



New Zealand Egyptology Society Incorporated

Constitution

Introductory Rules:

1. Name

The name of the society is New Zealand Egyptology Society Incorporated (in these **Rules** referred to as the '**Society**').

2. Definitions

In these **Rules**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any **Act** which replaces it.

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

'**Chairperson**' means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Society** and chairing **General Meetings**.

'**Clear Days**' means complete days, excluding the first and last named days (for instance, excluding the date a **Notice** of meeting is posted or sent to Members and the date of the meeting).

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

'**Committee Member**' means a member of the **Committee**, including the **Chairperson, Vice Chairperson, Secretary, Treasurer, Media Coordinator, Events Coordinator, Membership Secretary, Equity Officer**, and one other **Committee Member**.

'Events Coordinator' means the **Committee Member** responsible for, among other things, the organisation, running, and compliance of event or event-specific tasks for the **Society**.

'Equity Officer' means the **Committee Member** responsible for, among other things, to ensure that equality, equity and equal opportunity is established, maintained and fostered through the activities of the **Society** for all **Members**.

'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Society**, but not a Committee Meeting.

'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**.

'Media Coordinator' means the **Committee Member** responsible for, among other things, oversees the maintenance, access, and duties associated with any social media accounts of the **Society**, as well as any advertising required by the **Society** for its activities and duties.

'Member' means a person properly admitted to the **Society** who has not ceased to be a member of the **Society**.

'Membership Secretary' means the **Committee Member** responsible for, among other things, the **Register of Members**.

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

'Register of Interests' means the register of interests of **Committee Members** kept under these **Rules**.

'Register of Members' means the register of **Members** kept under these **Rules**.

'Rules' means the rules in this document.

'Secretary' means the **Committee Member** responsible for, among other things, keeping the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.

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

'Statute' means the Incorporated Societies Act 1908, any amendments to this statute, or any other legislation related to the incorporation of societies in Aotearoa New Zealand.

'Treasurer' means the **Committee Member** responsible for, among other things, overseeing the finances of the **Society**.

'Vice Chairperson' means the **Committee Member** elected or appointed to deputise in the absence of the **Chairperson**.

3. Purposes

The primary purposes of the **Society** are to:

- To promote, support and engage with ancient Egyptian culture, Egyptology, and archaeology associated with or conducted through any connection to Aotearoa New Zealand.
- To maintain an association of those interested and provide a forum to facilitate education in the origin, history, dispersion and development of ancient Egyptian culture and language from the earliest times until the end of the Roman Empire.
- To promote the preservation, security, and accessibility of relevant public and private archival material or media, and cultural material. In doing so, the **Society** can acknowledge the history of Egyptology and ancient Egyptian culture of the people and nation of Egypt.
- To organise meetings and lectures in relation to the above purposes, and to collaborate with individuals, organisations, universities, and all organisations concerned with the aims of this **Society**.

The **Society** must not operate for the purpose of, or with the effect of:

- any **Member** of the **Society** deriving any personal financial gain from membership of the **Society**, other than as may be permitted by law, or,
- returning all or part of the surplus generated by the **Society's** operations to **Members**, in money or in kind, or,
- conferring any kind of ownership in the **Society's** assets on **Members**

No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Society** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

Any payments made to a **Member** or **Associated Person** must be for goods and services that advance the charitable purpose and must be

reasonable and relative to payments that would be made between unrelated parties.

4. Act and Regulations

Nothing in this Constitution authorises the **Society** to do anything which contravenes or is inconsistent with the Incorporated Societies Act 1908, any regulations made under the Statute, or any other legislation.

5. Registered Office

The Registered Office of the **Society** shall be at such place in Aotearoa New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

6. Power to Borrow Money

The **Society** does not have the power to borrow money.

7. Other Powers

In addition to its statutory powers, the **Society**:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

Membership:

8. Minimum Number of Members

The **Society** shall maintain the minimum number of **Members** required by the **Act (15 Members)**.

9. Types of Membership

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

- **Member:** A **Member** is an individual admitted to membership under these **Rules** and who or which has not ceased to be a **Member**. Membership of the **Society** shall be open to any individual showing genuine interest in the **Society's** purpose.

- **Life Member:** A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a simple majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.
- **Honorary Member:** An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

10. Consent to Becoming a Member

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

11. Process for Becoming a Member

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Committee**.

The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

12. Obligations and Rights

Every **Member** shall provide the **Society** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Society** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Society**.

All **Members** (including **Committee Members**) shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

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) if all subscriptions and any other fees have been paid to the **Society** by due date, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

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

13. Subscriptions and Fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** or **Special Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

14. Ceasing to be a Member

A **Member** ceases to be a **Member**:

- on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- on termination of a **Member's** membership following a dispute resolution process under these **Rules**,

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

15. Obligations on Resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,

- shall cease to hold themselves out as a **Member** of the **Society**,
- shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals), and
- shall cease to be entitled to any of the rights of a **Society Member**.

16. **Becoming a Member Again**

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.

However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Committee**.

General Meetings:

17. **Annual General Meetings**

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

18. **Annual General Meetings: Business**

The business of an **Annual General Meeting** shall be to:

- confirm the minutes of previous **Society Meeting(s)**,
- adopt the annual report on **Society** business,
- adopt the **Treasurer's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions and remits,
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information:

- an annual report on the affairs of the **Society** during the most recently completed accounting period,

- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

19. Procedure

The Secretary of the **Committee** shall give all **Members** at least 30 **Clear Days'** Notice of any **Annual General Meeting** and of the business to be conducted at that **General Meeting**.

The **Annual General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

All financial **Members** may attend, speak and vote at **Annual General Meetings**:

- in person, or
- by a signed original written proxy (an email being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **Annual General Meeting**, or
- through the authorised representative of a body corporate as notified to the **Secretary**, and
- no other proxy voting shall be permitted.

No **Annual General Meeting** may be held unless at least 50% of eligible financial **Members** attend. This will constitute a quorum.

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** – shall be dissolved; in any other case it shall 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 present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

The procedure of a **General Meeting** is as follows:

- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is not available, the **Vice Chairperson** shall chair the **General Meeting**. If either of the **Chairperson** or **Vice Chairperson** is

absent, the meeting shall elect another **Committee Member** to chair that meeting

- Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote
- Any person chairing a **General Meeting** may:
 - With the consent of the committee at that **General Meeting**, adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **General Meeting**, obstructing the business of the **General Meeting**, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- Minutes must be kept by the **Secretary** of all **General Meetings**

20. Special General Meetings

Special General Meetings may be called by the **Committee**, or **Proposed Committee** in initial instance. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10% of the **Members**.

The **Secretary** shall:

- Give all **Members**, or **proposed Members**, at least 14 days written notice of the business to be conducted at any **Special General Meeting**,
- The **Secretary** will give notice of any motions and recommendations about those motions.

At a **Special General Meeting**, or a **General Meeting**, the **Members** or **proposed Members** may decide by majority vote:

- Who shall be the **Chairperson, Vice Chairperson, Secretary, and Treasurer**,
- All other **Committee Members** as outlined in section 21 and to affirm the election process in section 23.

Committee:

21. Composition

The **Committee** will consist of 9 **Committee Members** who are:

- **Members**, and
- natural persons, and
- not disqualified by these **Rules** or the **Act**.

The **Committee** will include:

- a **Chairperson**,
- a **Vice Chairperson**,
- a **Secretary**,
- a **Treasurer**,
- a **Media Coordinator**,
- an **Events Coordinator**,
- a **Membership Secretary**,
- an **Equity Officer**,
- and 1 other **Committee Member**.

No member shall simultaneously occupy the positions of **Chairperson**, **Secretary**, **Equity Officer** or **Treasurer**.

22. Qualifications

Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

The following persons are disqualified from being appointed or holding office as a **Committee Member**:

- a. a person who is under 16 years of age, or
- b. a person who is an undischarged bankrupt, or
- c. 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

d. a person who is disqualified from being a member of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005, or

e. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:

i. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961), or

ii. an offence under section 143B of the Tax Administration Act 1994, or

iii. an offence, in a country other than Aotearoa New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii), or

iv. a money laundering offence or an offence relating to the financing of terrorism, whether in Aotearoa New Zealand or elsewhere, or

f. a person subject to:

i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or

ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or

iii. 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.

23. Election or Appointment

The election of **Committee Members** shall be conducted as follows:

- At least seven **Clear Days** before the date of the **Annual General Meeting**, the **Secretary** shall give **Notice** to all **Members** by contacting them in writing such information as may be supplied to the **Secretary** by or on behalf of each nominee, in support of the nomination.
- Only financial **Members** who are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act** may stand for election and vote in elections.

- If there are insufficient valid nominations received under this Rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**.
- Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine.
- Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** of the **Annual General Meeting** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- The failure for any reason of any financial **Member** to receive such **Notice** shall not invalidate the election.
- In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).

24. Term

The term of office for all **Committee Members** shall be 1 year(s), expiring at the end of the **Annual General Meeting**. In the year corresponding with the last year of each **Committee Member's** term of office.

No **Committee Member** shall serve for more than 2 consecutive terms of the same role.

No **Chairperson** shall serve for more than 3 consecutive years as **Chairperson**.

25. Removal

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

- the **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint,
- the **Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response,
- the complainant and the **Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Committee** (excluding the **Committee Member** who is the subject of the complaint) if it considers that an oral hearing is required, and
- any oral hearing shall be held by the **Committee** (excluding the **Committee Member** who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the

Committee (excluding the **Committee Member** who is the subject of the complaint).

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

26. Functions

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Society's** purposes and the implementation of resolutions approved by any **General Meeting**.

The role and functions of the **Committee** may include:

- Administering, managing, and directing the **Society** to advance its purpose;
- Carrying out the purposes of the **Society**, and use money or other assets to do that;
- Manage the **Society's** financial affairs, including approving the annual financial statements for presentation to the **Members** at the **Annual General Meeting**;
- Delegate responsibility and co-opt **Members** where necessary;
- Ensure that all **Members** follow the **Rules**;
- Decide the times and dates for **General Meetings**, and set the agenda for meetings;
- Set Membership fees, including subscriptions and levies;

All decisions made by the **Committee** shall be by a majority vote. In the event of an equal vote, the **Chairperson** shall have a casting vote.

Decisions of the **Committee** bind the **Society**, unless the **Committee's** power is limited by these **Rules** or by a majority decision of the **Society**.

27. Officers' Duties Mandatory

At all times each **Committee Member**:

- shall act in good faith and in what they believe to be the best interests of the **Society**,
- must exercise all powers for a proper purpose,
- must not act, or agree to the **Society** acting, in a manner that contravenes the Statute or this Constitution,
- when exercising powers or performing duties as a **Committee Member**, must exercise the care and diligence that a reasonable

person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Society**, the nature of the decision, and the position of the **Committee Member** and the nature of the responsibilities undertaken by them,

- 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
- must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

28. Powers

Subject to these **Rules** and any resolution of any **General Meeting** the **Committee** may:

- exercise all the **Society's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Society** in **General Meeting**, and
- enter into contracts on behalf of the **Society** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

29. Conflicts of Interest

A member of the **Committee** and/or of a sub-committee is interested in a matter if the member of the **Committee** and/or sub-committee:

- may obtain a financial benefit from the matter; or
- is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- may have a financial interest in a person to whom the matter relates; or
- is a partner, director, member of the **Committee** and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the **Committee** and/or sub-committee is not interested in a matter:

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

- if the member of the **Committee's** and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other **Members** due to the membership of those **Members**; or
- if the member of the **Committee's** and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the **Committee** in carrying out the member of the **Committee's** and/or sub-committee's responsibilities under the **Act** or the **Rules**; or
- if the member of the **Committee** and/or sub-committee is a member of the committee of a union and the member of the **Committee's** and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

A member of the **Committee** and/or sub-committee who is interested in a matter relating to the **Society** must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- to the **Committee** and/or sub-committee; and
- in an interests register kept by the **Secretary**.

Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.

A member of the **Committee** and/or sub-committee who is interested in a matter:

- must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and
- must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

Committee Meetings:

30. Frequency

The **Committee** shall meet at least quarterly 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 **Secretary**.

31. Procedure

The quorum for Committee meetings is at least two-thirds of the number of **Committee Members**.

Committee meetings may be held via video or telephone conference, or other formats as the **Committee** may decide.

No Committee meeting may be held unless more than half of the **Committee Members** attend.

The **Chairperson** shall chair Committee meetings, or if the **Chairperson** is absent, the **Vice Chairperson** shall chair. If the **Vice Chairperson** is absent, a nominated **Committee Member** may be appointed by either the **Chairperson** or **Vice Chairperson** to chair the Committee meeting.

Decisions of the **Committee** shall be by majority vote.

The **Committee Member** chairing the Committee meeting has a casting vote.

Only **Committee Members** present at a Committee meeting may vote at that Committee Meeting.

The **Committee Member** chairing the Committee meeting shall adjourn the meeting if necessary.

Records:

Register of Membership

The **Membership Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, the type of **Membership**, and any other information required by these **Rules** or prescribed by Regulations under **the Act**.

32. Contents of Register of Members

The information contained in the **Register of Members** shall include each **Member's**:

- postal address
- phone number (landline and/or mobile)
- email address (if any)
- the date the **Member** became a **Member**,

- whether the **Member** is financial or unfinancial

Every **Member** shall promptly advise the **Membership Secretary** of any change of their contact details.

33. Access to Register of Members

With reasonable notice and at reasonable times, the **Membership Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

Finances:

34. Control and Management

The funds and property of the **Society** shall be:

- controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- devoted solely to the promotion of the purposes of the **Society**.

35. Balance Date

The **Society's** financial year shall commence on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

Dispute Resolution:

36. Raising Disputes

Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a grievance or complaint, and the **Committee**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

37. Investigating Disputes

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

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

Rather than investigate and deal with any grievance or complaint, the **Committee** may:

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

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

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **Members'** interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the **Society**).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be advised of all details of the grievance.
- The **Member**, or the **Society** which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- The **Member** complained against must be given an adequate time to prepare a response.
- The **Member** complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **Member** may not make a decision on, or participate as a decision-maker in regard to a grievance or complaint, if two or more **Committee Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the **Society** and the particular case, and may include consideration of facts known by the other **Members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

38. Resolving Disputes

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the **Society** and **Members** shall comply), or
- uphold a complaint and:
 - reprimand or admonish the **Member**, and/or
 - suspend the **Member** from membership for a specified period, or terminate the **Member's** membership, and/or
 - order the complainant (if a **Member**) or the **Member** complained against, to meet any of the **Society's** reasonable costs in dealing with a complaint.

Winding Up:

39. Process

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

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

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

40. Surplus Assets

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

On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets after payment of all debts, costs and liabilities shall be vested in the **Committee**.

However, on winding up by resolution under this rule, the **Society** may approve a different distribution to a different entity from that specified above, so long as the **Society** complies with these **Rules** in all other respects.

Alterations to the Rules:

41. Amending these Rules

The **Society** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a quorum of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be signed by at least a quorum of eligible **Members** and given in writing to the **Secretary** at least 7 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 7 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members**

notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

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

Other:

42. Common Seal

The common seal of the **Society** must be kept in the custody of the **Chairperson**

The common seal may be affixed to any document:

- by resolution of the **Committee**, and must be countersigned by two **Committee Members** or by one **Committee Member** and the **Secretary**,
- by such other means as the **Committee** may resolve from time to time.

43. Contact Person

The **Society's** Contact Officer must be:

- At least 18 years of age, and
- A **Committee Member**, and
- At all times be resident in New Zealand, and
- Not disqualified under the Statute from holding that office and shall be the **Secretary**

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.