

**Constitution of The New Zealand Credit
and Finance Institute Incorporated**

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Constitution of The New Zealand Credit and Finance Institute Incorporated

1. Definitions and interpretation

Definitions

1.1 Unless the context requires otherwise:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members of the Society held once a year convened under this Constitution.

Appointed Board Member means a member of the Board who has been appointed in accordance with clause 9.

Board means the Society's governing body.

Board Member means a member of the Board, including the Chair.

Bylaws means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 22.5.

Casual Vacancy is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

Chair means the Board Member appointed as Chair of the Society under this Constitution.

Constitution means this Constitution as amended including any schedules to this Constitution.

Contact Details means an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for the Society being the person whom the Registrar can contact when needed.

Elected Board Member means a member of the Board who has been elected in accordance with clause 9.

General Meeting means an AGM or SGM of the Society.

Interested has the meaning set out in section 62 of the Act.

Interests Register means the register of disclosures made by Officers kept by the Board.

Matter means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, an agreement or a contract made or entered, or proposed to be made or entered, into by the Society.

Member means each person who is a member of the Society.

Member Register means the register of Members kept under this Constitution.

Notice has the meaning given to it in clause 1.3.

Officer means a Board Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.

Ordinary Resolution means a resolution passed by a majority of votes cast.

President means the president of the Society, elected under this Constitution.

Register means the register of incorporated societies established under the Act.

Registrar means the Registrar of Incorporated Societies.

Regulations means regulations made under the Incorporated Societies Act 2022.

Secretary means the secretary of the Society, elected under this Constitution.

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

Society has the meaning given to it in clause 2.1.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Treasurer means the treasurer of the Society, elected under this Constitution.

Working Day means any day of the week other than:

- (a) Saturday, 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; and
- (b) if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
- (c) a day in the period commencing on 24 December in any year and ending on 5 January in the following year, both days inclusive; and
- (d) the day observed as the anniversary in Auckland.

Interpretation

1.2 Unless the context otherwise requires:

- (a) reference to a person includes any other entity or association recognised by law and vice versa.
- (b) words referring to the singular include the plural and vice versa.
- (c) a reference to:
 - (i) a person includes their executors and administrators.
 - (ii) **writing** includes words printed, typewritten, or otherwise visibly represented, copied, or reproduced including by email. **Written** has a corresponding meaning.

- (iii) statutory provisions is to them as amended or re-enacted.
- (d) all periods of time or notice exclude the days on which they are given.
- (e) time is of the essence.

Notices

- 1.3 Unless specified otherwise in this Constitution any notice or other communication (**Notice**) given under this Constitution must be in writing.
- 1.4 A Notice may be served by email to:
 - (a) Members at the email address in their Contact Details;
 - (b) the Society at info@nzcfi.org.
- 1.5 The Society may change its email address for the purposes of clause 1.4 by giving notice to all Members.
- 1.6 A Notice is deemed served at the time evidenced by the sender's sent email history, unless another party can prove it was not received.

2. Details of Society

Name

- 2.1 The name of the society is The New Zealand Credit and Finance Institute Incorporated (**Society**).

3. Purpose and powers

Purpose

- 3.1 The purposes of the Society are to:
 - (a) Represent and advance the interests of Members operating in the credit and finance industries in New Zealand;
 - (b) Promote best practice, ethical standards, and professionalism within the credit and finance industries in New Zealand;
 - (c) advance and support the practice of credit management in New Zealand by providing education, resources and networking opportunities that empower credit and finance professionals to excel in their roles and advance their careers;
 - (d) Provide a forum for industry collaboration, consultation, and problem-solving on issues affecting the credit and finance industries in New Zealand;
 - (e) Advocate on behalf of the credit and finance industries to government agencies, regulators and other stakeholders, including providing submissions on policy and regulatory developments affecting the credit and finance industries; and
 - (f) Promote public confidence in and understanding of the credit and finance industries, including potential career opportunities in those industries.

No personal benefits

- 3.2 All income, benefit, or advantage must be used to advance the purposes of the Society.
- 3.3 No Member, person associated with a Member, or Board Member 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, any person associated with a Member, or Board Member of any income, benefit, or advantage.
- 3.4 Any payments made to a Member, person associated with a Member, or Board Member must:
- (a) be for goods or services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties; or
 - (b) be in accordance with clause 10.7.
- 3.5 The provisions and effect of clauses 3.2 to 3.4 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

4. Members

Membership application

- 4.1 An application for membership (**Application**) must be in the form required by the Board. All Applications will be decided by the Board, which may accept or decline an Application. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

Membership consent

- 4.2 A person or entity consents to become a Member by:
- (a) signing the Application; and/or
 - (b) by paying the membership fee.

Membership categories

- 4.3 The Members of the Society are:
- (a) **Ordinary Members.** An Ordinary Member has voting rights at a General Meeting and is eligible to be a Board Member; and
 - (b) **Life Members.** Life Membership may be granted in recognition and appreciation of outstanding service by a Member to the Society. Any Member may nominate a Member for Life Membership by giving Notice to the Board setting out the grounds for the nomination. A nomination must not be included as an item of business for a General Meeting unless approved by the Board. A person may only be elected as a Life Member by an Ordinary Resolution at a General Meeting. A Life Member has the membership rights and obligations set

by the Board and in the absence of that has the rights and obligations of an Ordinary Member, except for payment of membership fees.

5. **Membership fees**

5.1 The Board will decide:

- (a) any membership and other fees payable by Members; and
- (b) the due date for those fees.

5.2 Without being released from the obligation to pay, a Member who does not pay their membership or other fees by the due date has no membership rights, but is still bound by this Constitution. If payment is not made within 20 days of the due date the Board may terminate the Member's membership by Notice to the Member.

6. **Cessation of membership**

6.1 A person ceases to be a Member:

- (a) on death or if a body corporate, on receivership or liquidation or if a partnership, on dissolution of the partnership;
- (b) by resignation by giving Notice to the Board;
- (c) on termination of membership under clause 5.2 or from a dispute resolution process in this Constitution.

6.2 A person who ceases to be a Member:

- (a) remains liable to pay all membership and other fees owed to the Society; and
- (b) must return all property of the Society to the Society.

7. **Member Register**

7.1 The Board will ensure an up-to-date Member Register is kept and the register must include:

- (a) each Member's name;
- (b) each Member's Contact Details;
- (c) the date each person became a Member; and
- (d) the name of each person who has ceased to be a Member within the previous 7 years and the date on which each person ceased to be a Member.

7.2 Members must provide Notice to the Board of any change to the details in clause 7.1.

7.3 The Member Register must be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register.

8. Board composition

Role of the Board

- 8.1 The Board must govern, manage, direct, or supervise the operation and affairs of the Society and the Board has full powers to do so.
- 8.2 The name of the Society may be changed by the Board.

Composition of the Board

- 8.3 The Board will consist of:
- (a) No less than six (6) and no more than eight (8) Elected Board Members; and
 - (b) No more than two (2) Appointed Board Members,
- from which number there shall be appointed:
- (i) the President;
 - (ii) the Secretary; and
 - (iii) the Treasurer.
- 8.4 The Board must include a majority of Officers who are Members and/or representatives of body corporates that are Members.

Eligibility

- 8.5 Every Board Member must, in writing:
- (a) consent to be a Board Member; and
 - (b) certify that they are not disqualified from being elected, appointed, or holding office as a Board Member by this Constitution or under section 47 of Act.

9. Election and appointment of Board Members

- 9.1 The Board Members will be elected and appointed as follows:
- (a) before the AGM the Board must call for applications for any vacant Board Member positions;
 - (b) applications are made in the form decided by the Board, indicating if they seek to be Elected Board Members or Appointed Board Members or either. Applications must be received by the Secretary by the date set by the Board and if no date is set, at least 30 days before the AGM;
 - (c) the Board is responsible for:
 - (i) advertising, identifying, and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - (ii) receiving and assessing applications from candidates for appointment as Appointed Board Members, including undertaking enquiries and holding interviews and meetings as it sees fit; and
 - (iii) deciding the candidates to be appointed as Appointed Board Members;

- (d) in determining the Appointed Board Members, the Board will do so based on merit and will take into account the following factors about the candidate and the Board as a whole:
 - (i) the desire for diversity and inclusion on the Board;
 - (ii) their prior experience as a director, trustee, officer, or experience in any other governance role;
 - (iii) their knowledge of and experience in the credit and finance industry, whether in New Zealand or overseas;
 - (iv) their understanding of the legal, regulatory, fiduciary, and ethical obligations of the Board Members;
 - (v) the desire for conflicts of interest on the Board to be minimised; and
 - (vi) the desire for a wide range of knowledge, skills, and experience on the Board;
 - (e) the Board must notify the Members at least five (5) Working Days before the AGM of:
 - (i) the Board's decision regarding any Appointed Board Members it has appointed; and
 - (ii) the names of any other applicants for the vacant positions of Elected Board Members;
 - (f) at the AGM, elections of the Elected Board Members will take place as follows:
 - (i) if there is more than one applicant for any vacant positions, the election will be by secret ballot or any other method of voting required by the Board;
 - (ii) the successful applicant for each contested position is the applicant gaining the highest number of votes. If more than one position is voted on together the successful applicants will be the highest percentage and next highest in descending order to fill the positions available. If there is an equality of votes for any position, a further ballot will be conducted between tied applicants to determine the outcome;
 - (iii) if there is only one applicant for any position, that person will be declared to be elected without the need for a vote.
- 9.2 If there are not enough applicants for the number of vacant Board Member positions then the Board may or may not co-opt persons to fill the vacant Board Member positions at any time during the period before the next AGM. Notwithstanding clause 10.1, any Board Member co-opted under this clause will continue only until the next AGM and this period is disregarded in the calculation of the total term served under clause 10.1.
- 9.3 An applicant may at any time commence or continue a position as an employee of the Society if they are appointed as a Board Member.

10. Board

Term of office

- 10.1 The term of office for Board Members will be two (2) years, commencing from the end of the AGM at which they are elected or appointed and expiring at the end of the relevant AGM. A Board Member may be re-elected or reappointed to the Board for a maximum of two (2) consecutive terms of office.

Casual vacancies

- 10.2 If there is a Casual Vacancy on the Board; and
- (a) the Casual Vacancy arose 6 months or more after the last AGM, the remaining Board Members may:
 - (i) appoint a person of their choice to fill the Casual Vacancy; or
 - (ii) leave the Casual Vacancy unfilled until the next AGM.
 - (b) the Casual Vacancy arose less than 6 months after the last AGM, the remaining Board Members must appoint a person of their choice to fill the Casual Vacancy.
- 10.3 A person appointed to fill a Casual Vacancy of a Board Member will continue until the expiry of the term of the person they replace but only until the next AGM and this period is disregarded in the calculation of the total term served under clause 10.1.

Removal of Board Member

- 10.4 The Board may, by Special Resolution of the Board, remove any Board Member from the Board before the expiry of their term of office if the Board considers that Board Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Board Member. The Board Member who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.
- 10.5 Before considering a motion for removal, the Board Member affected by the motion must be given:
- (a) Notice that a Board meeting is to be held to discuss the motion to remove them and the basis for the motion; and
 - (b) adequate time to prepare a response; and
 - (c) the opportunity prior to the Board meeting to make written submissions; and
 - (d) the opportunity to be heard at the Board meeting.
- 10.6 A person ceases to be a Board Member if:
- (a) the person resigns by delivering a Notice of resignation to the Board;
 - (b) the person is removed from office under this Constitution;
 - (c) the person becomes disqualified from being an officer under section 47(3) of the Act;

- (d) the person dies.

Remuneration and expenses

10.7 Board Members:

- (a) may not be paid any remuneration for their service as a Board Member; and
- (b) may receive full reimbursement for all reasonable expenses incurred by that Board Member on behalf of the Society when authorised by resolution of the Board.

Responsibilities

10.8 The Board is responsible for:

- (a) ensuring the Secretary keeps minutes of General Meetings, Board Meetings and any sub-committee meetings.
- (b) ensuring the Treasurer is keeping the accounting records of the Society in the manner and form required by the Act;
- (c) if the Society is required to have its financial statements audited or reviewed, ensuring that occurs; and
- (d) submitting appropriate financial statements of the Society at each AGM and ensuring any returns are completed,

but may allocate specific tasks among the Board Members.

11. President

- 11.1 The President is elected annually at the AGM. Applications for the position of President must be made in the same manner and at the same time as applications for Elected Board Members under clause 9.
- 11.2 The President holds office for one (1) year until the conclusion of the AGM. The President may be re-elected for further subsequent and consecutive terms of office.
- 11.3 The role of the President is to engage in activities agreed with the Board which may include activities to promote the Society, to promote good relations and communications between members, to promote the reputation and best interests of the Society, and to preside at Society events. The President will chair General Meetings.

12. Secretary

- 12.1 The role of the Secretary is set by the Board and unless otherwise stated the Secretary:
 - (a) attends to all communications to and from the Society;
 - (b) ensures minutes are kept of General Meetings, Board Meetings and any sub-committee meetings.

13. **Treasurer**

13.1 The role of the Treasurer is set by the Board and unless otherwise stated the Treasurer ensures:

- (a) receipt of money paid to the Society and payment of accounts either in accordance with any financial delegations or approved by the Board;
- (b) the accounting records of the Society are kept as required by the Act;
- (c) the Society complies with any requirement to have its financial statements audited or reviewed;
- (d) financial statements are presented at the AGM; and
- (e) any returns are completed.

14. **General Meetings**

Annual General Meeting intervals

14.1 The Society must hold an AGM once a year at the time, date, and place the Board decides, but not more than 6 months after the balance date of the Society and not more than 15 months after the previous AGM.

14.2 The Board must give Members at least 15 working days' Notice of the AGM.

Business of AGM

14.3 The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
- (b) the Board's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) notice of any disclosures of conflicts of interest made by Board Members, including a brief summary of the Matters, or types of Matters, to which those disclosures relate;
- (c) the election of any Board Members;
- (d) the election of the President;
- (e) the appointment of an auditor;
- (f) the announcement of any Appointed Board Members;
- (g) consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM;
- (h) consideration of any other items of business that have been properly submitted for consideration at the AGM.

- 14.4 The Board must receive any proposed motions and other items of business in writing from Members at least 10 Working Days before the date of the AGM.
- 14.5 An agenda containing the business to be discussed at the AGM will be sent by the Board to the Members at least 5 Working Days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

Special General Meeting

- 14.6 A SGM must be called by the Board if it receives a request in writing stating the purpose of the SGM:
- (a) from the Board; or
 - (b) signed by 25% of Members.
- 14.7 The Board must give Members at least 15 Working Days' Notice of the SGM, unless the Board acting reasonably decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- 14.8 A SGM will only consider and deal with the business specified in the request for the SGM.

Method of holding General Meetings

- 14.9 General Meetings must be held by the required quorum of Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).

Quorum

- 14.10 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 20% of the Members who are entitled to vote. The quorum must be present at all times during the General Meeting.
- 14.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time, and place determined by the Chair. If no quorum is achieved at the further AGM, the Members present 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.
- 14.12 If a quorum is not reached within 30 minutes of the scheduled start time of a SGM, the SGM is cancelled.

Control of General Meetings

- 14.13 The President will preside at the General Meeting. If that person is unavailable a Board Member appointed by the Board will preside. In the absence of both of those persons, the Members present will elect a chair of the General Meeting in accordance with clauses 14.15 to 14.17.

Attendance and voting

14.14 The following persons are eligible to attend and speak at General Meetings:

- (a) Ordinary Members; and
- (b) Life Members.

14.15 The voting entitlement for each Member eligible to vote is:

- (a) Each Ordinary Member has one (1) vote; and
- (b) Each Life Member has one (1) vote.

14.16 Voting will generally be conducted by voices or by a show of hands as determined by the Chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.

14.17 Casting votes by electronic means is permitted and the voting process set out in clause 14.16 must allow for that.

Proxy procedures

14.18 Voting by proxy is permitted and the voting process set out in clause 14.16 must allow for that. Where a Member is attending a General Meeting by proxy, written notice of the proxy signed by the Member must be received by the Chair prior to the start of the General Meeting. The form of the proxy is:

I [insert name] of [insert address] being a member of [insert society name] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. [insert if vote is directed] I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].

14.19 Elections of Elected Board Members at an AGM must be undertaken by secret ballot.

14.20 An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

Minutes

14.21 Minutes must be kept of all General Meetings.

Irregularities

14.22 An irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and voting at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.

14.23 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.

14.24 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:

- (a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
- (b) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

Resolution passed in lieu of meeting

- 14.25 A resolution in writing signed or consented to in writing by a 75% majority of Members will be valid as if it had been passed at a General Meeting if the requirements in clauses 14.26 and 14.27 are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.
- 14.26 The Board must ensure that a proposed resolution is sent to Members entitled to vote which contains:
- (a) the date it was circulated to all Members entitled to vote;
 - (b) a statement that the proposed resolution will lapse if it is not passed within 3 months, or any lesser period stated, of the date specified in clause 14.26(a).
- 14.27 The Board must ensure that within 5 Working Days after a resolution is passed under clause 14.25, a copy of the resolution is sent to the address, including an electronic address, of all Members who did not approve the resolution.

15. Board meetings

- 15.1 Board meetings may be called at any time by the Chair or at the request of three (3) Board Members, but generally the Board will meet monthly.
- 15.2 Board meetings must be held by a quorum of Board Members:
- (a) being assembled together at the time and place appointed for the meeting; or
 - (b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (c) by a combination of both of the methods described in sub-clauses (a) and (b).
- 15.3 Except to the extent specified in this Constitution, the Board will regulate its own procedure.

Quorum

- 15.4 The quorum for a Board meeting is 75% of the Board Members.

Chair

- 15.5 At its first meeting following an AGM, the Board must elect a Chair.
- 15.6 The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, another Board Member must be appointed by the Board to undertake the Chair's role during the period of unavailability.

Voting

- 15.7 Each Board Member has one (1) vote. Voting is by voices, or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

Resolution in writing

- 15.8 A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members will be valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

16. Contact Person

- 16.1 The Board must appoint at least one, and a maximum of three (3), persons to be the Society's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of any change in the Contact Person or that person's Contact Details.

17. Duties owed to Society by Officers

- 17.1 An Officer:
- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;
 - (b) must exercise a power as an Officer for a proper purpose;
 - (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
 - (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:
 - (i) the nature of the Society;
 - (ii) the nature of the decision;
 - (iii) the position of the Officer; and
 - (iv) the nature of the responsibilities undertaken by them;
 - (e) must not:
 - (i) agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - (ii) 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's creditors;
 - (f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and

- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:
 - (i) an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

18. Conflicts of interest

18.1 The Board must keep an Interests Register.

18.2 An Officer who is Interested in a Matter relating to the Society must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:

- (a) to the Board as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
- (b) in the Interests Register.

18.3 A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to that Matter;
- (b) must not sign any document in relation to that Matter;
- (c) may take part in any Board discussion and be present at the time of the Board decision, unless the Board decides otherwise;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

18.4 Clauses 18.3(a) or 18.3(b) do not apply to a Board Member in relation to a particular Matter if all members of the Board who are not Interested in the Matter consent to the Interested Board Member acting as referred to in clauses 18.3(a) or 18.3(b).

18.5 Despite clause 18.4, if 50% or more of the Board Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

19. Indemnity and insurance

The Society may indemnify and/or effect insurance for its own current and former Officers, members, and employees as permitted by sections 94 to 98 of the Act.

20. **Finances**

- 20.1 The funds and property of the Society will be controlled and managed by the Board, subject to this Constitution.
- 20.2 The Society's balance date will be 30 June or the date that the Board decides.
- 20.3 The Society must prepare and register financial statements as required by the Act.

21. **Common seal**

The common seal of the Society will be kept in the control of the Board. It may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chair and one other Board Member.

22. **Amendments**

Amendment

- 22.1 This Constitution may only be amended or replaced by Ordinary Resolution at a General Meeting.
- 22.2 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Board may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.
- 22.3 If the Board does not receive any objections from Members within 20 Working Days after the date on which the Notice is sent, or any longer period of time that the Board decides, then the Board may make that amendment. If it does receive an objection, then the Board may not make the amendment.
- 22.4 If any situation arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Board.

Bylaws

- 22.5 The Board may make and amend Bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members. No Bylaw will contravene or be inconsistent with the Act, any other laws, or this Constitution. Bylaws are binding on Members.

23. **Dispute resolution process**

Disputes

- 23.1 The Society may consider, resolve, and/or decide disputes between any one or more Members acting in their capacity as Members and any one or more Officers acting in their capacity as Officers and the Society, that relate to an allegation that:
 - (a) a Member or an Officer has engaged in misconduct; or
 - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

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

How a complaint is made

- 23.2 A Member or an Officer may make a complaint by giving Notice to the Board, or any subcommittee established for this purpose, that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;
 - (b) sets out the allegation to which the dispute relates and who the allegation is against; and
 - (c) sets out any other information reasonably required by the Society.
- 23.3 The Society may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:
- (a) states that the Society is starting a procedure for resolving a dispute under this Constitution; and
 - (b) sets out the allegation to which the dispute relates.

Person who makes complaint has right to be heard

- 23.4 Unless the Society decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:
- (a) the Member has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing, if any, is held before the decision maker; and
 - (d) the Member's written statement or submissions, if any, are considered by the decision maker.
- 23.5 If the Society makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Board Member may exercise that right on behalf of the Society. The Society must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing, if any, is held before the decision maker; and
 - (d) its written statement or submissions, if any, are considered by the decision maker.

Respondent has right to be heard

- 23.6 The Member or Officer who, or the Society which, is the subject of the complaint (**Respondent**) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the Society, a Board Member may exercise the right on behalf of the Society.
- 23.7 A Respondent must be taken to have been given the right if:
- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing, if any, is held before the decision maker; and
 - (e) the Respondent's written statement or submissions, if any, are considered by the decision maker.

Investigating and determining disputes

- 23.8 The Society must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

Circumstances in which a process may not proceed

- 23.9 Despite the content of this clause 23 and any other clause in this Constitution or in the Regulations, the Society may decide not to proceed with a matter if:
- (a) the complaint is trivial: or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
 - (f) there has been an undue delay in making the complaint.

Refer complaint

23.10 The Society may refer a complaint to:

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

Decision makers

23.11 An individual may not act as a decision maker in relation to a complaint if 2 or more members of the decision-making body (whether it is a Board, committee, complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

24. Ending the Society

24.1 The Board must give Notice to all Members of at least 20 Working Days of a proposed motion:

- (a) to remove the Society from the Register;
- (b) for the distribution of the Society's surplus assets; or
- (c) to appoint a liquidator.

24.2 The Notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

24.3 Any resolution for a motion set out in clauses 24.1(a) to 24.1(c) must be passed by a Special Resolution.

24.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities, must be distributed to any other not-for-profit entity or entities that have similar purposes to the Society as determined in accordance with the Act.

25. Transition

25.1 This clause 25 applies to facilitate transition of the Society from the previous rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause will apply to the extent of the inconsistency and the other clause will not.

Transition of Members

25.2 Subject to this Constitution, every Member who or which was a member of the Society and recorded on the Member Register immediately prior to the commencement of this Constitution, will continue as a Member.

Transition of Board Members

- 25.3 Notwithstanding any other provision of this Constitution, every Board Member who was a Board Member of the Society immediately prior to the commencement of this Constitution, will continue as a Board Member until the expiry of their term or as otherwise provided for in this Constitution.

Transition of Bylaws

- 25.4 All Bylaws which were in force immediately prior to this Constitution coming into force will continue in force, unless otherwise decided by the Board. If any of those Bylaws are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit.