

**Evidence Based Eating New Zealand Incorporated
CONSTITUTION**

Name

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

Definitions

2. In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:
'Statute' means the Incorporated Societies Statute 1908 or any Statute which replaces it (including amendments to it from time to time), and any regulations made under the Statute or under any Statute 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.

'Associated Person' means a person who:

- a. may obtain a financial benefit from any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Society) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that Member
- b. may have a financial interest in a person to whom any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Society) relates
- c. is a partner, director, Executive Member, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Society) relates
- d. may be interested in the matter because the Society's constitution so provides.

but no such Member shall be deemed to have any such interest:

- e. merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Statute; or
- f. if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Society due to the membership of those members; or
- g. if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Statute or the Society's constitution; or
- h. if that Member is an Executive Member of a union and that Member'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.

'Chairperson' means the Executive 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).

'Executive' means the Society's governing body.

'Executive Member' means a member of the Executive, including the Chairperson, Secretary and Treasurer.

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

'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 properly admitted to the Society who has not ceased to be a member of the Society.

'Notice' to Members includes any notice given by post, courier, email or electronic means; 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.

'Purpose(s)' means as set out in clause 3.

'Register of Interests' means the register of interests of Executive 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 Executive Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Executive 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 Statute 1908 and any amendment or subsequent substitute legislation and regulations issued under them.

'Strategic Plan' means the strategic goals and related actions for the Society which is developed by the Executive regularly, at least every two years.

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

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

Any legislation named in these Rules includes any amendment or subsequent substitute legislation and regulations issued under them.

'WFPB' means the consumption of a whole-food, plant-based diet.

Purposes

3. The Society is established and maintained exclusively with the principal objective of advancing the overall health and wellbeing of all New Zealanders and their land by ensuring that the consumption of WFPB is commonly recognised and understood by all New Zealanders as the most effective way to eat for the optimal health and wellbeing of people and the environment in which they live. To achieve this objective, the Society may, through the Executive, undertake and promote all or any of the following purposes, as and how the Executive deems appropriate (including any purposes ancillary to those purposes), namely:
 - a. **Research:** To undertake and/or support research to increase knowledge about the benefits of WFPB,
 - b. **Health Promotion:** To create, undertake, support and promote programmes and activities designed to promote health through WFPB, using evidence-based research.
 - c. **Professional Education:** To increase the knowledge and skills of health professionals, educators and policy makers regarding WFPB through educational resources, publications and other means, using evidence-based research, with the aim that all health professionals, educators and policy makers offer WFPB nutrition as the first line option for people with diet-related conditions,
 - d. **Public Awareness:** To raise awareness of WFPB amongst the general public, private organisations and government-related bodies of New Zealand, for example (but not limited to) through the publication, distribution and advertising of resources about the benefits of WFPB, based on evidence-based research, and
 - e. **Co-operation with Other Organisations:** To cooperate with other bodies or organisations both within New Zealand and overseas having objects, purposes or aims similar to or compatible with those of the Society.
4. Any income, benefit, or advantage must be used to advance the Purposes only because the Society is a not-for profit organisation. Pecuniary gain is not a purpose of the Society.
5. 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, that Member or Associated Person of any income, benefit, or advantage.
6. Any payments made to a Member or Associated Person must be for goods and services that advance the Purposes and must be reasonable and relative to payments that would be made between unrelated parties.

Culture and Values

7. The culture and values of the Society is as follows:
 - a. all Members shall co-operate with each other and Statute in good faith, in a caring and positive manner,
 - b. to the extent that is reasonable, Members shall reach decisions on a consensus-basis,
 - c. all Members shall actively promote the interests of the Society, the Purposes and the Strategic Plan and not Statute in any way that discredits or is inconsistent with the interests of the Society, the Purposes and the Strategic Plan,
 - d. all Members shall act in accordance with a 'no surprises' policy, for example (without limitation) being open and honest about any problems or delays individual Members or the Society may be facing,

and these Rules shall be interpreted having regard to those culture and values.

Powers

8. The Society has the power to borrow money for carrying out its Purposes.
9. In addition to its statutory powers, the Society:
 - a. may use its funds to pay the costs and expenses to advance or carry out its Purposes, and to employ or contract with such people as may be appropriate,
 - b. may invest in any investment in which a trustee may lawfully invest, and
 - c. may, to the extent the Executive determines it to be economically reasonable, maintain a policy of Executive Members' liability insurance, on such terms and conditions as may be approved by the Executive.
10. The Members may only use money and other assets if:
 - a. it is for the Purposes,
 - b. it is not for the sole personal benefit of any Member or Associated Member, and
 - c. the use of the money has to be approved and voted on by a majority of Executive Members.

Members

11. The Society shall maintain the minimum number of Members required by the Statute.
12. A Member is an individual or body corporate admitted to membership under these Rules and who or which has not ceased to be a Member.
13. Every applicant for membership must consent in writing to 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 Executive. All applicants must be able to demonstrate to the satisfaction of the Executive that:
 - a. they practice (or are interested in practising) WFPB,
 - b. they are concerned for the health of the people and the land of New Zealand,
 - c. they want to make a positive health change within New Zealand's society, and
 - d. they will act in accordance with the culture and values of the Society in clause 7.
14. The Executive may accept or decline an application for membership. The Executive must advise the applicant of its decision (but is not required to provide reasons for that decision).

Obligations and rights

15. 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.
16. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

Other obligations and rights

17. All Members (including Executive Members) shall act in accordance with the culture and values of the Society in clause 7.
18. 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 is liable for an obligation of the Society by reason only of being a Member.
19. Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
20. The Executive 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.

Subscriptions and fees

21. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the Executive (which can also decide that payment be made by periodic instalments). The initial fees at incorporation are:
 - a. For Members who are health professionals (as determined by the Executive): \$30 per year,

- b. For Members who are students or beneficiaries or are aged under 18 years of age (being represented by a guardian): \$10 per year, and
 - c. For Members who are aged over 18 years of age and do not fall under paragraphs (a) and (b) above: \$20 per year.
- 22. Any Member failing to pay the subscription (including any periodic payment), any levy, or any capitation fees, within 2 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 3 months of the due date for payment of the subscription, any other fees, or levy the Executive may terminate the Member's membership (without being required to give prior notice to that Member).

Ceasing to be a member

- 23. A Member ceases to be a Member:
 - a. on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership),
 - b. by resignation by notice in writing to the Secretary,
 - c. upon receiving notice in writing that the Executive has determined the Member no longer meets the criteria of Membership set out in clause 13, or
 - d. 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 date stated in the notice of the Executive, or termination of membership following a dispute resolution process under these Rules.

Obligations on resignation

- 24. A Member who resigns or whose membership is terminated under these Rules:
 - a. remains liable to pay all subscriptions and other fees to the Society's next balance date,
 - b. shall cease to hold himself or herself out as a Member of the Society, and
 - c. shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals), and
 - d. shall cease to be entitled to any of the rights of a Society Member.

Becoming a member again

- 25. 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 Executive.
- 26. 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 Executive.

General meetings

Annual General Meetings

- 27. An Annual General Meeting shall be held once a year on a date and at a location determined by the Executive and consistent with any requirements in the Statute, and the Rules relating to the procedure to be followed at General Meetings shall apply. The Annual General Meeting may be held in December, unless there is some unforeseen circumstance. The Annual General Meeting can be held via online if parties are unable to attend in person. The month of the meeting can be changed at any time to fit the needs of the members.
- 28. The business of an Annual General Meeting shall be to:
 - a. confirm the minutes of previous General Meeting(s),
 - b. adopt the annual report on Society business and the Strategic Plan,
 - c. adopt the Treasurer's report on the finances of the Society, and the annual financial statements,
 - d. set any subscriptions for the current financial year,
 - e. consider any motions, and
 - f. consider any general business.
- 29. The Executive must, at each Annual General Meeting, present the following information:
 - a. an annual report on the affairs of the Society during the most recently completed accounting period,

- b. the annual financial statements for that period,
- c. any new Strategic Plan, and
- d. notice of any disclosures of conflicts of interest made by Executive Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

30. No review or audit of the annual financial statements is required unless a review or audit is requested by 20% of the Executive voting at any properly convened meeting.

Special General Meetings

- 31. Special General Meetings may be called at any time by the Executive by resolution. The Executive must call a Special General Meeting if the Secretary receives a written request signed by at least 75 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 32. The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Executive's resolution or the written request by Members for the Meeting.

General Meetings

- 33. The Executive shall give all Members at least 5 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 34. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 35. While all financial Members may attend and speak at General Meetings, any resolutions that are passed at General Meetings are indicative to the Executive of the Members' wishes but they are not binding on the Executive, except where required by law. If the law requires that Members vote on a matter, then all financial Members may attend, speak and vote at General Meetings:
 - a. in person in any forum permitted under clause 38, or
 - b. 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 Secretary before the commencement of the General Meeting, or
 - c. through the authorised representative of a body corporate as notified to the Secretary, and
 - d. no other proxy voting shall be permitted.
- 36. No General Meeting may be held unless at least 20 percent of eligible financial Members attend. This will constitute a quorum.
- 37. 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.
- 38. 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.
- 39. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect the Vice Chairperson, or in their absence another Executive Member, to chair that meeting
- 40. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 41. Any person chairing a General Meeting may:
 - a. With the consent of any 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.
 - b. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
 - d. The Executive may put forward motions for the Society to vote on ('**Executive Motions**'), which shall be notified to Members with the notice of the General Meeting.

- e. Any Member may request that a motion be voted on ('**Member's Motion**') at a General Meeting, by giving notice to the Secretary at least 10 Clear Days before that meeting. The Member may also provide information in support of the motion ('**Member's Information**').

42. Minutes must be kept by the Secretary of all General Meetings.

Executive

43. The Executive will consist of no less than three and no more than ten Executive Members who are:

- a. Members,
- b. natural persons, and
- c. not disqualified by these Rules or the Statute.

44. The Executive will include:

- a. a Chairperson,
- b. a Vice Chairperson,
- c. a Secretary and a Treasurer, who may be the same person, and
- d. such other Executive Members as may be determined by the Executive from time to time provided there are not more than the number of Executive Members permitted by clause 43.

Qualifications

45. Prior to appointment, every Executive Member must consent in writing to be an Executive Member and certify in writing that they are not disqualified from being appointed or holding office as an Executive Member by these Rules or the Statute.

46. The following persons are disqualified from being appointed or holding office as an Executive Member:

- a. a person who does not practice WFPB,
- b. a person who is under 18 years of age,
- c. a person who is an undischarged bankrupt,
- d. 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,
- 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. an offence under subpart 6 of Part 4, Crimes Act 1961
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- 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.
- g. a person who is disqualified from being an Executive Member at law.

Appointment

47. The appointment of Executive Members shall be conducted as follows:

- a. At least fourteen Clear Days before the date of the Annual General Meeting, the Secretary shall give Notice to all Members calling for nominees to fulfil any known vacancies of Executive Members.
- b. Nominations must be made in writing to the Secretary at least five Clear Days before the date of the Annual General Meeting. Only financial Members who are not disqualified from being appointed or holding office as an Executive Member by these Rules or the Statute may be nominated.
- c. 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.

- d. Any resolution to appoint a new Executive Member must be passed by a majority of all Executive Members who are on the Executive as at the Annual General Meeting and who are continuing on the Executive following the Annual General Meeting.
- e. 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.
- f. The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- g. In the event of any vote being tied, the tie shall be resolved by the chairperson presiding over the Annual General meeting.
- h. The Executive may at any time appoint a Member either to fill a vacancy or be an additional or an alternate Executive Member until the next Annual General Meeting (or earlier if the additional or alternate Executive Member is no longer needed).

Term and Rotations

- 48. Subject to clause 50, the term of office for all Executive Members shall be 3 years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Executive Member's term of office. No Executive Member shall serve for more than 2 consecutive terms unless the majority of the Executive determines otherwise.
- 49. At the first Annual General Meeting all Executive Members shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Executive Members for the time being or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. The Executive Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Executive Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 50. The Chairperson shall be in that role for a term of 12 months, expiring at the end of the Annual General Meeting at the end of that term. No Chairperson shall serve for more than 3 consecutive terms unless the majority of the Executive determines otherwise.

Removal

- 51. Where a complaint is made about the actions or inaction of an Executive Member (and not in the Executive Member's capacity as a Member of the Society) the following steps shall be taken:
 - a. The Executive Member who is the subject of the complaint, must be advised of all details of the complaint.
 - b. The Executive Member who is the subject of the complaint, must be given adequate time to prepare a response.
 - c. The complainant and the Executive 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 Executive (excluding the Executive Member who is the subject of the complaint) if it considers that an oral hearing is required.
 - d. Any oral hearing shall be held by the Executive (excluding the Executive Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive (excluding the Executive Member who is the subject of the complaint).
- 52. If the complaint is upheld the Executive Member may be removed from the Executive by a resolution of the Executive, in either case passed by a two-thirds majority of those present and voting.

Cessation of Executive Membership

- 53. An Executive Member shall be deemed to have ceased to be an Executive Member if that person ceases to be a Member or that person is absent without permission of the Executive for missing three consecutive meetings of the Executive. Each Executive Member shall within 5 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Society held by such former Executive Member.
- 54. From the end of each Annual General Meeting until the end of the next, the Society shall be governed by the Executive, which shall undertake and promote all or any of the Purposes.

55. If a person ceases to be an Executive Member, that person must within one month give to the Executive all Society documents and property in that person's possession.

Executive Members' duties Mandatory

56. At all times each Executive Member:

- a. shall Statute in good faith and in what he or she believes to be the best interests of the Society,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the Society acting, in a manner that contravenes the Statute or this Constitution,
- d. when exercising powers or performing duties as an Executive 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 Executive Member and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- f. must not agree to the Society incurring an obligation unless 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.

57. The Chairperson is responsible for:

- a. Ensuring that the Rules are followed,
- b. Convening Meetings and establishing whether or not a quorum is present,
- c. Chairing Meetings, deciding who may speak and when,
- d. Overseeing the operation of the Society, and
- e. Providing a report on the operations and the Strategic Plan of the Society at each Annual General Meeting.

58. Unless otherwise decided by the Executive, the Secretary is responsible for:

- a. Recording the minutes of Meetings,
- b. Keeping the Register of Members,
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function,
- d. Receiving and replying to correspondence as required by the Executive,
- e. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting, and
- f. Advising the Registrar of Incorporated Societies of any rule changes.

59. Unless otherwise decided by the Executive, the Treasurer is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained,
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d),
- c. Providing a financial report at each Annual General Meeting, and
- d. Providing financial information to the Executive as the Executive determines.

Powers of Executive

60. Decisions of the Executive bind the Society, unless the Executive's power is limited by these Rules or by the Statute or other law.

61. Subject to these Rules, the Executive may:
- a. exercise all the Society's powers, other than those required by the Statute or by these Rules or to be exercised by the Society in General Meeting, and
 - b. enter into contracts on behalf of the Society or delegate such power to an Executive Member, sub-committee, employee, or other person.

Sub-Committees

62. The Executive 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:
- a. the quorum of every sub-committee is half the members of the sub-committee,
 - b. no sub-committee shall have power to co-opt additional members,
 - c. a sub-committee must not commit the Society to any financial expenditure without express authority, and
 - d. a sub-committee must not further delegate any of its powers.

General issues

63. The Executive and any sub-committee may act by resolution approved in the course of a telephone or electronic conference call (such as Zoom) 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 meeting.
64. Other than as prescribed by the Statute or these Rules, the Executive or any sub-committee may regulate its proceedings as it thinks fit.
65. Subject to the Statute and these Rules, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
66. The Executive may invite advisors to attend meetings to assist the Society with furthering the Purposes. They will have no voting rights.

Conflicts of interest

67. A Member of the Executive and/or of a sub-committee is interested in a matter if the Member of the Executive and/or sub-committee:
- a. may obtain a financial benefit from the matter,
 - b. 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,
 - c. may have a financial interest in a person to whom the matter relates, or
 - d. is a partner, director, member of the Executive 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.
68. However, a Member of the Executive and/or sub-committee is not interested in a matter—
- a. merely because the member of the Executive and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Statute,
 - b. if the member of the Executive'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
 - c. if the member of the Executive'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 Executive in carrying out the member of the Executive's and/or sub-committee's responsibilities under the Statute or the Rules.
69. A member of the Executive 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)—
- a. to the Executive and/or sub-committee, and
 - b. in an interests register kept by the Executive.

70. Disclosure must be made as soon as practicable after the member of the Executive and/or sub-committee becomes aware that they are interested in the matter.
71. A member of the Executive and/or sub-committee who is interested in a matter—
- a. must not vote or take part in the decision of the Executive and/or sub-committee relating to the matter, and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the matter, but
 - c. may take part in any discussion of the Executive and/or sub-committee relating to the matter and be present at the time of the decision of the Executive and/or sub-committee (unless the Executive and/or sub-committee decides otherwise).
72. However, a member of the Executive and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Executive meetings

73. The Executive shall meet at least every second month or 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.
74. The Chairperson shall chair Executive meetings, or if the Chairperson is absent, the Vice Chairperson shall chair that meeting. Any person chairing an Executive Meeting has a deliberative and, in the event of a tied vote, a casting vote.
75. Decisions of the Executive shall be by majority vote.
76. No Executive meeting may be held unless more than half of the Executive Members attend. Only Executive Members present at an Executive Meeting may vote at that Meeting.
77. The Chairperson or his nominee shall adjourn the meeting if necessary. If within half an hour after the time appointed for an Executive meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson (or nominee), and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may adjourn the same 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.
78. Subject to these Rules, the Executive may regulate its own practices.

Registers

Register of members

79. The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Statute.
80. The information contained in the Register of Members shall include each Member's:
- a. postal address,
 - b. phone number (landline and/or mobile),
 - c. email address (if any),
 - d. the date the Member became a Member, and
 - e. whether the Member is financial or unfinancial.
81. Every Member shall promptly advise the Secretary of any change of their contact details.
82. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Executive 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.

Register of interests

83. The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Executive Members.

Finances

84. The funds and property of the Society shall be:
- a. controlled, invested and disposed of by the Executive, subject to these Rules, and
 - b. devoted solely to the promotion of the purposes of the Society.
85. The Society's financial year shall commence on 31 March of each year and end on 31 March (the latter date being the Society's balance date).

Dispute resolution

Raising disputes

86. 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 Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
87. The complainant raising a grievance or complaint, and the Executive, 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.

Investigating disputes

88. 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."
89. These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
90. Rather than investigate and deal with any grievance or complaint, the Executive may:
- a. appoint a sub-committee to deal with the same, or
 - b. 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.
91. The Executive or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
92. The decision-maker:
- a. shall consider whether to investigate and deal with the grievance or complaint, and
 - b. 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).
93. Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- a. The complainant and the Member, or the Society which is the subject of the grievance, must be advised of all details of the grievance.
 - b. The Member, or the Society which is the subject of the grievance, must be given an adequate time to prepare a response.
 - c. 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.
 - d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
94. Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- a. The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
 - b. The Member complained against must be given an adequate time to prepare a response.

- c. 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.
- d. Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

95. 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 Executive 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.

Resolving disputes

96. The decision-maker may:

- a. dismiss a grievance or complaint,
- b. uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), or
- c. uphold a complaint and:
 - i. reprimand or admonish the Member, and/or
 - ii. suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
 - iii. 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

Process

97. The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Statute. 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 Executive 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 two-thirds majority of all Members present and voting.

Surplus assets

98. If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes in section 5(1) of the Charities Act 2005.

Alterations to the Rules

99. The Society may amend or replace these Rules at a General Meeting by:

- a. If the law requires, a resolution passed by a 75% majority of those Members present and voting;
- b. otherwise, a resolution passed by a 75% majority of those Executive Members present and voting.

100. Any proposed motion to amend or replace these Rules shall be proposed by the Executive given in writing to the Secretary at least 10 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.

101. At least 5 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 Executive has.

102. 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 Statute for registration, and shall take effect from the date of registration.

Common seal

103. If required by law, the Society will have a common seal. The common seal of the Society must be kept in the custody of an Executive Member. The common seal may be affixed to any document:

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

Contact person

104. The Society's Contact Officer must be:

- a. At least 18 years of age,
- b. An Executive Member,
- c. At all times, be resident in New Zealand,
- d. Not disqualified under the Statute from holding that office, and
- e. Appointed by the Executive.

105. Any change in that Contact Officer or that person's name or 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.

Bylaws

106. The Executive 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 shall be inconsistent with the Statute, regulations made under the Statute, or these Rules.

Statute and Regulations

107. Notwithstanding anything in these Rules, the Society shall not be permitted to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other law.

Registered office

108. The Registered Office of the Society shall be at such place in New Zealand as the Executive 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.