

CONSTITUTION OF VASCULAR SOCIETY OF NEW ZEALAND INCORPORATED

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Vascular Society of New
Zealand Incorporated**

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NAME AND STATUS

Society name

- 1 The name of the society is Vascular Society of New Zealand Incorporated (in this Constitution referred to as "the Society").

Charitable status

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

INTERPRETATION

Definitions

- 3 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 a year which, among other things, will receive and consider reports on the Society's activities and finances in accordance with rules 51 to 54.

"ANZSVS" means the Australian and New Zealand Society for Vascular Surgery.

"Chairperson" means the Officer responsible for chairing General Meetings and Executive Committee meetings, and who provides leadership for the Society elected in accordance with rule 70.

"Constitution" means the rules in this document and as varied from time to time in accordance with these rules.

"Executive Committee" means the Officers elected to govern the Society by way of the Executive Committee.

"Full Member" has the meaning given to it in rule 16.1.

"General Meeting" means either an Annual General Meeting or a Special General Meeting of the Members of the Society as the case may be.

"Interests Register" means the register of interests maintained by the Executive Committee under rule 97 and as required by section 73 of the Act.

"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 who has consented to become a Member of the Society, has been properly admitted to the Society, has paid any subscriptions due and who has not ceased to be a Member of the Society.

“Notice” to Members includes any notice given by email, post or courier to the most recent physical, postal or email address of the intended recipients that is known to the sender of the notice or, in the case of notices to the Society, to the Society’s registered office.

“Officer” means a natural person elected pursuant to rules 76 and 78 of this Constitution who is:

- (a) a member of the Executive 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 Chairperson; and
- (c) not disqualified from being an Officer under rule 75.

“Purposes” means the purposes of the Society as set out in rule 4 of this Constitution.

“Register” means the Register of Incorporated Societies.

“Register of Members” means the register of Members kept under rules 92 to 95 of this Constitution as required by section 79 of the Act.

“Registrar” means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

“Senior Member” has the meaning given to it in rule 16.2.

“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.

PURPOSE

Purpose of the Society

- 4 To promote and represent the practice of Vascular Surgery and the associated activities in New Zealand. The Society may do all such other

things which, in the opinion of the Society, are necessary to further this purpose, including (but not limited to) doing the following things:

- 4.1 To provide a forum for all clinicians involved in the delivery of vascular services to discuss and comment on matters affecting their practice;
- 4.2 To promote activities that provide for continuing education, peer review and research in vascular surgery;
- 4.3 To be closely associated with the Australian and New Zealand Society of Vascular Surgery and the New Zealand Association of General Surgeons; and
- 4.4 To undertake any work which may appear to the Society to be in accordance with the above aims and to do such things as are incidental or conductive to the attainment of such aims.

Restricted purposes

- 5 The Society must not operate for the purpose of, or with the effect of:
 - 5.1 distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind);
 - 5.2 having capital that is divided into shares or stock held by its Members; or
 - 5.3 holding property in which its Members have a direct disposable interest (including in the form of shares or stock in the capital of the Society or otherwise).
- 5.4 Notwithstanding rules 5.1 to 5.3 above, the Society will not operate for the financial gain of Members if the Society:
 - (a) engages in trade;
 - (b) pays a Member for matters that are incidental to the Purposes, and the Member is a not-for-profit entity;
 - (c) distributes funds to a Member to further the Purposes, and the Member:
 - i is a not-for-profit entity;
 - ii is affiliated or closely related to the Society; and
 - iii has the same, or substantially the same, Purposes as those of the Society;

- (d) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's Purposes;
- (e) provides benefits to members of the public or of a class of the public and those persons include Members or their families in accordance with the Purposes;
- (f) provides benefits to Members or their families to alleviate hardship in accordance with the Purposes;
- (g) provides educational scholarships or grants to Members or their families in accordance with the Purposes;
- (h) 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 and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
- (i) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the Purposes; or
- (j) on removal of the Society from the Register of Incorporated Societies having its surplus assets distributed under Subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity and such Member has the same, or substantially the same, purposes as the Purposes.

Act and Regulations

- 6 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.

RESTRICTIONS ON SOCIETY POWERS

Financial gain

- 7 The Society must not be carried on for the financial gain of any of its Members.

CONTACT DETAILS FOR THE SOCIETY

Registered office

- 8 The registered office of the Society will be such place in New Zealand as the Executive Committee from time to time determines.

Contact person

- 9 The Society must have at least one, but no more than three, Society contact person(s) that the Registrar can contact when needed.

- 10 The Society's contact person must be:

- 10.1 at least 18 years of age;
- 10.2 ordinarily resident in New Zealand; and
- 10.3 appointed by the Executive Committee or elected by the Members at a General Meeting.

- 11 Unless an alternative "contact person" is appointed by the Executive Committee (for the purposes of the Act), the Chairperson will be the Society's "contact person".

Notice of change of registered office

- 12 Changes to the registered office must be notified to the Registrar:

- 12.1 at least 10 Working Days before the change of address for the registered office is due to take effect; and
- 12.2 in a form and as required by the Act.

Notice of change of contact person

- 13 The Society's contact person(s) name must be provided to the Registrar, along with their contact details, including:

- 13.1 a physical address or an electronic address; and
- 13.2 a telephone number.

Timing of Notice

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

MEMBERS

Minimum number of Members

- 15 The Society will maintain the minimum number of Members required by the Act.

Types of Members

- 16 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- 16.1 *Full Member:* All Registered Specialist Medical Practitioners and other health professionals with a special interest in vascular disease or alike who are undertaking management of vascular conditions as a proportion of their work may apply to be a Full Member. Such membership shall be contingent on participation in the Society's audit. Full Members shall have voting rights and are eligible for election to the Executive Committee. A Full Member membership may be offered to Surgeons in other specialties who contribute significantly to the Purposes.
- 16.2 *Senior Member:* A past or present Member who has reached the age of 65 years or who have retired from clinical practice may be offered to become a Senior Member. Senior Members are exempt from annual subscriptions but do not have voting rights and are not eligible for election to the Executive Committee.

Consent

- 17 Every applicant for membership must consent in writing to becoming a Member. Consent will include the submission of an online application form or as otherwise determined by the Executive Committee from time to time.

Application for membership

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

Decision

- 19 The Executive Committee may accept or decline an application for membership at its sole discretion. The Executive Committee or delegated Society staff must advise the applicant of its decision.

Records

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

MEMBERS' OBLIGATIONS AND RIGHTS

Members' obligations and rights

- 21 Every Member must provide the contact person (under rules 9 to 11) of the Society in writing with that Member's name and contact details (namely,

physical or email address and a telephone number) and promptly advise the contact person of the Society in writing of any changes to those details.

- 22 All Members must promote the Purposes and interests of the Society and must do nothing to bring the Society into disrepute.
- 23 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.
- 24 Any Member that is a body corporate must provide the Executive Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person will be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 25 The Executive 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.

SUBSCRIPTIONS AND FEES

Annual subscription

- 26 The annual subscription and any other fees for membership for the current financial year will be set by resolution of the Executive Committee in its sole discretion (which can also decide that payment be made by periodic instalments) and may be based on Members' qualifications, clinical role, and/or membership type.

Failure to pay annual subscription

- 27 Any Member failing to pay the annual subscription (including any periodic payment) within 20 Working Days of the date the same was due for payment will be considered as unfinancial and will (without being released from the obligation of payment) have no membership rights and will 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 40 Working Days of the due date for payment of the subscription or any other fees, the Executive Committee may terminate the Member's membership (without being required to give prior Notice to that Member).

CEASING TO BE A MEMBER

Ceasing to be a Member

- 28 A Member ceases to be a Member:
- 28.1 by resignation from that Member's class of membership by written Notice signed by that Member to the Executive Committee or to delegated Society staff;
 - 28.2 on termination of a Member's membership following a dispute resolution process under this Constitution;
 - 28.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
 - 28.4 by resolution of the Executive Committee where (as applicable):
 - (a) the Member has failed to pay a subscription or other amount due to the Society within 40 Working Days of the due date for payment;
 - (b) in the opinion of the Executive Committee, the Member has brought the Society into disrepute; or
 - (c) in the opinion of the Executive Committee, the Member no longer falls within the definition of any class of membership under rule 16.

Date of ceasing

- 29 A Member ceases to be a Member with effect from (as applicable):
- 29.1 the date of receipt of the Member's Notice of resignation by the Executive Committee (or any subsequent date stated in the Notice of resignation);
 - 29.2 the date of termination of the Member's membership under this Constitution;
 - 29.3 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
 - 29.4 the date specified in a resolution of the Executive Committee and when a Member's membership has been terminated, the Executive Committee will promptly notify the former Member in writing.

Obligations once membership has ceased

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

- 30.1 remains liable to pay all subscriptions and other fees to the Society's next balance date;
- 30.2 must cease to hold themself out as a Member;
- 30.3 must return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals); and
- 30.4 is not entitled to any of the rights of a Member.

Becoming a Member again

- 31 Any former Member may apply for re-admission in the manner prescribed for new applicants.
- 32 But if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Executive Committee.

GENERAL MEETINGS

Procedures for all General Meetings

- 33 The Executive Committee must give all Members at least 20 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. In respect of any Notice of a motion to amend this Constitution at the General Meeting, the motion must be accompanied by reasons and recommendations from the Executive Committee.
- 34 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's Register of Members.
- 35 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting provided that Notice was given in accordance with rules 33 and 34.
- 36 General Meetings may be attended by all Members of whatever class of membership but only those Members entitled to vote will be permitted to vote.

Attendance at General Meetings

- 37 Members may attend, speak and vote (if they are entitled to) at General Meetings:
 - 37.1 in person (subject to rules 40 and 45);
 - 37.2 by a signed original written proxy, in favour of some individual entitled to be present at the meeting and received by, or handed

to, the Executive Committee before the commencement of the General Meeting;

- 37.3 by a signed written proxy in accordance with section 228 of the Contract and Commercial Law Act 2017 to an email address designated by the Executive Committee (and if not designated, to the contact person of the Executive Committee) to receive proxies in favour of some individual entitled to be present at the meeting before the commencement of the General Meeting; or
- 37.4 through the authorised representative of a body corporate as notified to the Executive Committee; and
- 37.5 no other proxy voting will be permitted.

Quorum

- 38 No General Meeting may be held unless at least 50% of Members entitled to vote attend throughout the meeting and this will constitute a quorum.

When quorum is not met

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

Voting

- 40 A Member who is entitled to vote is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting will be:

- 40.1 by voices;
- 40.2 by show of hands;
- 40.3 by electronic voting;
- 40.4 by proxy in accordance with rules 37.2 and 37.3; or
- 40.5 by secret ballot on demand of the Chairperson or three or more Officers of the Executive Committee present.

- 41 Unless otherwise required by this Constitution, all questions will be decided by a simple majority of those in attendance in-person voting at a General Meeting and by those voting by proxy or by remote ballot.
- 42 A resolution passed by the required majority at any General Meeting or by proxy or remote ballot binds all Members, irrespective of whether they were

present at the General Meeting where the resolution was adopted or whether they voted.

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

Resolution in lieu of General Meeting

- 44 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% of the eligible Members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

Place of meeting

- 45 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.

Chair of meeting

- 46 All General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Members present will elect another Officer from the Executive Committee by simple majority to chair that meeting.

Powers of the chair of the General Meeting

- 47 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote, and may:
- 47.1 with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;
- 47.2 direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting; and
- 47.3 in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Executive Committee Motions

- 48 The Executive Committee may propose motions for the Society to vote on ("Executive Committee Motions"), which will be notified to Members with the Notice of the General Meeting.

Members' Motions

- 49 Any Member may request that a motion be voted on ("Member's Motion") at a General Meeting, by giving Notice to the Chairperson or Executive Committee at least 10 Working Days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). If Notice of the motion is given to the Chairperson or Executive Committee before written Notice of the General Meeting is given to Members, Notice of the motion will be provided to Members with the written Notice of the General Meeting.

Minutes

- 50 The Society must keep minutes of all General Meetings.

ANNUAL GENERAL MEETINGS

Requirement to hold Annual General Meeting

- 51 An Annual General Meeting will be held once a year on a date and at a location and/or using any electronic communication determined by the Executive Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings will apply.

Timing of Annual General Meeting

- 52 The Annual General Meeting must be held no later than the earlier of the following:
- 52.1 6 months after the balance date of the Society; and
 - 52.2 15 months after the previous Annual General Meeting.

The business of an Annual General Meeting

- 53 The business of an Annual General Meeting will be to:
- 53.1 confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - 53.2 adopt the Chairperson's annual report on the operations and affairs of the Society;
 - 53.3 adopt the Executive Committee's report on the finances of the Society, and the annual financial statements;

- 53.4 set any subscriptions for the current financial year;
- 53.5 elect the Officers of the Society for the incumbent term;
- 53.6 resolve to appoint an auditor;
- 53.7 review and approve the proposed budget for the next year;
- 53.8 provide Notice of proposed changes to subscription fees for Members (if any);
- 53.9 consider any motions of which prior Notice has been given to Members with Notice of the Annual General Meeting; and
- 53.10 consider any general business.

Information that must be presented

- 54 The Executive Committee must, at each Annual General Meeting, present the following information:
 - 54.1 To be circulated to Members 20 Working Days prior to the Annual General Meeting:
 - (a) the Chairperson's 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) the subscriptions set for the current financial year,
 - 54.2 Notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

SPECIAL GENERAL MEETINGS

How Special General Meetings may be called

- 55 Special General Meetings may be called at any time by the Executive Committee by a simple majority resolution.

Special General Meetings may be called by Member request

- 56 The Executive Committee must call a Special General Meeting if it receives a written request signed by at least 10% of Full Members.

Business of Special General Meeting

- 57 Any resolution or written request must state the business that the Special General Meeting is to deal with.

Procedure to be followed

- 58 The rules in this Constitution relating to the procedure to be followed at General Meetings will apply to a Special General Meeting, and a Special General Meeting will only consider and deal with the business specified in the Executive Committee's resolution or the written request by Members for the Special General Meeting.

EXECUTIVE COMMITTEE

Executive Committee composition

- 59 The Executive Committee will consist of a minimum of 7 and maximum of 14 Officers.
- 59.1 The current Executive Committee will remain in place until the first AGM following adoption of this Constitution. Elections will take place at that AGM pursuant to the terms of this Constitution to:
- (a) First, elect four Officers of the current Executive Committee to the new Executive Committee if there are more than two Officers of the current Executive Committee interested in becoming Officers of the new Executive Committee. If there are only two Officers of the current Executive Committee interested in becoming Officers of the new Executive Committee, then those two Officers will remain in place until the second AGM following adoption of this Constitution; and
 - (b) Second, replace the six vacant Officer positions left by those Officers on the current Executive Committee whose terms of office expire at that AGM.
- 59.2 The Executive Committee may appoint an independent remunerated Officer under rule 78.6.
- 60 The Society will use its best endeavours to have the Executive Committee consist of the following positions:
- 60.1 Chairperson;
 - 60.2 Treasurer;
 - 60.3 Secretary;
 - 60.4 Four elected Full Members;
 - 60.5 Two audit representatives;
 - 60.6 One vascular nurse representative;

- 60.7 One vascular sonographer representative;
- 60.8 One representative of the ANZSVS who may be either an office bearer or member of the Executive Committee;
- 60.9 One research representative; and
- 60.10 One trainee representative.

Functions of the Executive Committee

- 61 From the end of each Annual General Meeting until the end of the next, the Society must be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Act, any Regulations made under that Act, and this Constitution.

Powers of the Executive Committee

- 62 The Executive 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.
- 63 Without limiting these general powers, the Executive Committee will have power to do all or any of the following things:
 - 63.1 to research, institute, conduct, defend, compromise, refer to arbitration and abandon any legal or other proceedings commenced by or against the Society, its Executive Committee or any of its Officers;
 - 63.2 to enter into all negotiations, contracts and agreements and rescind and vary and execute and do all such acts, deeds, matters and things in the name and on behalf of the Society as it may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise, for the Purposes;
 - 63.3 to carry out all such acts as may be necessary to achieve the Purposes;
 - 63.4 to borrow any money for any of the objects of the Society in any form which the Executive Committee may think proper, and to give security;
 - 63.5 to appoint sub-committees and delegate to sub-committees all or any of its powers given under these rules for any period not beyond the date of the next succeeding Annual General Meeting of the Society and to revoke any power so delegated;
 - 63.6 to determine in each year the subscriptions payable by each Member as described in rule 26; and

- 63.7 to delegate in writing for any period not beyond the date of the next succeeding Annual General Meeting of the Society to its Chairperson or any Officer, any or all of its powers given under these rules and to revoke any powers so delegated.

Sub-committees

- 64 The Executive Committee 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 Committee:
- 64.1 the quorum of every sub-committee is half the members of the sub-committee but not less than two;
 - 64.2 no sub-committee will have power to co-opt additional members;
 - 64.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Executive Committee; and
 - 64.4 a sub-committee must not further delegate any of its powers.

General matters

- 65 The Executive Committee and any sub-committee may act by a simple majority resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Executive Committee or sub-committee meeting.
- 66 Other than as prescribed by the Act or this Constitution, the Executive Committee or any sub-committee may regulate its proceedings as it thinks fit.

EXECUTIVE COMMITTEE MEETINGS

Procedure

- 67 The quorum for Executive Committee meetings is at least five members of the Executive Committee excluding any independent remunerated Officer appointed under rule 78.6 and must include the Chairperson.
- 68 A meeting of the Executive Committee may be held either:
- 68.1 by a number of the members of the Executive Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - 68.2 by means of audio, or audio and visual, communication by which all members of the Executive Committee participating and

constituting a quorum can simultaneously hear each other throughout the meeting.

- 69 A resolution of the Executive Committee is passed at any meeting of the Executive Committee if a simple majority of the votes cast on it are in favour of the resolution. Every Officer on the Executive Committee will have one vote.
- 70 The members of the Executive Committee must elect one of their number as Chairperson of the Executive Committee. If at a meeting of the Executive Committee, the Chairperson is not present, the members of the Executive Committee present may choose one of their number to chair the meeting. The Chairperson (or the Chairperson's replacement, as applicable) has a casting vote in the event of a tied vote on any resolution of the Executive Committee.
- 71 Except as otherwise provided in this Constitution, the Executive Committee may regulate its own procedure.

Frequency of Executive Committee meetings

- 72 The Executive Committee will meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or a party permitted by written confirmation of the Chairperson.
- 73 The person nominated by the Executive Committee under rule 72, must give to all Executive Committee members not less than 10 Working Days' Notice of Executive Committee meetings, but in cases of urgency, a shorter period of Notice will suffice.

OFFICERS

Qualifications of Officers

- 74 Every Officer must be a natural person who:
 - 74.1 has consented in writing to be an Officer of the Society; and
 - 74.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

Disqualification of Officers

- 75 The following persons may not hold office as an Officer of the Society:
 - 75.1 a person disqualified under section 47(3) of the Act;
 - 75.2 a person who is under 16 years of age;
 - 75.3 a person who is an undischarged bankrupt;

- 75.4 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- 75.5 a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- 75.6 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
- (a) an offence under subpart 6 of Part 4 of the Act;
 - (b) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (c) an offence under section 143B of the Tax Administration Act 1994;
 - (d) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (a) to (c); or
 - (e) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- 75.7 a person subject to:
- (a) a banning order under subpart 7 of Part 4 of the Act;
 - (b) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (c) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (d) 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;
- 75.8 a person who is subject to an order that is substantially similar to an order referred to in rule 75.7 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Requirements for election of appointment of Officer

- 76 Prior to election or appointment as an Officer a person must:
- 76.1 be nominated by two other Members that are eligible to vote;
 - 76.2 consent in writing to be an Officer; and
 - 76.3 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act. Each certificate will be retained in the Society's records.

Officers' duties

- 77 At all times, each Officer:
- 77.1 must act in good faith and in what he or she believes to be the best interests of the Society;
 - 77.2 must exercise all powers for a proper purpose;
 - 77.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
 - 77.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (a) the nature of the Society;
 - (b) the nature of the decision; and
 - (c) the position of the Officer and the nature of the responsibilities undertaken by him or her;
 - 77.5 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
 - 77.6 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.

Election or appointment of Executive Committee

- 78 The election of Officers will be conducted as follows:
- 78.1 Officers will be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual

General Meetings, that vacancy will be filled by a co-opted Member representing the same co-opted group as that represented by the Officer creating the vacancy, until the next election. 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 "Disqualification of Officers" rule 75). Any such appointment must be ratified at the next Annual General Meeting;

- 78.2 a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualifications of Officers" rule above) must be received by the Society at least 20 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the annual General Meeting;
- 78.3 votes must be cast in such a manner as the person chairing the meeting determines (including by secret ballot). In the event of any vote being tied, the tie will be resolved by the incoming Executive Committee (excluding those in respect of whom the votes are tied);
- 78.4 two Members (who are not nominees) or non-Members appointed by the Chairperson will act as scrutineers for the counting of the votes and destruction of any voting papers;
- 78.5 the failure for any reason of any Member to receive such Notice of the General Meeting will not invalidate the election;
- 78.6 in addition to Officers elected under the foregoing provisions of this rule, the Executive Committee may appoint other Officers for a specific purpose (including the appointment of one independent remunerated Officer), or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Executive Committee, any person so appointed will have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the "Qualification of Officers" rule 75); and
- 78.7 the Members, no later than three months prior to the Annual General Meeting, by simple majority can decide to dispense with the requirement for Officers to be elected at Annual General

Meetings in favour of a General Meeting, or a series of General Meetings.

Term for Officers and Chairpersons

- 79 The term of office for all Members elected to the Executive Committee will be four years per term with the ability to be re-elected for up to two terms (eight years maximum) expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- 80 No Officer or Chairperson will serve for more than two consecutive terms.

Removal of Officers

- 81 An Officer must be removed as an Officer by a simple majority resolution of the Executive Committee or the Society where in the opinion of the Executive Committee or the Society:
- 81.1 the Officer elected to the Executive Committee has been absent from two Executive Committee meetings without leave of absence from the Executive Committee;
- 81.2 the Officer has brought the Society into disrepute;
- 81.3 the Officer has failed to disclose a conflict of interest; or
- 81.4 the Executive Committee passes a vote of no confidence in the Officer.
- 82 The Officer (or the Body Corporate the Officer represents) ceases to be a Member with effect from (as applicable) the date specified in a resolution of the Executive Committee or Society.

Ceasing to hold office

- 83 An Officer ceases to hold office when they resign (by Notice in writing to the Executive Committee), are disqualified under rule 75, are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 84 Each Officer will within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive Committee all books, papers and other property of the Society held by such former Officer.
- 85 Despite vacating office as an Officer, a person who has held office as an Officer remains liable for acts and omissions and decisions made while that person was an Officer.

Conflicts of interest

- 86 An Officer or Member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details

of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- 86.1 to the Executive Committee and or sub-committee; and
- 86.2 in the Interests Register kept by the Executive Committee.

How disclosure must be made

- 87 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

Interested Member

- 88 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
 - 88.1 must not vote or take part in the decision of the Executive Committee and/or sub-committee relating to the Matter unless all members of that Executive Committee and/or sub-committee who are not interested in the Matter consent; and
 - 88.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of that Executive Committee and/or sub-committee who are not interested in the Matter consent; but
 - 88.3 may take part in any discussion of the Executive Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive Committee and/or sub-committee (unless the Executive Committee and/or sub-committee decides otherwise).

Quorum where there is an Interested Member

- 89 An Officer or member of a sub-committee who is prevented from voting on a Matter may not be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 90 Where 50% 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.
- 91 Where 50% 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 Committee will consider and determine the Matter.

RECORDS

Register of Members

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

93 The Society must update the Society's membership records as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.

Information contained in the Register of Members

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

- 94.1 their name;
- 94.2 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
- 94.3 their contact details, including:
 - (a) a physical address or an electronic address;
 - (b) a telephone number;
 - (c) postal address;
 - (d) email address (if any);
 - (e) occupation; and
 - (f) whether the Member is financial or unfinancial.

Change of contact details

95 Every current Member must promptly advise the contact person of the Society of any change of the Member's contact details.

Former Members of the Society

96 The Society will also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- 96.1 the former Member's name; and
- 96.2 the date the former Member ceased to be a Member.

Interests Register

97 The Executive Committee will at all times maintain an up-to-date Interests Register of the interests disclosed by Officers and by members of any sub-committee.

Access to information for Members

98 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:

- 98.1 provide the information;
- 98.2 agree to provide the information within a specified period;
- 98.3 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
- 98.4 refuse to provide the information, specifying the reasons for the refusal.

Refusal to provide information for Members

- 99 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - 99.1 withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
 - 99.2 the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
 - 99.3 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;
 - 99.4 the information is not relevant to the operation or affairs of the Society;
 - 99.5 withholding the information is necessary to maintain legal professional privilege;
 - 99.6 the disclosure of the information would, or would be likely to, breach an enactment;
 - 99.7 the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
 - 99.8 the request for the information is frivolous or vexatious; or
 - 99.9 the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

Charges for information

- 100 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:
- 100.1 that the Member will pay the charge; or
 - 100.2 that the Member considers the charge to be unreasonable.
- 101 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

FINANCES

Control and management

- 102 The funds and property of the Society will be:
- 102.1 controlled, invested and disposed of by the Executive Committee, subject to this Constitution; and
 - 102.2 devoted solely to the promotion of the Purposes.

Bank accounts

- 103 The Executive Committee will maintain bank accounts in the name of the Society.

Money received on account of the Society

- 104 All money received on account of the Society must be banked within a reasonable timeframe of receipt.

Accounting records and audit

- 105 The Executive Committee must ensure that:
- 105.1 There are kept at all times accounting records that:
 - (a) correctly record the transactions of the Society;
 - (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).
 - 105.2 In accordance with the Act and at the discretion of the Executive Committee if the thresholds for audit are not met under the Act, in each financial year the Executive Committee elects, the accounting records are audited by a qualified auditor (as defined

in the Act) who must comply with all auditing and assurance standards (also defined in the Act), and that:

- (a) the auditor makes a report to the Members on the financial statements audited by the auditor; and
- (b) if the auditor's report indicates the requirements of the Act have not been complied with then, pursuant to the Act, the auditor must, within seven Working Days after signing the report, send a copy of the report and a copy of the financial statements to which it relates to the Registrar.

System of control of accounting records

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

Accounting records must be kept in written form

107 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 seven completed accounting periods of the Society.

Balance date

108 The Society's financial year will commence on 1 November of each year and end on 31 October (the latter date being the Society's balance date).

DISPUTE RESOLUTION

Meanings of dispute and complaint

109 A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below in rule 111.

110 The disagreement or conflict may be between any of the following persons:

- 110.1 two or more Members;
- 110.2 one or more Members and the Society;
- 110.3 one or more Members and one or more Officers;
- 110.4 two or more Officers;
- 110.5 one or more Officers and the Society; or
- 110.6 one or more Members or Officers and the Society.

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

- 111.1 a Member or an Officer has engaged in misconduct;

- 111.2 a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
- 111.3 the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
- 111.4 a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

Members or Officers may make a complaint

- 112 A Member or an Officer may make a complaint by giving to the Executive Committee (or a complaints sub-committee) a Notice in writing that:
 - 112.1 states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
 - 112.2 sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - 112.3 sets out any other information or allegations reasonably required by the Society.

Society may make a complaint

- 113 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:
 - 113.1 states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - 113.2 sets out the allegation to which the dispute relates.

Information which must be contained in a complaint

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

Cooperation to resolve disputes

- 115 All Members (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 116 The complainant raising a dispute, and the Executive Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

Other manner

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

A person who makes complaint has right to be heard

118 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.

119 If the Society makes a complaint:

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

120 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:

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

Investigating and determining dispute

121 The Executive Committee 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 provided that:

- 121.1 if the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Executive Committee's management of the dispute resolution process and decision making;
- 121.2 if the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Executive Committee's management of the dispute resolution process and decision making; and
- 121.3 if the Executive Committee is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of the above, the Executive Committee

must appoint an individual who is not a Member or Officer to manage the dispute resolution process and make a decision about the complaint.

- 122 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 123 After completing the dispute resolution process, the Executive Committee or the independent person appointed (the decision maker) may:
- 123.1 make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
 - 123.2 in the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
 - 123.3 in the case of complaint against an Officer, remove the Officer from their role as an Officer (and if the Officer is also a Member, as a Member).

Society may decide not to proceed further with complaint

- 124 Despite the "Investigating and determining dispute" rule above, the Society may decide not to proceed further with a complaint if:
- 124.1 the complaint is considered to be trivial;
 - 124.2 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; or
 - (b) 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;
 - 124.3 that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - 124.4 the complaint appears to be without foundation or there is no apparent evidence to support it;
 - 124.5 the person who makes the complaint has an insignificant interest in the matter;

- 124.6 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- 124.7 there has been an undue delay in making the complaint.

Society may refer complaint

- 125 The Society may refer a complaint to:
 - 125.1 a sub-committee or an external person to investigate and report; or
 - 125.2 a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 126 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

- 127 A person may not act as a decision maker in relation to a complaint if two or more members of the Executive Committee or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
 - 127.1 impartial; or
 - 127.2 able to consider the matter without a predetermined view.

AMALGAMATION

- 128 The Society may be amalgamated with one or more other incorporated societies in accordance with this Constitution and the provisions of Part 5, Subpart 2 of the Act.
- 129 The Executive Committee must, not less than 40 Working Days before any amalgamation involving the Society is proposed to take effect:
 - 129.1 send to each Member a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any);
 - 129.2 send to every secured creditor of the Society a copy of the Amalgamation Proposal and all other information prescribed by regulations made under the Act (if any); and
 - 129.3 give public notice of the proposed amalgamation in the manner prescribed by regulations made under the Act (if any).

- 130 The Executive Committee must also give no less than 20 Working Days' written Notice to all Members of the General Meeting at which the Amalgamation Proposal is to be considered.
- 131 The procedure to be followed at General Meetings will apply, notwithstanding rule 43, however, the Amalgamation Proposal must be approved by the Society by resolution passed by a two-thirds majority of Members present and voting at the General Meeting.
- 132 The Executive Committee must resolve that:
 - 132.1 in its opinion, the proposed amalgamation is in the best interests of the Society; and
 - 132.2 the Executive Committee is satisfied, on reasonable grounds, that the amalgamated society will, on amalgamation, satisfy the solvency test under section 195 of the Act.
- 133 Every Officer who votes in favour of the resolution set out at rule 132 must sign a certificate stating:
 - 133.1 that, in the Officer's opinion, the conditions set out at rules 132.1 and 132.2 are satisfied; and
 - 133.2 the grounds for that opinion.

LIQUIDATION AND REMOVAL FROM THE REGISTER

Resolving to put society into liquidation

- 134 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 135 The Executive Committee must give 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 136 The Executive Committee must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 137 The procedure to be followed at General Meetings will apply however, notwithstanding rule 43, any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting at a General Meeting.

Resolving to apply for removal from the Register

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

- 139 The procedure to be followed at General Meetings will apply, however, the Executive Committee must give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register.
- 140 The Executive Committee must also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice must include all information as required by section 228(4) of the Act.
- 141 Any resolution to remove the Society from the Register must be passed by a 75% majority of all Members present and voting at a General Meeting.

Surplus assets

- 142 If the Society is liquidated or removed from the Register, no distribution will be made to any Member.
- 143 On the liquidation or removal from the Register of the Society, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in any not-for-profit organisation that has been incorporated to act in succession to the Society.
- 144 However, in any resolution under these rules 142 to 144, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

ALTERATIONS TO THE CONSTITUTION

Amending this Constitution

- 145 All amendments to this Constitution must be made in accordance with this Constitution. Any minor or technical amendments will be notified to Members as required by section 31 of the Act.
- 146 The procedure to be followed at General Meetings shall apply, notwithstanding rule 43, however the Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 147 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 148 Any proposal to amend or replace this Constitution must be signed by at least 5% of Members entitled to vote and given in writing to the Executive Committee at least 20 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

- 149 At least 20 Working Days before the General Meeting at which any amendment is to be considered, the Executive Committee will give to all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive Committee has.
- 150 When an amendment is approved by a General Meeting, it will be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

OTHER

Bylaws

- 151 The Executive Committee from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members will be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation. This Constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by Members, and copies must be provided (at reasonable cost, if required by the Executive Committee) to any Member on request.

Use of Society Brand/Logo

- 152 All Members may display the Society's approved brand, trade mark or logo in a style, manner and position as prescribed or approved by the Executive Committee from time to time.
- 153 All signs, trade marks and intellectual property, which contain or refer to the Society brand or logo, remain the property of the Society.
- 154 Any Member who ceases to be a member will, at the Member's expense, immediately remove and return to the Society any signage owned by the Society and immediately cease the use and display of any Society brand, trade mark, logo, or other similar material.