

Constitution of the Advertising & Illustrative Photographers Association Inc (AIPA)

INTRODUCTION _____	1
PURPOSES _____	2
MEMBERS _____	4
GENERAL MEETINGS _____	8
MANAGEMENT OF AIPA _____	11
OFFICERS _____	15
RECORDS _____	17
FINANCES _____	19
DISPUTE RESOLUTION _____	22
DEFINITIONS _____	25

1 INTRODUCTION

1.1 Name, Act and Regulations, Registered Office, Contact

- 1.1.1 The society's name is Advertising & Illustrative Photographers Association Inc, and it may also be referred to as 'AIPA' and in this Constitution as the 'Society'.
- 1.1.2 This Constitution describes the AIPA's authority and powers, in addition to and not in substitution for, all other powers conferred by law.
- 1.1.3 The registered office of AIPA shall be at such place in New Zealand as the Committee determines and registered with the Registrar of Incorporated Societies.
- 1.1.4 The Society must have between 1 and 3 contact people whom the Registrar can contact if needed. Each contact person must be at least 18 years old and live in New Zealand. Contact people can be chosen by the Committee or elected by Members at a General Meeting. The Society must give the Registrar the name and contact details of each contact person, including a physical or email address and a phone number. If a contact person's name or contact details change, the Society must tell the Registrar within 20 Working Days of the change or as soon as they know about it.

1.2 Purposes

1.2.1 Primary Purposes

The primary purposes of the Society are to:

- (a) Encourage the growth and advancement of the advertising and illustrative photography industry
- (b) Promote New Zealand's advertising and illustrative photography industry as a form of communication and art
- (c) Be the unified voice of the New Zealand commercial photography sector
- (d) Strive to elevate the quality and standards of advertising and illustrative photography
- (e) Support photographers who share the Society's values
- (f) Provide a platform for collaboration and discussion on common issues affecting commercial photographers
- (g) Recommend fair work practices and employment conditions for the industry
- (h) Engage with relevant individuals and organisations to address matters related to the advertising and illustrative photography industry and protect Members' interests
- (i) Encourage Members to uphold advertising standards and other relevant industry guidelines, fostering responsible and socially conscious practices in advertising and illustrative photography.

(the "**Primary Purposes**").

1.2.2 Other Purposes

In addition to the Primary Purposes, the Society also has the following purposes (to the extent that such purposes are incidental or conducive (directly or indirectly) to the attainment of the Primary Purposes):

- (a) To purchase, take upon lease, hire or otherwise acquire real and personal property, rights and privileges which the Society may think advantageous to support the activities of the Society, and to sell, manage, maintain, insure, convey, transfer, assign, grant easements, mortgage, give in exchange, lease, let hire or otherwise dispose of the same;
- (b) To purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or purposes are similar to those of the Society or with which the Society is authorised to amalgamate or generally for any purpose designed to assist the Society in achieving its purposes;

- (c) To raise and receive money by subscriptions, sponsorships, donations, fees, levies, entry or usage charges, government funding, loans, community funding or otherwise, to grant rights and privileges to subscribers, sponsors and promoters, and use all such monies for purposes which the Committee consider advantageous to the Society, subject to this Constitution;
- (d) To hire, employ and dismiss employees and to pay them or other persons in return for services rendered to the Society, salaries, wages, honoraria, fees or other remuneration;
- (e) To enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- (f) To invest the funds of the Society upon such securities and in such manner as is authorised by the Constitution;
- (g) To provide guarantees or other securities for any operation of any activity that is carried out by any third party to fulfil the purposes of the Society;
- (h) To enter into business either on its own account or in partnership to provide any of the Society's services to the public;
- (i) To establish, maintain, sponsor, assist and/or have an interest in corporate or other entities to carry on and conduct all or any part of the Society's affairs and to utilise, manage, maintain and/or own any of the assets of or held on behalf of the Society;
- (j) To publish newsletters, journals and general communicative material;
- (k) To establish a body of literature, data and other resources, including publishing the same, whether electronically or otherwise, in relation to the Society and photography;
- (l) To put on social and informative events for members and the public to assist in fulfilling the purposes of the Society;
- (m) To arrange insurance cover, including by way of public liability and indemnity insurance, for all risks associated with the Society's operation;
- (n) To maintain a secretariat if required to assist in the management of the Society;
- (o) To make, alter, rescind and enforce regulations to advance the attainment of the Primary Purposes or any of the other above purposes; and
- (p) Do any act or thing incidental or conducive to the attainment of the Primary Purposes or any of the other above purposes.

2 MEMBERS

2.1 Consent, Process, Member Types, Obligations, Fees, Rights

2.1.1 The classes and eligibility of Membership are as follows:

(a) **Full Membership**

- i **Eligibility:** Open to commercial photographers with at least 3 years of professional experience.
- ii **Application Process:** Applicants must submit a portfolio with images from commercial projects.
- iii **Fees:** The annual fee is set at a General Meeting.
- iv **Rights and Privileges:** Full Members have voting rights and access to all benefits and privileges.

(b) **Emerging Membership**

- i **Eligibility:** Open to individuals who have worked either full-time or part-time as professional commercial photographers for less than 3 years.
- ii **Duration and Transition:** Emerging Membership is available for a maximum of 3 years
- iii **Application Process:** Applicants must provide a portfolio of work with their application.
- iv **Expectations:** Emerging Members must join at least one subcommittee or help organise an AIPA event or activity during their membership.
- v **Fees:** The annual fee is 70% of the Full Membership fee. This discounted rate can only be granted once and applies to a continuous membership period of up to 3 years.
- vi **Rights and Privileges:** Emerging Members have the same rights and benefits as Full Members, including voting rights and access to Society benefits.

(c) **Assistant Membership**

- i **Eligibility:** Open to individuals who earn most of their income by assisting commercial photographers.
- ii **Duration and Transition:** Assistant Membership is limited to 4 years, provided assisting remains their primary source of income. Members may transition to other membership categories after this period.
- iii **Expectations:** Assistant Members must contribute to at least one AIPA event or activity during their Membership.
- iv **Fees:** The annual fee is 40% of the Full Membership fee.
- v **Rights and Privileges:** Assistant Members have voting rights but can only act as proxies for other Assistant Members. They are entitled to all other Society privileges.

(d) **Student Membership**

- i **Eligibility:** Open to photography students enrolled full-time at a recognised tertiary institution.
- ii **Duration and Transition:** Student Membership is limited to a maximum of 4 years
- iii **Fees:** The annual fee is 20% of the Full Membership fee.
- iv **Rights and Privileges:** Student Members can access available resources and attend meetings for learning purposes.

(e) **International Membership**

- i **Eligibility:** Open to individuals outside New Zealand who have worked as a professional commercial photographer for at least 3 years and will continue to do so.
- ii **Application Process:** Applicants must submit a portfolio with images from commercial assignments.
- iii **Fees:** The annual fee is 80% of the Full Membership fee.
- iv **Rights and Privileges:** International Members can access all Society benefits, but do not have voting rights or the ability to hold elected positions.

(f) **Educator Membership**

- i **Eligibility:** Available at the Committee's discretion to education professionals teaching subjects related to commercial photography.
- ii **Application Process:** Applicants must complete the official application form.
- iii **Fees:** The annual fee is 40% of the Full Membership fee.
- iv **Rights and Privileges:** Educator Members do not have voting rights but may receive benefits if their contributions align with the Society's goals and support its membership.

(g) **Affiliate Membership**

- i **Eligibility:** Available at the Committee's discretion to professionals in fields closely related to commercial photography, excluding professional photographers, assistants, and student photographers.
- ii **Application Process:** Applicants must complete the official application form.
- iii **Fees:** The annual fee is 70% of the Full Membership fee.
- iv **Rights and Privileges:** Affiliate Members do not have voting rights but may receive benefits if their contributions align with the Society's goals and support its membership.

(h) **Life 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 simple majority of those Members present and voting. A Life Member has all the rights and privileges of a Member and is subject to all the same duties as a Member except for paying subscriptions and levies.

(i) **Honorary 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 simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

- 2.1.2 **Application Process:** Membership applicants must provide written consent to become a member, complete any required application forms, supply relevant information (including portfolios of work), and/or attend interviews as reasonably requested.
- 2.1.3 **Approval of Applications:** The Committee can accept or decline membership applications in its absolute discretion. Applicants will be notified of the final decision.
- 2.1.4 **Commencement of Membership:** Membership begins upon the Committee's acceptance of the application.
- 2.1.5 **Membership Records:** The written consent of each Member will be retained in the Society's official membership records.
- 2.1.6 **Member Contact Details:** Members must provide their name, physical or email address, and phone number. Members are required to promptly notify the Society in writing if their contact details change.
- 2.1.7 **Member Conduct:** All Members must promote the interests and purposes of the Society and refrain from any actions that could bring the Society into disrepute.
- 2.1.8 **Membership Rights and Obligations:** A Member may exercise membership rights - including attending and voting at General Meetings, using the Society's property and facilities, and participating in activities - only if all subscriptions and fees are paid by their due dates. No Member or Life Member is personally liable for the Society's obligations solely by virtue of their membership.
- 2.1.9 **Access to Society Resources:** The Committee determines how Members may access or use the Society's property, facilities, equipment, or premises and participate in activities. The Committee may set conditions or fees for such access.

2.2 Subscriptions and fees

- 2.2.1 **Setting Fees:** The annual membership subscription, additional fees, and payment terms (including periodic instalments) will be determined by resolution at a General Meeting.
- 2.2.2 **Non-Payment:** If members fail to pay their annual subscription, fees, levies, or instalments within 21 Working Days of the due date, they will lose their membership rights until the overdue amount is paid. During this time, they cannot participate in Society activities or access its facilities, equipment, or property. If the overdue amount remains unpaid for 60 Working Days, the Committee may cancel their membership without notice.

2.3 Ceasing to be a member

2.3.1 Membership Ending:

A Member ceases to be a Member through:

- (a) **Resignation:** The Member resigns by giving written notice.
- (b) **Dispute Resolution:** Membership is terminated after a formal dispute resolution process in accordance with clause [8](#).
- (c) **Death or Dissolution:** The Member passes away, or their business (body corporate or partnership) is liquidated, deregistered, or dissolved.
- (d) **Committee Decision:** The Committee may decide to terminate membership if the Member:
 - i Damages the reputation of AIPA;
 - ii Acts against AIPA's purposes or disrupts its activities; or
 - iii Fails to pay fees, levies, or subscriptions within 60 days of the due date and hasn't made other arrangements to pay,

provided however, that if the alleged ground(s) for termination constitutes a Dispute, then the Committee shall ensure that the Dispute is investigated and determined in accordance with clause 8 of this Constitution.

2.3.2 Effective date of Membership Termination.

Membership ends on the date:

- (a) **A resignation notice is received**, or a later date is specified in the notice.
- (b) **Membership is terminated** through the dispute resolution process.
- (c) **Of death of a Member or liquidation, deregistration or dissolution** of a body corporate or partnership.
- (d) **Specified in a resolution** of the Committee's decision to terminate membership. The Committee must promptly notify the former Member in writing.

2.3.3 Obligations after membership ends.

When Membership ends, they must:

- (a) **Pay Outstanding Fees:** Settle any unpaid subscriptions or fees up to the end of their subscription period.
- (b) **Stop Representing Membership of the Society:** No longer claim to be a Member of AIPA in any way.
- (c) **Return Society Property:** Return all AIPA materials and property, including membership handbooks, manuals, books and equipment.
- (d) **Remove Access:** Remove themselves from all digital spaces and discussions associated with the Society, including forums, communication platforms, or shared resources.
- (e) **Lose Membership Rights:** No longer have any rights as an AIPA Member.

2.3.4 Rejoining After Membership Has Ended:

- (a) Any former Member can reapply for membership, but must do so and be approved in accordance with clause 2.1.2 and 2.1.3.
- (b) A Member can reapply for membership following termination due to disciplinary action, but they may only be re-admitted by a resolution passed at a General Meeting on the recommendation of the Committee.

3 GENERAL MEETINGS

3.1 Procedures for Meetings, Special Meetings, Annual General Meetings

3.1.1 Notice of Meetings:

- (a) The Committee shall give all Members at least 10 Working Days' written Notice of any General Meeting and the business to be conducted at that General Meeting.
- (b) Notice will be sent to the contact address recorded in the Society's Register of Members.
- (c) The validity of the meeting is not affected if one or more Members do not receive the Notice.

3.1.2 Attending and Voting:

- (a) Only financial Members may:
 - i attend, speak, and vote at General Meetings.
 - ii vote in person or by proxy, delegating another individual at least 48 hours before the commencement of the General Meeting.
 - iii represent a body corporate through an authorised representative.
- (b) Proxy voting is restricted to individuals entitled to attend and vote.

3.1.3 Proxy Votes and Delegations:

- (a) **Proxy Voting Limits:** An individual may act as a proxy for up to 10% of the total eligible voting members.
- (b) **Managing Proxy Vote Delegations:** If a member receives more proxy appointments than allowed, the delegating member will be required to select another individual with voting rights to act as their proxy.

3.1.4 Quorum Requirements:

- (a) **A General Meeting requires** at least 10 eligible financial Members or 15% of eligible financial Members (whichever is lesser) to be present or represented by proxy to constitute a quorum.
- (b) **If a quorum is not met** within 30 minutes of the scheduled time:
 - i For meetings convened at the Member's request: The meeting will be dissolved.
 - ii For other meetings, the Chairperson may adjourn the meeting to a later date, time, and place. If a quorum is still not met at the adjourned meeting, those present will form a quorum.

3.1.5 Voting Procedures:

- (a) Each Member has one vote per motion at General Meetings.
- (b) Voting may occur:
 - i By voice;
 - ii By a show of hands; or
 - iii By secret ballot if requested by the Chairperson or two Members.
- (c) All questions will be decided by a simple majority of those in attendance, by proxy voting, or by remote ballot, unless otherwise specified in the Constitution.
- (d) Decisions made without a quorum present are not valid.

3.1.6 Written Resolutions:

- (a) A resolution in writing signed by not less than 75% of the Members who would be entitled to vote on that resolution at a general meeting is as valid as if it had been passed at a general meeting of those Members.
- (b) A Member may give their approval by:
 - i Signing the resolutions; or
 - ii Giving their approval to the resolution by email.
- (c) A resolution in writing in lieu of a meeting may consist of several documents (including letters, emails or other written means of communication) in similar form, each approved by or on behalf of 1 or more of the Members entitled to vote.

3.1.7 General Meeting Procedures:

- (a) General Meetings may be held at one or more venues, with Members attending in person or using real-time audio, audio-visual, or electronic communication that allows reasonable participation.
- (b) The Chairperson of a General Meeting may:
 - i Adjourn the meeting with the consent of a simple majority of Members present, ensuring only unfinished business is transacted at the adjourned meeting.
 - ii Remove individuals who obstruct the meeting, behave disorderly, abusively, or fail to follow directions.
 - iii Adjourn or close the meeting in the absence of a quorum or in emergencies.
- (c) Minutes are the duty of the Secretary, and record-keeping requirements (if any) shall be specified in the Regulations.

3.1.8 Annual General Meeting (AGM):

- (a) The AGM may be held at a physical location or using electronic communication as determined by the Committee.
- (b) The AGM must be held once a year, no later than:
 - i 6 months after the Society's balance date, or
 - ii 15 months after the previous AGM, whichever is earlier.
- (c) The business of the AGM includes:
 - i Confirming minutes of the last AGM and any Special General Meetings held since.
 - ii Adopting the annual report on the Society's operations and affairs.
 - iii Adopting the Committee's financial report and annual financial statements.
 - iv Setting subscriptions for the current financial year.
 - v Considering motions with prior notice and general business.
- (d) The Committee must present:
 - i An annual report on the Society's operations and affairs for the most recent accounting period.
 - ii Annual financial statements for that period.

3.1.9 Special General Meeting (SGM):

- (a) The Committee may call an SGM at any time by resolution.
- (b) The Committee must call an SGM if requested in writing by at least 15 Full Members or 25% of Members (whichever is the lesser).
- (c) Any resolution or written request must state the intended business at the SGM.

- (d) SGMs will follow the same procedures as General Meetings and will only address the business specified in the Committee's resolution or Members' written request.

4 MANAGEMENT OF AIPA

4.1 Committee composition, Functions, Powers, Sub-committees, General matters

4.1.1 Committee Composition:

The Society shall be governed by a Committee, membership of which shall consist of at least 3 members and will include:

- (a) The President;
- (b) Three Vice Presidents elected from different regions of New Zealand, where possible (for example, one Vice President from each of the Upper North Island, Lower North Island and the South Island);
- (c) A Secretary; and
- (d) A Treasurer.

One person can hold both the Secretary and Treasurer roles.

4.1.2 Subcommittees

The Committee may appoint subcommittees to carry out requirements aligned with AIPA's purposes. Subcommittees will report to the Committee and must comply with the following:

- (a) The quorum for subcommittee meetings is half the subcommittee members, but not fewer than two.
- (b) Subcommittees cannot co-opt additional Members.
- (c) Subcommittees must not commit the Society to any financial expenditure without express authority from the Committee.
- (d) Subcommittees must not further delegate any of their powers.

4.1.3 Membership Requirements

A majority of the Committee members must be Members of the Society or representatives of corporate entities that are Members, as required by section 47 of the Incorporated Societies Act 2022.

4.1.4 Officer Nominations

The Committee will confirm the number of Officers required each year. The Committee will provide Notice of the nominations necessary, with the Notice for the Annual General Meeting (AGM).

4.1.5 Management Responsibilities

From the end of each AGM until the next, the Society shall be managed by, or under the direction or supervision of, the Committee following:

- (a) The Incorporated Societies Act 2022;
- (b) Any regulations made under that Act; and
- (c) This Constitution.

4.1.6 Powers of the Committee

The Committee shall be responsible for directing the affairs of the Society and shall (in furtherance of the Society's purposes) have various powers and authorities, including, but not limited to, the following:

- (a) To decide in what form and manner monies are to be brought into the Society, including, in the Committee's discretion, through:
 - i levying any charges or fees on Members, to be raised by subscriptions;
 - ii enrolment fees, provided that such fees shall only differ as between classes of membership;
 - iii accepting capital advances from members such as loans, debentures or donations;
 - iv accepting donations, sponsorship or loans from third parties;
 - v renting, leasing or hiring any real or personal property of the Society;
 - vi sales of goods and services, including training courses, lectures, seminars, conferences and similar activities; and/or
 - vii any other activity by which the purposes of the Society are furthered.
- (b) To control, invest and dispose of the Society's monies in whatever manner the Committee may decide, including the power to:
 - i borrow and/or raise money on the Society's behalf in a manner that ensures the Society has monies to conduct the necessary business and activities of the Society, subject to limitations imposed by statute or by this Constitution;
 - ii secure repayment of monies by the issue of debentures, by mortgages or by charges upon the whole or part of property or assets of the Society, and to purchase, redeem or pay off such securities;
 - iii invest surplus monies;
 - iv make disbursements from any property or fund of the Society, if in the opinion of the Committee, it will further the purposes of the Society;
 - v pay the current salaries, wages, honorariums, and other disbursements of the Society;

- vi pay instalments of purchase money, rent or hire charges, or maintenance costs on any real and personal property of the Society;
- vii effect and pay for insurance to cover all risks associated with the Society's operation, including (to the extent permitted by the Act) insurance cover for Committee members;
- viii allocate and pay monies to operate a secretariat; and/or
- ix pay any legal, auditing and other professional fees and costs incurred by the Society.
- x to acquire any real or personal property in whatever manner the Committee may determine, including to:
 - A. purchase, lease, exchange or hire such property (or any corresponding rights and privileges in connection with such property), and manage or develop the same;
 - B. construct, alter, improve or demolish the Society's buildings and/or premises, provided a clear right to do so exists; and/or
 - C. purchase any goods, chattels or equipment needed to further the purposes of the Society.
 - D. to dispose of the Society's property in such manner that ensures it best satisfies the purposes of the Society, including:
 - trading, exchanging, or otherwise using the property in barter;
 - abandoning property where such property constitutes a burden; and/or
 - selling by private tender or auction, with or without reserve.
- xi to enter into an agreement with any member, provided that any transactions between the Society and its Members shall be chargeable at arm's-length market rates.
- xii to deal with and regulate (through Regulations) any matter not provided for in this Constitution.

The Committee may delegate any of its powers as it thinks fit.

4.1.7 Committee Meetings and Resolutions

- (a) Committee meetings require a quorum of at least 3 Committee members.
- (b) If any member of the Committee is absent from 3 consecutive Committee meetings without leave from the Committee, the Committee may declare their seat vacant.
- (c) Meetings may be held:

- i In person at a specified place, date, and time; or
 - ii By audio or audio-visual communication, where all participants can hear each other simultaneously.
- (d) Resolutions can also be approved through written ballots via email, electronic voting systems, or mail. Such resolutions must be recorded in the minutes of the next meeting.

4.1.8 Meeting Procedures

- (a) The President will chair the Committee's meetings, or, if the President is absent, another Officer will be elected by the attendees to chair that meeting.
- (b) The Committee may regulate its procedures unless otherwise specified in this Constitution or by law.

4.1.9 Notice for Meetings

- (a) The Committee shall meet as required at times, places, and in such manner as it determines fit, including by audio, audio-visual, or electronic communication.
- (b) The Secretary, or another Committee member, must give at least 5 Working Days' notice for Committee meetings unless urgency requires shorter notice or all the Committee members agree to a reduced notice period.

4.1.10 Election Process for Committee Members

- (a) Committee members are elected at the AGM as follows:
 - i All nominations for the Committee must be notified to the Secretary in writing no less than 15 Working Days before the Annual General Meeting and shall set out both the nominator and seconder of that nomination.
 - ii Candidates who are nominated to become an Officer of the Society must give written consent to become a Committee Member and certify in writing that they have not been disqualified from holding office as an Officer of the Society under the Act at least 5 Working Days before the AGM. The written consent and certification documents shall be retained in the Society's records.
 - iii Additional nominations may be made during the General Meeting if insufficient nominations are received prior to the AGM, provided that no person will be elected who has not consented to being nominated.
 - iv Votes will be cast as determined by the meeting Chairperson and shall be decided on a simple majority. In case of a tie, the incoming Committee members (excluding those involved in the tie) will decide on a resolution.
 - v If an Officer position becomes vacant before an AGM, the Committee may appoint a temporary replacement until approval at the next AGM. Before being appointed, they must confirm eligibility and provide written consent.

- vi The failure of any financial Member to receive Notice of the General Meeting shall not invalidate the election.
- vii The Members shall be reminded of the benefit of electing three Vice Presidents from different regions of New Zealand (for example, from the Upper North Island, Lower North Island and the South Island).

5 OFFICERS

5.1 Officer Duties, Terms, Cessation, Interests, Restrictions

5.1.1 Officer's duties are owed to the Society rather than to the Members and all Officers must:

- (a) Act in good faith and in what they believe to be the best interests of the Society;
- (b) Exercise powers for proper purposes;
- (c) Avoid actions that contravene this Constitution or relevant laws;
- (d) Exercise care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
 - i The nature of the Society;
 - ii The nature of the decision; and
 - iii The position of the Officer and the responsibilities undertaken by them.
- (e) Not cause, allow or 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's creditors; and
- (f) Not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

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

- i An employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- ii A professional advisor or expert in relation to matters which the Officer believes on reasonable grounds to be within the person's professional or expert competence; and
- iii Any other Officer or sub-committee of Officers upon which the Officer did not serve in relation to matters within the Officer's or sub-committee's designated authority.

5.2 Terms of Office

5.2.1 Officers elected to the Committee will serve 2 years, commencing at the end of the Annual General Meeting (AGM).

5.2.2 Retiring Officers and Chairpersons are eligible for re-election at the next AGM after the end of their term.

5.3 Removal of Committee members

5.3.1 Voting Members may, at any General Meeting of the Society, by ordinary resolution, remove any one or more of the Committee members.

5.3.2 Any resolution that proposes the removal of specific Committee members shall name those Committee members proposed to be removed in the proposed resolution.

5.3.3 Notice of any motion to remove any Committee members shall be an item of business on the Notice of meeting and may not be raised under general business.

5.3.4 If all Committee members are removed, the voting Members at the General Meeting shall, as their next order of business, conduct elections for the positions of Committee members.

5.3.5 An Officer may be removed by resolution of the Members at any General Meeting if they fail to meet their duties under the Act or bring disrepute to the Society, provided however, that if the alleged ground(s) for removal constitutes a Dispute, then the Committee shall ensure that the Dispute is investigated and determined in accordance with clause 8 of this Constitution. Grounds for removal include:

- (a) Failing to disclose a conflict of interest; and
- (b) A vote of no confidence passed by the Committee.

5.4 Cessation of Office

5.4.1 Within 20 Working Days of resignation or cessation, the Officer must return all Society property and give a handover to their successor or another Officer. An Officer ceases to hold office when they:

- (a) Resign, are removed from office in accordance with clause 5.3, or pass away;
- (b) Becomes disqualified from being an Office under the Act; or
- (c) Otherwise, vacate office under section 50 of the Act.

5.5 Conflicts of Interest

5.5.1 Disclosure Requirements

- (a) Any Officer or subcommittee member with an interest in a matter being considered by the Society or who is an Interested Member must:

- i Disclose the nature and extent of their interest, including any monetary value if quantifiable;
- ii Make the disclosure as soon as practicable after becoming aware of the interest; and
- iii Record the disclosure in an Interests Register maintained by the Committee.

5.6 Restrictions on Participation

5.6.1 An Officer or subcommittee member who has disclosed an interest in a transaction entered, or to be entered into, by the Society:

- (a) Must not vote or take part in decision-making on the matter unless all non-interested Committee members consent;
- (b) Must not sign any related documents unless all non-interested Committee members' consent; and
- (c) May participate in discussions and be present during decision-making unless the Committee or subcommittee decides otherwise.

5.7 Quorum and Voting Restrictions

5.7.1 An Officer or subcommittee member prevented from voting due to a conflict of interest may still count toward quorum requirements.

5.7.2 If 50% or more Officers are prevented from voting due to conflicts of interest, a Special General Meeting must be called to resolve the matter unless all non-interested Officers agree otherwise.

5.7.3 If 50% or more subcommittee members are prevented from voting, the Committee must resolve the matter.

5.8 Contracts with Officers

5.8.1 Provided it is in the category of permitted interests in accordance with section 24 of the Act, no Officer shall be disqualified from office by contracting with the Society, provided that any interests are declared prior to contracting and payment for services is on arm's-length terms.

6 RECORDS

6.1 Register of Members, Access, Information

6.1.1 Register of Members

- (a) The Society shall keep an up-to-date Register of Members.
- (b) For each Member, the register will include:
 - i Their name;
 - ii The date they became a Member (if this date isn't known, it will be recorded as 'Unknown'); and
 - iii Their contact details, including a physical or electronic address and a phone number.

- (c) The register will also show:
 - i Each Member's postal address;
 - ii Email address (if any);
 - iii Whether the Member is up to date with payments.
- (d) Members must promptly advise if their contact details change.
- (e) The Society will also keep a record of the former Members who left within the previous 7 years. This record will include:
 - i The former Member's name; and
 - ii The date the former Member ceased to be a Member.

6.1.2 Interests Register

The Committee must always keep an up-to-date record of any interests disclosed by Officers or Members of sub-committees.

6.1.3 Access to Information

Members can ask the Society for information it holds by making a written request. The request must clearly specify the information being requested.

6.1.4 Responding to Information Requests

The Society must, within a reasonable time:

- (a) provide the information, or
- (b) agree to provide the information within a set time, or
- (c) agree to provide the information within a set time if the Member pays a reasonable fee (the fee must be explained), or
- (d) refuse to provide the information and explain why.

6.1.5 Reasons for Refusing Information Requests

The Society may refuse to provide the information if:

- (a) It needs to protect someone's privacy (including deceased persons).
- (b) Sharing the information would harm the Society's business or financial position, or that of its Members or others.
- (c) The information isn't relevant to the Society's activities.
- (d) Withholding the information is necessary to maintain legal professional privilege.
- (e) Sharing the information may be unlawful.
- (f) Responding to the request would cause more trouble than any benefit from sharing the information.
- (g) The request concerns a dispute or complaint already being handled under this Constitution or the law.

6.1.6 Fees and Charges for Information Requests

If the Society asks a Member to pay for the information, the Member can withdraw their request unless they reply within 10 Working Days saying:

- (a) They agree to pay the fee, or
- (b) They think the fee is unfair.

6.1.7 Privacy Act Compliance

This clause does not limit Information Privacy Principle 6 of the Privacy Act 2020, which relates to access to personal information.

7 FINANCES

7.1 Control, Management, Balance date, Liquidation, Removal from the register, Assets

7.1.1 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.

7.1.2 The Committee shall maintain bank accounts in the Society's name.

7.1.3 No Member shall have any personal right or privilege to any of the Society's property of any nature except under terms determined by the Committee.

7.1.4 The Committee must ensure that there are accounting records kept at all times that:

- (a) correctly record the transactions of the Society, and
- (b) allow the Society to produce financial statements that comply with the requirements of the Act, and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

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

7.1.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods.

7.1.7 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), unless otherwise resolved by the Committee.

7.1.8 The Society shall run two membership subscription periods for invoicing and membership anniversary dates, 1 April - 31 March and 1 October - 30 September each year.

7.1.9 **Pecuniary Gain**

- (a) The Society does not have the purpose of making a profit for Members and prohibits distribution of property in any form to Members.
- (b) No Member of the Society shall derive any pecuniary gain from the monies or the financial dealings of the Society, or from transactions involving the real or personal property of the Society, except as provided for in Section 24 of the Incorporated Societies Act 2022 and its amendments. Any such payments or transactions permitted by section 24 of the Act must be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).

7.2 **Dissolution or winding up**

- (a) The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- (b) The Secretary shall give Notice to all Members of a 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 Committee in respect to such notice of motion.
- (c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a 75% majority of all Members present and voting.
- (d) Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the Members to voluntarily wind up the Society, the property, assets and monies shall, after provision for the discharge of all liabilities of the Society, be paid or transferred to one or more charitable societies or organisations with similar purposes, no distribution shall be made to any Member.

7.3 **Alterations to the Constitution**

7.3.1 The Society can change or replace the Constitution at a General Meeting if more than half of the Members present vote in favour.

7.3.2 Changes to the Constitution can also be approved by written resolution in lieu of a General Meeting in accordance with clause [3.1.6](#).

7.3.3 Any proposal to amend or replace this Constitution, either in whole or in part, may only be considered at a General Meeting if:

- (a) At least 10% of eligible Members sign the proposal or by special resolution of the Committee;
- (b) The proposal or special resolution by the Committee is given in writing to the Secretary at least 15 Working Days before the General Meeting where it will be discussed;
- (c) The proposal includes a written explanation of why the change is being suggested; and
- (d) There are no changes to the pecuniary gain clause (7.1.9) or the winding up clause (7.2) in this Constitution, and no other changes are proposed which would allow personal pecuniary profits to be given to any Members. The provisions and effect of this clause 7.3.3 shall not be removed from this Constitution and shall be included and implied in any replacement Constitution.

7.3.4 The Secretary must notify all Members about the proposed change at least 10 Working Days before the General Meeting. This Notice must include:

- (a) The details of the proposed change;
- (b) The reasons for it; and
- (c) Any recommendations from the Committee.

7.3.5 Once a change is approved at a General Meeting, it will be sent to the Registrar of Incorporated Societies for registration as required by law. The change becomes official once it is registered.

7.3.6 Minor or technical amendments to the Constitution

- (a) The Society may amend the Constitution if the amendment has no more than a minor effect, corrects errors or makes similar technical alterations.
- (b) The Committee must ensure that written Notice of the minor or technical amendment to the Constitution is sent to every Member of the Society, which includes:
 - i The text of the amendments; and
 - ii Member's rights to object to the amendment.
 - iii If no objection by a Member is received by the Committee or Secretary within 20 Working Days after the Notice is sent, the Society may make the amendment.

However, if a Member objects, the Society may not make the amendment.

8 DISPUTE RESOLUTION

8.1 Raising a Dispute

8.1.1 A member or an Officer of the Society may make a complaint by giving the Committee notice in writing that:

- (a) States that the Member or Officer is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and
- (b) Sets out the allegation to which the Dispute relates and (if applicable) to whom the allegation is against, which must contain sufficient details to inform the Society of all material information relating to the Dispute, and (if applicable) to enable the person to whom the Dispute relates to prepare a response.

8.1.2 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:

- (a) States that the Society is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and
- (b) Sets out the allegation to which the Dispute relates, which must contain sufficient details to fairly advise the allegation and enable the Member or Officer to prepare a response.

8.2 Right to be Heard

8.2.1 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.

8.2.2 If the Society makes a complaint, the Society will have the right to be heard before the complaint is resolved or any outcome is determined, and one or more Officers may exercise that right on behalf of the Society.

8.2.3 If a Member, an Officer or the Society makes a complaint, they must be given:

- (a) An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (b) Reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) The right to have their written statement or submissions (if any) considered by the decision-maker.

8.2.4 If a complaint is made against a Member, an Officer or the Society, they will have the right to be heard before a complaint is resolved or any outcome is determined (one or more Officers may exercise the right on behalf of the Society).

8.2.5 If a Member, an Officer or the Society is involved in a complaint alleging that they have:

- (a) Engaged in misconduct;
- (b) Breached, or is likely to breach, a duty under this Constitution, the Regulations or the Act; or
- (c) Damaged the rights or interests of a Member or the rights or interests of Members generally;

Then they must be given:

- i Sufficient details and time to enable them to prepare a response to the complaint;
- ii An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- iii Reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- iv The right to have their written statement or submissions (if any) considered by the decision-maker.

When investigating and determining any Dispute, the decision-maker shall have sole discretion to decide whether an oral hearing is required. If the decision-maker decides an oral hearing is required, the decision-maker has sole discretion to determine whether to hold that meeting in person, by audio-visual methods, or a combination of these methods.

8.3 Investigating a Dispute

8.3.1 The Society must, as soon as is reasonably practical after receiving or becoming aware of a complaint made in accordance with clause [8.1](#), ensure that the Dispute is investigated and determined.

8.3.2 The Society may refer a complaint to:

- (a) A sub-committee or external person to investigate and report to the Committee; or
- (b) A sub-committee, arbitral tribunal, or external person to investigate and make a decision.

8.3.3 The decision-maker may investigate and determine a Dispute by:

- (a) Holding an oral hearing;
- (b) Holding meetings with the complainant and respondent (and support persons);
- (c) Requesting written submissions from the complainant and the respondent.

8.3.4 The decision-maker must have regard to the complainant and respondent's right to be heard as set out in clause 8.2.

8.3.5 The decision-maker may decide not to proceed further:

- (a) The complaint is 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, Officer, or the Society has materially breached or is likely to breach, a duty of this Constitution, the Regulations or the Act;
 - 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 this Constitution; or
- (f) There has been an undue delay in making the complaint.

8.3.6 A Member may not decide on or participate as a decision-maker for a Dispute, if two or more Committee members, or two or more members of a sub-committee dealing with Dispute, consider that there are reasonable grounds to believe that the person may not approach the complaint impartially, or without a predetermined view.

8.4 Resolving Disputes

8.4.1 The decision-maker may:

- (a) Decide not to proceed further with a complaint;
- (b) Reprimand, suspend or expel the Member or Officer; or
- (c) Make any decision the decision-maker considers appropriate to resolve the Dispute.
- (d) The decision-maker's decision shall be made in the sole discretion of the decision-maker and shall be final.

9 DEFINITIONS

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

‘**Act**’ means the Incorporated Societies Act 2022, any amendments to or replacements of, and regulations made under the **Act** or any replacement **Act**.

‘**Annual General Meeting**’ means the Society’s yearly meeting to receive and consider reports on the Society’s activities and finances.

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

‘**Committee**’ means the **Society’s** governing body as set out in clause 4.1.1.

‘**Constitution**’ means the rules in this document.

‘**Dispute**’ as defined in section 38 of the Incorporated Societies Act 2022.

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

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

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

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

‘**Notice**’ to **Members** includes any **Notice** given by email, post, or courier.

‘**Officer**’ means a natural person who is:

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

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

‘**Regulations**’ means, any written direction made by the Committee, within its powers under this Constitution, that regulates:

- the relationship between the Committee and Members;
- the relationship between Members; or
- the standards of conduct of Members

‘**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, 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.