

Constitution of the Hawke's Bay Branch of the Royal Society of New Zealand Incorporated

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1. Definitions and interpretation

Definitions

1.1 Unless the context requires otherwise:

Society has the meaning given to it in clause 2.1.

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.

Bylaws means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 18.6.

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

Council means the Society's governing body.

Council Member means a member of the Council and an Officer as that term is defined in the Act and used in 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 Council Member means a member of the Council 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 (in general terms "may obtain a financial benefit from").

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

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 Council 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.

Special Resolution means a resolution passed by a 67% 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 Hawke's Bay.

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 secretary@hawkesbay.rsnzbranch.org.nz.
- 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 Hawke's Bay Branch of the Royal Society of New Zealand Incorporated (**Society**).

Charitable status

- 2.2 The Society is already and intends to remain registered as a charitable entity under the Charities Act 2005.

Registered office

- 2.3 The Registered Office of the Society shall be Hawke's Bay Museums Trust, Ruawharo Tā-ū-rangi, 1 Tennyson Street, Napier, or any other place in New Zealand as the Council from time to time determines.
- 2.4 Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered office is due to take effect, and in a form and as required by the Act.

3. Purpose and powers

Purpose

- 3.1 The Society is established and maintained exclusively for the following charitable purposes, including any purposes ancillary to them:
 - (a) The advancement of the public understanding of science, technology and the humanities in Hawke's Bay, particularly through the delivery of lectures to members and the general public.
 - (b) The support of teaching of science, technology, engineering and mathematics (STEM) subjects in schools.

Powers

3.2

- (a) To act as necessary or desirable for the proper conduct of the Society and the furtherance of its purpose.
- (b) To remunerate any person or entity for services rendered to the Society or for property acquired by the Society.
- (c) To enter into contracts with any person or entity for any of the purposes of the Society.
- (d) To purchase, lease or hire any land or premises for the purpose of a museum or lecture room or for any purpose consistent with the purpose of the Society.
- (e) To develop, lease, sell, exchange or gift all or any of the property rights or assets of the Society.
- (f) To accumulate monetary funds and invest money not immediately required in such a manner as may be determined by the Council from time to time.
- (g) To pay all expenses necessary for the Society's formation, registration, promotion, operation and activities consistent with the purpose of the Society.
- (h) To insure the Society, its Officers, members and invitees against any loss or damage for which the Society may become liable.

Restrictions on powers

- 3.3 The Society does not have the power to borrow money

No personal benefits

- 3.4 The income and property of the Society from whatever source shall be applied solely toward the promotion of the purposes of the Society, and no portion of its funds shall be paid or transferred directly or indirectly to members of the Society except as allowed by this Constitution.

- 3.5 Any payments made to a Member, person associated with a Member, or Council Member must:

- (a) be for reimbursement of actual and reasonable expenses incurred; or
- (b) 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

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

- 3.6 The provisions and effect of clauses 3.4 and 3.5 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

Act and Regulations

- 3.7 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

4. Members

Minimum number of members

- 4.1 The Society shall maintain a minimum of fifteen members or the minimum number of Members required by the Act, whichever is the larger

Membership application

- 4.2 An application for membership (**Application**) must be in the form required by the Council. All decisions on membership shall be made by the Council, 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

- 4.3 A person or entity consents to become a Member by completing and signing a Membership Application Form (which may be electronic) and by paying the membership fee.

Membership categories

- 4.4 The Members of the Society are:
- (a) Ordinary members who shall be persons aged eighteen and above and entitled to all the privileges of the Society. An Ordinary Member has voting rights at a General Meeting and is eligible to be a Council Member;
 - (b) Junior members who shall be persons under the age of eighteen years and who shall be entitled to all the privileges of the Society except that they shall not be entitled to vote at any of the meetings of the Society or be a Council Member.
 - (c) Life Members. Life Membership may be granted in recognition and appreciation of outstanding service by a Member to the Society. Life members shall be those elected by Council and confirmed by an Annual General Meeting provided that the number so elected in any one year shall not exceed one and provided further that the total number of honorary members at any one time shall not be more than five. A Life Member has the rights and obligations of an Ordinary Member, except for payment of membership fees;
 - (d) Corporate members who shall be any entity whose objects are related to that of this Society and who shall have all the privileges of ordinary membership through a representative duly appointed by the entity concerned. Corporate Members shall (without limitation) include any local authority, institute of learning or organisation whose purpose shall be considered by the Society as concerned with the furtherance of the purpose of the Society.

Members' obligations and rights

- 4.5 Every Member shall provide the Society in writing with that Member's name and contact details (namely, email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- 4.6 Members shall do nothing to bring the Society into disrepute.
- 4.7 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member is liable for an obligation of the Society by reason only of being a Member.
- 4.8 Any Corporate Member shall provide the Council, in writing, 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.
- 4.9 The Council may decide what rights membership of the Society confers.

Members have no right to property of the Society

- 4.10 Membership of the Society does not confer on a member any right, title, or interest, either legal or equitable, in the property of the Society.

5. Membership fees

- 5.1 The Council will decide:
- (a) any membership and other fees payable by Members;
 - (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 six months of the due date, the Council may terminate the Member's membership.

6. Cessation of membership

- 6.1 A person 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 giving Notice to the Council;
 - (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) may not participate or vote in any General Meeting;
 - (b) may not be a Council Member;
 - (c) must return all property of the Society to the Society.

7. Member Register

- 7.1 The Council 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 Council of any change to the details in clause 7.1.
- 7.3 The Member Register must be updated as soon as practicable after the Council becomes aware of changes of the information recorded in the Member Register.

8. Council composition

Role of the Council

- 8.1 The Council must govern, manage, direct, or supervise the operation and affairs of the Society and the Council has full powers to govern, manage, direct and supervise the management of, the operation and affairs of the Society.
- 8.2 The name of the Society may only be changed by an Ordinary Resolution at a General Meeting. The Council may not apply to the Registrar to change the name unless that Ordinary Resolution has been passed.

Composition of the Council

- 8.3 The Council will consist of:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer (who may be the same person as the Secretary); and
 - (e) no more than eight other Elected Council Members.

Eligibility

- 8.4 Every Council Member must, in writing:
- (a) consent to be a Council Member; and
 - (b) certify that they are not disqualified from being elected or holding office as a Council Member by this Constitution or under section 47 of Act or under section 16 of the Charities Act 2005.
- 8.5 Such consent and certification may be given using a template issued by the Incorporated Societies Registrar, such as shown in schedule 1.

8.6 Each consent and certificate shall be retained in the Society's records.

9. Election of Council Members

9.1 Council Members will be elected as follows:

- (a) before the AGM the Council must call for applications for any Council Member positions;
- (b) applications may be made at any time before the AGM and at the AGM itself;
- (c) at the AGM, if there is more than one applicant for any position, the election will be by secret ballot;
- (d) 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 the tied applicants to determine the outcome;
- (e) 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 Council Member positions then the Council may or may not co-opt persons to fill the Council Member positions at any time during the period before the next AGM. Notwithstanding clause 10.1, any Council 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.

10. Council

Term of office

10.1 The term of office for Council Members will be two years, commencing from the end of the AGM at which they are elected and expiring at the end of the relevant AGM. A Council Member may be re-elected to the Council for any number of consecutive terms of office.

Removal of Council Member

10.2 The Council may, by Special Resolution of the Council, remove any Council Member from the Council before the expiry of their term of office if the Council considers that Council Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Council Member. The Council 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.

10.3 Before considering a motion for removal, the Council Member affected by the motion must be given:

- (a) Notice that a Council 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 Council meeting to make written submissions; and
- (d) the opportunity to be heard at the Council meeting.

10.4 A person ceases to be a Council Member if:

- (a) The person ceases to be a Member of the Society;
- (b) the person resigns by delivering a Notice of resignation to the Council;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act;
- (e) the person becomes disqualified from being an officer under the Charities Act 2005;
- (f) the person dies; or

Remuneration and expenses

10.5 Council Members:

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

Responsibilities

10.6 The Council is responsible for:

- (a) keeping an up to date register of the Society's members;
- (b) ensuring minutes are kept of General Meetings, Council Meetings and any sub-Council meetings;
- (c) ensuring the accounting records of the Society are kept in the manner and form required by the Act;
- (d) if the Society is required to have its financial statements reviewed, ensuring that occurs;
- (e) submitting appropriate financial statements of the Society at each AGM; and
- (f) ensuring any returns required under the Act or the Charities Act 2005 are completed.

10.7 Council may decide to delegate specific responsibilities to individual Council Members.

President

10.8 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 Council Members under clause 9.

- 10.9 The President holds office for one year until the conclusion of the AGM. The President may be re-elected, subject to a maximum of three consecutive terms of office.
- 10.10 The role of the President is to engage in activities agreed with the Council 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 and chair General Meetings.

Vice President

- 10.11 The Vice-President is elected annually at the AGM. Applications for the position of Vice-President must be made in the same manner and at the same time as applications for Elected Council Members under clause 9.
- 10.12 The Vice-President holds office for one year until the conclusion of the AGM. The Vice-President may be re-elected, subject to a maximum of three consecutive terms of office.
- 10.13 The role of the Vice-President is to undertake any responsibility or exercise any power of the President when asked by the President (or in his or her absence, by the Council) to do so.

Secretary

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

Treasurer

- 10.15 The role of the Treasurer is set by the Council and unless otherwise stated the Treasurer ensures:
- (a) receipt of money paid to the Society;
 - (b) payments are made only as approved by the Council;
 - (c) payments are authorised by two Council members, one of whom may be the Treasurer;
 - (d) the accounting records of the Society are kept as required by the Act and are balanced to the end of its financial year;
 - (e) the Society complies with any requirement to have its financial statements reviewed; and
 - (f) financial statements at presented at the AGM.

11. General Meetings

Annual General Meeting intervals

- 11.1 The Society must hold an AGM once a year at the time, date, and place the Council decides, but not more than 6 months after the balance date of the Society and not more than 15 months after the previous AGM.
- 11.2 The Council must give Members at least ten days' Notice of the AGM.

Business of AGM

- 11.3 The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Council'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 Council Members, including a brief summary of the Matters, or types of Matters, to which those disclosures relate;
 - (c) the election of any Council Members;
 - (d) the election of the President and the Vice-President;
 - (e) consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (f) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 11.4 The Council must receive any proposed motions (other than the nomination of a Council Member as in 9.1) and other items of business in writing from Members at least seven days before the date of the AGM.
- 11.5 An agenda containing the business to be discussed at the AGM will be sent by the Council to the Members at least ten days before the date of the AGM.

Special General Meeting

- 11.6 A SGM must be called by the Council if it receives a request in writing stating the purpose of the SGM:
- (a) from the Council; or
 - (b) signed by ten of Members.
- 11.7 The Council must give Members at least ten days' Notice of the SGM, unless the Council 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.
- 11.8 A SGM will only consider and deal with the business specified in the request for the SGM.

Method of holding General Meetings

- 11.9 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 of a General Meeting

- 11.10 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 fifteen of the Members who are entitled to vote.
- 11.11 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.
- 11.12 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

- 11.13 The President or Vice-President will chair the General Meeting. If neither is unavailable a Council Member appointed by the Council will chair.
- 11.14 Only Ordinary and Life Members are eligible to attend and speak at General Meetings:
- 11.15 The voting entitlement for each Member eligible to vote is one member one vote.
- 11.16 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.
- 11.17 An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

Minutes

- 11.18 Minutes must be kept of all General Meetings.

Irregularities

- 11.19 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.
- 11.20 An accidental omission to give notice of a General Meeting to a Member, or a failure of a Member to receive notice of a General Meeting, does not invalidate the proceedings at that General Meeting.
- 11.21 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

11.22 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 11.23 and 11.24 are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

11.23 The Council 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 11.23 (a).

11.24 The Council must ensure that within five Working Days after a resolution is passed under clause 11.22 a copy of the resolution is sent to the address, including an electronic address, of all Members who did not approve the resolution.

12. Council meetings

12.1 Council meetings may be called at any time by the President or by five Council Members, but generally the Council will meet once every three months.

12.2 Council meetings must be held by a quorum of Council 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, audio-visual link, or other electronic communication; or
- (c) by a combination of both of the methods described in sub-clauses (a) and (b).

12.3 Except to the extent specified in this Constitution, the Council will regulate its own procedure.

Quorum of a Council meeting

12.4 The quorum for a Council meeting is half the number of elected and co-opted Council Members.

Voting

12.5 Each Council Member has one vote. Voting is by voices, or on request of any Council 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

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

13. Contact Person

- 13.1 The Council must appoint at least one, and a maximum of three, persons to be the Society's Contact Person.
- 13.2 Each Contact Person must be at least 18 years old and ordinarily resident in New Zealand.
- 13.3 The Council must advise the Registrar of any change in the Contact Person or that person's Contact Details.

14. Duties owed to Society by Officers

- 14.1 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.

15. Conflicts of interest

- 15.1 The Council must keep an Interests Register.
- 15.2 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 Council as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and
 - (b) in the Interests Register.
- 15.3 An Officer who is Interested in a Matter:
- (a) must not vote or take part in a decision of the Council relating to that Matter;
 - (b) must not sign any document in relation to that Matter;
 - (c) may take part in any Council discussion and be present at the time of the Council decision, unless the Council 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.
- 15.4 Clause 15.3(a) or 15.3(b) do not apply to an Officer in relation to a particular Matter if all members of the Council who are not Interested in the Matter consent to the Interested Officer acting as referred to in clauses 15.3(a) or 15.3(b).
- 15.5 Despite clause 15.4, if 50% or more of the Council Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

16. Indemnity and insurance

- 16.1 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.

17. Finances

- 17.1 The funds and property of the Society will be controlled and managed by the Council, subject to this Constitution.
- 17.2 The Society's balance date will be 31 March or the date that the Council decides.
- 17.3 The Society must prepare and register financial statements as required by the Act.
- 17.4 If required by the Act or the Charities Act 2005, or any other applicable law, the Society's financial statements must be reviewed each year by a qualified person independent of the Society and appointed by the Council. If no such requirement exists, the Council may nonetheless decide to have the financial statements reviewed.

18. Amendments

Amendment

- 18.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.
- 18.2 No amendment to this Constitution will be approved if it is in conflict with clause 2.2 or clauses 3.5 to 3.7.

Minor Amendments

- 18.3 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 Council 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.
- 18.4 If the Council 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 Council decides, then the Council may make that amendment. If it does receive an objection, then the Council may not make the amendment.
- 18.5 If any situation arises that, in the opinion of the Council, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Council.

Bylaws

- 18.6 The Council 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.

19. Dispute resolution process

Disputes

- 19.1 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 of 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

- 19.2 A Member may make a complaint by giving Notice to the Council that:

- (a) states that the Member 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.

19.3 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

19.4 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.

19.5 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 Council 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

19.6 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 Council Member may exercise the right on behalf of the Society.

19.7 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

- 19.8 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

- 19.9 Despite the content of this clause 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;
 - (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

- 19.10 The Society may refer a complaint to:
- (a) a subcouncil or an external person to investigate and report; or
 - (b) a subcouncil, 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

- 19.11 An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is the Council, complaints subcouncil, 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.

20. Winding up

- 20.1 The Council must give Notice to all Members of at least 30 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.
- 20.2 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.
- 20.3 Any resolution for a motion set out in clauses 20.1(a) to 20.1(c) must be a Special Resolution.
- 20.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities:
- (a) must not be paid or distributed to any members or individuals; and
 - (b) may be paid or distributed to any other not-for-profit entity in New Zealand which is exclusively charitable and which has similar purposes to the Society, with preference being given to entities in Hawke's Bay.
- 20.5 Any surplus assets not paid or distributed under section 20.4(b) shall become the property of The Royal Society Of New Zealand, or its successor.

21. Transition

- 21.1 This clause 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

- 21.2 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 Council Members

- 21.3 The Council established under the previous rules will continue.

Transition of Bylaws

- 21.4 All Bylaws which were in force immediately prior to this Constitution coming into force will continue in force, unless otherwise decided by the Council. If any of those Bylaws are inconsistent with this Constitution (whether in whole or in part), the Council will determine the matter as it sees fit.
- 21.5 In the year following the adoption of this Constitution the Council may:
- (a) amend any requirement for, and/or the date by which this Constitution requires, anything to be done to facilitate transition of the Society to this Constitution;
 - (b) decide any matter arising, including where such matter would normally be or is required to be guided or determined by a Bylaw or policy or process and that Bylaw or policy or process is not yet in place or does not yet exist.

Schedule 1

Consent and certificate of officer

Section 47 Incorporated Societies Act 2022

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Society name

Registration number or NZBN (complete this field only if this consent relates to an existing society)

NOTES FOR OFFICERS

Ensure that you meet the qualification criteria for being an officer of this society before signing this consent form (see the qualification criteria on page 2). By signing this consent, you also consent to these details being added to the Incorporated Societies Register for this society. Your contact address and email address will only be visible to, and used by, the Registrar – they will not be displayed on the public register. Remember to advise the society any time these details change.

NOTES FOR SOCIETIES

You won't be asked to upload a copy of this consent and certificate to the Incorporated Societies Register but you must keep a copy in your records.

Officer's details

Provide your full legal name as it appears on a form of identification, such as your driver licence or NZ passport.

First name

Middle name(s)

Last name

Are you a member of this society? ☐ Yes☐ No

Contact address – This must be a street address that you use, it can't be a PO Box or DX address

Street number & name

Qty

Post code

Country

Contact email address

Date elected or appointed

Officer's declaration

I consent to be an officer of the above society and certify that I am not disqualified from being appointed or holding office as an officer of a society.

.....
(Signature)

Date signed

Consent and certificate of officer

Qualification criteria

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Before signing this consent form, ensure that you meet the qualification criteria set out in [section 47 of the Incorporated Societies Act 2022](#).

1. Every officer of a society must be a natural person.
2. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society:
 - a. a person who is under 16 years of age
 - b. a person who is an undischarged bankrupt
 - 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
 - d. a person who is disqualified from being an officer of a charitable entity under the Charities Act 2005
 - 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 of the Incorporated Societies Act 2022
 - 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 under section 22(2) of the Incorporated Societies Act 2022
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs i. to iv.
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
 - f. a person who is subject to any of the following orders:
 - i. a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - iv. 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 subject to an order that is substantially similar to an order referred to in paragraph f. under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations.
 - h. in relation to the society, a person who does not comply with any qualifications for officers contained in the society's constitution.
3. A natural person who is disqualified from being an officer but who acts as an officer is an officer for the purposes of a provision of this Act that imposes a duty or an obligation on an officer.