

CONSTITUTION OF THE WELLINGTON MULTIPLE SCLEROSIS SOCIETY INCORPORATED

(Approved by members at a Special General Meeting held on
13 December 2025)

Name

The name of the Society is The Wellington Multiple Sclerosis Society Incorporated (in this Constitution referred to as the '**Society**').

Charitable status

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

Definitions

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

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

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

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

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

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

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

'**Multiple Sclerosis**' and '**MS**' mean multiple sclerosis and allied neurological diseases.

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

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

‘Register of Interests’ means the register of interests of **Officers** kept under this **Constitution** and as required by s 73 of the **Act**.

‘Register of Members’ means the register of **Members** kept under this **Constitution**.

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

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

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

‘Wellington Region’ means the wider Wellington region to south of the Ōtaki river, Hutt Valley and Wairarapa.

Purpose

The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely benefiting the community by working to meet the needs of people with multiple sclerosis, their whānau, and/or carers and supporters in the Wellington Region through support, information, educational resources and advocacy.

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

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.

Any payments made to a Member or associated person must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

Vision and Mission statement

The Society’s vision is: “People with MS and their whānau living well with MS”.

The Society’s mission statement is: To empower people with MS and their whānau to live their best lives.

This Constitution shall be interpreted having regard to this vision and mission statement.

Act and Regulations

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

Registered Office

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

Changes to the Registered Office shall be notified to the Registrar of Incorporated Societies and to Charities Services:

- (a) at least five Working Days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the Act.

Contact Person

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

The Society's contact person(s) must be:

- (a) at least 18 years of age; and
- (b) ordinarily resident in New Zealand.

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

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

- (a) a physical address or an email address; and
- (b) a telephone number.

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

Power to borrow money

The Society has the power to borrow money.

Other powers

In addition to its statutory powers, the Society:

- (a) 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
- (b) may invest in any investment in which a trustee may lawfully invest.

Membership

Minimum number of Members

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

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

An applicant for membership must complete and sign an application form.

The Society may accept or decline an application for membership at its sole discretion. The Society must advise the applicant of its decision.

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

Types of Members

Any person and any company or body corporate interested in the objects of the Society may become a Member of the Society.

The Society may from time to time as it sees appropriate appoint Life Members and Honorary Members.

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 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 any subscriptions or levies that might be payable by other Members.

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 majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

Members' obligations and rights

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

All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

Any Member that is a body corporate shall provide the Committee, in writing, 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.

The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

Ceasing to be a Member

A Member ceases to be a Member:

- (a) on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership); or
- (b) by resignation by written notice (which can be an email) by the Member to the Society; or
- (c) on termination of a Member's membership following a dispute resolution process under this Constitution; or
- (d) by resolution of the Committee where in the opinion of the Committee the Member has brought the Society into disrepute.

With effect from:

- (a) the death of the Member; or
- (b) the date of receipt of the Member's notice of resignation by the Society, (or any subsequent date stated in the notice of resignation); or
- (c) the date of termination of membership under this Constitution; or
- (d) the date specified in a resolution of the Committee.

When a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

Procedure for all General Meetings

How General Meetings may be held

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

Notice

The Committee shall give Members at least 10 Working Days' notice of all General Meetings and of the business to be conducted at that General Meeting.

The usual manner of giving notice will be by email to Members. Notice may also be given by way of posting on the Society's website and social media sites.

A General Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

Chairperson

All General Meetings shall be chaired by the President. If the President is absent, another Officer shall chair the meeting.

Any person chairing a General Meeting may:

- (a) with the consent of Members present adjourn the General Meeting to another day, time and/or place;
- (b) 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
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

Quorum

The quorum at General Meetings shall consist of 10 Members or a third of the membership whichever is the lesser.

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

A quorum will take into account Members who are participating in a meeting virtually but not Members who are voting by proxy or by email.

Voting

The mode of voting at all meetings shall be on the voices or show of hands, or by poll if demanded by any Member entitled to vote.

On a poll, votes may be given either personally, by proxy, or by email.

Where a Member wishes to vote by proxy, a signed written proxy must be received by the Secretary (posted, delivered or emailed) before the commencement of the General Meeting or it will not be valid.

The written proxy shall be in the following or similar form:

I [member's name], being a Member of the Society, appoint [insert other member's name] as my proxy to vote for me on my behalf at a meeting of the Society to be held on [insert date of meeting].

Where a Member wishes to vote by email vote must be emailed to the Society before the commencement of the General Meeting or it will not be valid.

The Chairperson shall at all meetings have a casting vote.

Written resolutions in lieu of a General Meeting

The Society 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 75 percent of the Members who are entitled to vote on the resolution.

A written resolution may consist of one or more documents in similar form (including letters, email, or other similar means of communication) each proposed by or on behalf of one 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 email or other electronic means).

Motions

The Committee may put forward motions for the Society to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the General Meeting.

Any Member may request that a motion be voted on (**'Member's Motion'**) at a General Meeting, by giving notice to the Secretary or Committee at least four Working Days before that meeting. The Member may also provide information in support of the motion. If notice of a Member's Motion is given to the Secretary or Committee before written notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written notice of the General Meeting.

Minutes

The Society must keep minutes of all General Meetings.

Annual General Meetings

An Annual General Meeting of the Society (**'AGM'**) shall be held once a year, no later than the last day of June (and no later than 15 months after the previous AGM), at a location determined by the Committee. The rules relating to the procedure to be followed at General Meetings shall apply.

The business of an AGM shall be to:

- (a) confirm the minutes of the previous AGM;
- (b) present the President's report;
- (c) present the Operations report;
- (d) adopt the Treasurer's report on the finances of the Society, and the annual financial statements;
- (e) elect the Committee;
- (f) appoint a chartered accountant;

- (g) consider any Committee Motions or Member Motions; and
- (h) consider any general business.

The Committee must, at each AGM, present:

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

Special General Meetings

Special General Meetings may be called at any time by the Committee by resolution. The Committee must also call a Special General Meeting if it receives a written request signed by at least five Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

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 Committee's resolution or the written request by Members for the meeting, except with the unanimous consent of all Members present.

Committee

Composition of the Committee

The Committee shall consist of at least five Officers.

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

- (a) Members of the Society; or
- (b) representatives of bodies corporate that are Members of the Society.

Functions of the Committee

Subject to the direction of the Society at General Meetings, policies of the Society shall be determined by, and the operation and affairs of the Society shall be managed by, or under the direction or supervision of the Committee, in accordance with the Act, any Regulations made under the Act, and this Constitution.

Powers of the Committee

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

Committee meetings

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

The quorum for Committee meetings shall consist of at least half the number of Officers on the Committee.

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

Subcommittees

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

- (a) the quorum of every subcommittee is half the Members of the subcommittee;
- (b) no subcommittee shall have power to co-opt additional Members;
- (c) a subcommittee must not commit the Society to any financial expenditure without express authority; and
- (d) a subcommittee must not further delegate any of its powers.

General matters: Committee and subcommittees

The Committee and any subcommittee may act by resolution approved over email or by online voting system, and any such resolution shall be recorded in the minutes of the next Committee meeting.

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

Officers

Qualifications of Officers

Every Officer must be a natural person who:

- (a) has consented in writing to be an Officer of the Society; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Officers must not be disqualified under s 47(3) of the Act or s 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Society.

Prior to election or appointment as an Officer a person must:

- (a) consent in writing to be an Officer; and

- (b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

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

Election and appointment of Officers

The election of Officers shall be conducted as follows:

- (a) Officers shall be elected during AGMs. However, if a vacancy in the position of any Officer occurs between AGMs, that vacancy shall be filled by resolution of the 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 Officer – as described in the 'Qualifications of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
- (b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a Member of the Society) with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualifications of Officers' rule above), shall be received by the Secretary at least four Working Days before the date of the AGM.
- (c) If there are insufficient valid nominations received, further nominations may be received from the floor at the AGM.

Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).

Term

The term of office for all Officers elected to the Committee shall be one year, expiring at the end of the AGM at which they were elected. If an Officer has been appointed to the Committee by resolution of the Committee between AGMs, that Officer's term of office expires at the end of the first AGM after their appointment.

A person retiring from office as President may be invited by the Committee to hold office as Immediate Past President for the following year. Regardless of whether that person takes office as Immediate Past President, they may stand for election as an Officer that year.

Officers' Duties

At all times each Officer:

- (a) shall act in good faith and in what they believe to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by him or her,
- (e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- (f) must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

Removal of Officers

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

- (a) the Officer elected to the Committee has been absent from three committee meetings without leave of absence from the Committee;
- (b) the Officer has brought the Society into disrepute;
- (c) the Officer has failed to disclose a conflict of interest; or
- (d) the Committee passes a vote of no confidence in the Officer.

Their removal shall have effect from the date specified in a resolution of the Committee or Society.

Conflicts of interest

Definitions

'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.

'Interested'

An Officer or member of a subcommittee is Interested in a Matter for any of the reasons set out in s 62 of the Act, namely that they:

- (a) may obtain a financial benefit from the Matter;

- (b) are 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;
- (c) may have a financial interest in a person to whom the Matter relates; or
- (d) are a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.

However, an Officer or a member of subcommittee is not Interested in a Matter:

- (a) merely because they receive an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;
- (b) if their 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
- (c) if their interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in carrying out their responsibilities under the Act or this Constitution.

Duty to disclose interest

An Officer or member of a 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):

- (a) to the Committee and/or sub-committee; and
- (b) in an interests register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of the subcommittee becomes aware that they are Interested in the Matter.

Consequences of being interested in a Matter

An Officer or member of a sub-committee who is Interested in a Matter must not:

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

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

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

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

Records

Register of Members

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

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

- (a) their name;
- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'unknown'); and
- (c) Their contact details, including:
 - (i) a physical address or an email address; and
 - (ii) a telephone number.

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

The Society must update its Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register.

Register of interests

The Secretary shall at all times maintain an up-to-date register of the interests disclosed by officers and by members of any sub-committee.

Access to information for Members

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

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

The Society must, within a reasonable time after receiving a request:

- (a) provide the information; or
- (b) agree to provide the information within a specified period; or

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

Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;
- (d) the information is not relevant to the operation or affairs of the Society;
- (e) withholding the information is necessary to maintain legal professional privilege;
- (f) the disclosure of the information would, or would be likely to, breach an enactment;
- (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- (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.

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 that:

- (a) the Member will pay the charge; or
- (b) the Member considers the charge to be unreasonable.

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

Finances

Control and management

The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution; and

- (b) devoted solely to the promotion of the purposes of the Society.

Balance date

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

Dispute resolution

Meanings of dispute and complaint

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

The disagreement or conflict may be between:

- (a) two or more Members;
- (b) one or more Members and the Society;
- (c) one or more Members and 1 or more Officers;
- (d) two or more Officers;
- (e) one or more Officers and the Society; or
- (f) one or more Members or Officers and the Society.

The disagreement or conflict relates to an allegation or allegations that that:

- (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 Society's Constitution or the Act;
- (c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or the Act;
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

How a complaint is made

A Member or an Officer may make a complaint by giving to the Committee (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 Society's Constitution;
- (b) sets out the allegation or allegations 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 Society.

The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- (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.

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

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

Person who makes complaint has right to be heard

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.

If the Society makes a complaint:

- (a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Society.

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);
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the '**Respondent**')

- (a) has engaged in misconduct;
- (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 or interests of Members generally.

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

If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.

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 them, with sufficient details and time given to enable them to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (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

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.

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

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:

- (a) the complaint is considered to be trivial;
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act; or
 - (iii) 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;
- (d) the person who makes the complaint has an insignificant interest in the matter;
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

Society may refer complaint

The Society may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report;
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
- (c) with the consent of all parties to a complaint, to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

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

Liquidation and removal from the Register of Incorporated Societies

Resolving to put Society into liquidation

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

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

The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by s 228(4) of the Act.

Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present or voting by proxy or email.

Resolving to apply for removal from the Register of Incorporated Societies

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

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

The Committee shall also give written notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by s 228(4) of the Act.

Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present or voting by proxy or email.

Disposal of Surplus Assets

If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in s 5(1) of the Charities Act 2005.

Alterations to the Constitution

All amendments must be made in accordance with this Constitution.

Any minor or technical amendments shall be notified to Members as outlined in s 31 of the Act.

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

Amendments may be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.

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

When amendments are approved they 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.

Amendments shall also be notified to Charities Services as required by s 40 of the Charities Act 2005.