heard

- 48.1 This clause applies if a complaint involves an allegation that a Member, Officer, or the Society (the respondent) –
- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
 - c. has damaged the rights or interests of a Member or the rights and interests of Members generally.
- 48.2 The respondent has a right to be heard before the complaint is resolved or any outcome determined.
- 48.3 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 48.4 Without limiting the manner in which a respondent may be given the right to be heard, a respondent must be taken to have been given the right if:
- 48.4.1 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;
 - 48.4.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - 48.4.3 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - 48.4.4 an oral hearing (if any) is held before the decision maker; and
 - 48.4.5 the respondent's written statement or submissions (if any) are considered by the decision maker.

49. **Investigating Disputes**

49.1 This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as “disputes.”

49.2 These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

49.3 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.

49.4 Rather than investigate and deal with any grievance or complaint, the Executive Council may:

- a. appoint a sub-committee to deal with the same, or
- b. refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

49.5 The Executive Council or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

49.6 The decision-maker shall consider whether to investigate and deal with the grievance or complaint and may decide not to proceed further with the complaint if:

49.6.1 the complaint is trivial; or

49.6.2 the complaint does not appear to disclose or involve any allegation of the following kind:

- a. that a Member or an Officer has engaged in material misconduct;
- b. that a Member, or an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society’s Constitution or bylaws or this Act;
- c. that a Member’s rights or interests of Members’ rights or interests generally have been materially damaged;

49.6.3 the complainant appears to be without foundation or there is no apparent evidence to support it; or

49.6.4 the person who makes the complaint has insufficient interest in the matter or otherwise lacks standing to raise it; or

49.6.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or

- 49.6.6 there has been an undue delay in making the complaint.
- 49.7 Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- a. The complainant and the Member, or the Society, which is the subject of the grievance, must be advised of all details of the grievance:
 - b. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response:
 - c. The complainant and the Member, or the Society which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required:
 - d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker:
 - e. the decision maker must act in accordance with the principles of natural justice and the Privacy Act 1993.
- 49.8 A Member may not decide on, or participate as a decision-maker in regard to a grievance or complaint, if two or more Executive Council Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view.
- 49.9 Such a decision must consider the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.
- 49.10 The Executive Council or sub-committee that decides to submit a complaint or grievance to arbitration or refer a complaint or grievance to an external person must:
- a. immediately inform each complainant and respondent; and
 - b. cooperate fully with the arbitrator or external person and any investigation, determination, or other action taken by the arbitrator or external person.
- 49.11 The Executive Council may initiate an investigation or referral of its own accord and without a complaint or grievance.
- 49.12 The Executive Council or sub-committee that investigates a complaint or grievance may regulate its own procedures, subject to rule 49.7.

50. Resolving Disputes

- 50.1 The decision-maker may:

50.1.1 dismiss a grievance or complaint; or

50.1.2 uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply);

50.1.3 uphold a complaint and:

- a. reprimand or admonish the Member; and/or
- b. suspend the Member from membership for a specified period, or terminate the Member's membership; and/or
- c. order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.

51. Winding Up

51.1 The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

51.2 The Secretary shall give Notice to all Members of the proposed motion to wind up the Society, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Executive Council in respect to such notice of motion.

51.3 Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

52. Surplus Assets

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

52.2 On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in another not-for-profit entity within the joinery industry.

52.3 However, on winding up by resolution under this rule, the Society may approve a different distribution to a not-for-profit entity so long as the Society complies with these Rules in all other respects.

53. Amending this Constitution

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

53.2 Any proposed motion to amend or replace these Rules shall be signed by at least two-thirds of eligible Members and given in writing to the Secretary at least 21 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

53.3 At least 14 Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

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

54. **Common Seal**

54.1 The common seal of the Society must be kept in the custody of the Secretary.

54.2 The common seal may be affixed to any document:

54.2.1 by resolution of the Executive Council, and must be countersigned by two Executive Council Members or by one Executive Council Member and the Secretary.

54.2.2 by such other means as the Executive Council may resolve from time to time.

55. **Bylaws**

55.1 The Executive Council 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 the Act, regulations made under the Act, or these Rules.

SCHEDULE 1

PROXY FORM

1. An instrument appointing a proxy may be in the following form or as near thereto as circumstances permit:

New Zealand Joinery Manufacturers Federation Incorporated

I, _____
(Name/s)

of _____
(Address)

being a member of the ***Joinery Manufacturers Federation Incorporated (Society)***

appoint _____
(Name)

of _____
(Address)

who is also a member of the Society, as my proxy at the Society Meeting to be held

on the _____ day of _____ 20____

and at any adjournment thereof, or at any Society Meeting that may be held within _____
months of the date of this instrument.

I direct my proxy to vote as follows:

[Vote by indicating "✓"]

Motions	For	Against
1.
2.
3.

Unless otherwise instructed above, the proxy will vote as such proxy thinks fit.

Signed this _____ day of _____ 20____

Member

SCHEDULE 2

REGISTER OF INTERESTS

Mandatory

Name of officer	Date identified	Details of possible conflict	Date and method of notification	Action taken	Follow up required?	Date resolved
<i>[name]</i>	<i>[date]</i>	<i>[details]</i>	<i>[date and method]</i>	<i>[action]</i>	<i>[y/n] [follow up action]</i>	<i>[date]</i>

Optional

Name	<i>[name of Officer]</i>
Position within Society or Branch	<i>[position of Officer]</i>
Date	<i>[date of entry]</i>
Employment	<i>[details of all the Officer's employment and employees in the last 12 months]</i>
Business	<i>[details of all businesses of which the Officer is a partner or sole proprietor]</i>
Company Directorships	<i>[details of all companies of which the Officer is a director]</i>
Trusteeships	<i>[details of all charities of which the Officer is a trustee]</i>
Memberships	<i>[details of all organisations of which the Officer is a member and occupies a position of general control or management]</i>
Interests of immediate family:	<i>[details of employment and business interests, company directorships, trusteeships, and memberships of immediate family (including spouse/partner, siblings, children, and parents)]</i>