

Constitution of KiwiClass Multi Cultural Support Services – He Amo Taunaki

1. Introductory rules

1.1. Name

- 1.1.1. The name of this society is KiwiClass Multicultural Support Services He Amo Taunaki Incorporated (**Society**).

1.2. Charitable status

- 1.2.1. The Society is registered as a charitable entity under the Charities Act 2005.

1.3. Definitions

- 1.3.1. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- 1.3.2. **‘Act’** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 1.3.3. **‘AGM’ or ‘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.
- 1.3.4. **‘Board’** means the Committee under the ‘Act’ and is the Society’s governing body.
- 1.3.5. **‘Body Corporate’** means an organisation that has legal personality (can sue and be sued) and includes a company; a society incorporated under the Act; and a society or trust incorporated under the Charitable Trusts Act 1957.
- 1.3.6. **‘Chairperson’** means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for the Society.
- 1.3.7. **‘Constitution’** means the rules in this document.
- 1.3.8. **‘Deputy Chairperson’** means the Officer elected or appointed to deputise in the absence of the Chairperson.
- 1.3.9. **‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Members of the Society.
- 1.3.10. **‘Interested Member’** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.
- 1.3.11. **‘Interests Register’** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

- 1.3.12. **‘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.
- 1.3.13. **‘Member’** means a person or Body Corporate who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
- 1.3.14. **‘Notice’** means any communication given by email, post, courier, or a combination of these methods.
- 1.3.15. **‘Officer’** means a natural person who is:
- (a) a member of the Board; or
 - (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.
- 1.3.16. **‘Purposes’** means the purposes of the Society as provided in clause 1.5.1
- 1.3.17. **‘Register of Members’** means the register of Members kept under this Constitution as required by section 79 of the Act.
- 1.3.18. **‘Secretary’** means the Officer responsible for the matters specifically noted in this Constitution; generally the Chief Executive unless otherwise appointed by the board.
- 1.3.19. **‘Society’** has the meaning given in clause 1.1.1.
- 1.3.20. **‘Special General Meeting’** means any general meeting of Members other than an AGM.
- 1.3.21. **‘Working Days’** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.4. Interpretation

- 1.4.1 In the Constitution, unless the context otherwise requires:
- (a) the headings appear as a matter of convenience and are not to affect the construction of the Constitution;
 - (b) a reference to any statute, statutory regulation or other statutory instrument includes the statute, statutory regulation or instrument as from time to time amended or re-enacted or substituted;
 - (c) the singular includes the plural and vice versa and one gender includes the other genders; and
 - (d) words or expressions defined in the Act have the same meaning where they are used in the Constitution.

1.5. Purposes

- 1.5.1. The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely: providing support to refugee and migrant background individuals, whānau, and communities to connect and thrive in Aotearoa New Zealand (the **Purposes**).
- 1.5.2. Any income, benefit, or advantage must be used to advance the Purposes of the Society.

1.6. Act and Regulations

- 1.6.1. 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.

1.7. Restrictions on Society powers

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

1.8. Registered office

- 1.8.1. The registered office of the Society shall be at such place in New Zealand as the Board from time to time determines.
- 1.8.2. The Board may elect to move the registered office of the Society from time to time. The Secretary will inform the Registrar of this change within the time frame required by law.

1.9. Contact person

- 1.9.1. In accordance with the Act, the Board shall from time to time appoint a person to the position of contact person and ensure that the Society has a contact person at all times.
- 1.9.2. The office of contact person may be held separately or in conjunction with any other office in the Society or by any Board Member.
- 1.9.3. The contact person shall be the person whom the Registrar can contact when needed.

2. Members

2.1. Minimum number of Members

- 2.1.1. The Society shall maintain the minimum number of 10 Members, as required by the Act.

2.2. Becoming a Member: consent

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

2.3. Types of Members

- 2.3.1. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - (a) Voting Member
A Voting Member is an individual or Body Corporate admitted to membership under this Constitution and who or which has not ceased to be a Member, and who is not an Employee Member or Honorary Member.

(b) Employee Member

An Employee Member is an individual Member who is employed by the Society. Employee Members may attend General Meetings with speaking rights but shall not be entitled to a vote on any matter coming before such meetings, nor shall they be entitled to be on the Board. Members become Employee Members on commencement of their employment. Existing Employee Members are able to apply to be Voting Members on cessation of employment.

(c) Honorary Member

An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. Despite being a Member under this Constitution, an Honorary Member has no rights, privileges or duties of a Member.

2.4. Becoming a Member: process

- 2.4.1. An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership, and will become a Member on acceptance of that application by the Board.
- 2.4.2. The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.
- 2.4.3. The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

2.5. Members' obligations and rights

- 2.5.1. Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- 2.5.2. All Members shall promote the interests and Purposes of the Society and shall do nothing to bring the Society into disrepute.
- 2.5.3. If the Board has imposed an annual subscription or fee for Members or a certain class of Members, the relevant Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, unless the Board agrees to waive this requirement. However, no Member is liable for an obligation of the Society by reason only of being a Member.
- 2.5.4. Any Member that is a Body Corporate shall provide the Board, 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.
- 2.5.5. The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

2.6. Subscriptions and fees

- 2.6.1. The Board may propose an annual subscription or other fees for membership or a class of membership. Membership subscriptions or fees can only be proposed to cover reasonable costs to ensure the Society remains sustainable, following consultation with members. Any such annual subscription and/or membership fees can only be set by resolution passed at an Annual General Meeting (which can also decide that payment be made by periodic instalments).
- 2.6.2. At the Board's sole discretion, the Board may resolve to either terminate a Member's membership or change that Member's membership to a non-levied class of membership (which may, without limitation and in the Board's sole discretion, mean that the Member has no right, or a reduced right, to vote in any General Meeting), if:
- (a) An annual subscription and/or any other fees for membership in accordance with clause 2.6.1 applies; and
 - (b) the Member fails to make payment within one month of the due date and has been reminded in writing.

2.7. Ceasing to be a member

- 2.7.1. A Member ceases to be a Member:
- (a) Notice of Resignation: Members shall advise the Society by notice in writing if they wish to resign from their Membership, with such resignation to be effective at the date such notice is received by the Secretary.
 - (b) Termination by Board: After due inquiry by the Board, and subject to compliance with clause 9 if applicable, and having given the Member the right to be heard (either in person or in writing, at the Board's sole discretion), the Board may, by written notice, stating the reasons for arriving at their decision, invite any Member, within a specified time to resign for failure to comply with the Constitution or any of the other duties as a Member. If the Member does not so resign, then such Member's Membership may be terminated by a majority resolution of the Board approving the termination. Unless otherwise specified in such resolution, termination is effective as of the date of the resolution.
 - (c) on death (or if a Body Corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), effective from the date of death of the Member, or if a Body Corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution; or
 - (d) by resolution of the Board where—
 - (i) the Society has made concerted effort to contact the Member to check whether they wish to continue their membership, and the person or Body Corporate has not responded for over 30 days; or
 - (ii) In the opinion of the Board the Member has brought the Society into disrepute, provided that:

- (A) All members of the Board are given the opportunity to vote and the resolution is adopted by a two-thirds (2/3) majority of the total Board membership;
- (B) The Board gives the member concerned written notice of the proposed expulsion and the reasons for it;
- (C) The member concerned is given an opportunity to be heard by the Board considering the expulsion.
- (iii) The date of termination will be effective from the date specified in the Board resolution.
- (iv) when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

2.8. Obligations once membership has ceased

2.8.1. A Member who has ceased to be a Member under this Constitution:

- (a) remains responsible for any subscriptions or fees owed to the Society before the cessation;
- (b) shall cease to hold themselves out as a Member of the Society;
- (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.

2.9. Becoming a Member again

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

3. General Meetings

3.1. Procedures for all General Meetings

- 3.1.1. The Board shall give all Members at least 10 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 3.1.2. That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 3.1.3. To the extent a Member is entitled to do so under their membership, Members may attend, speak and vote at General Meetings:
 - (a) in person using real-time audio, audio and visual, or electronic communication; or

- (b) by a signed written proxy provided to an individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting; or
 - (c) through the authorised representative of a Body Corporate as notified to the Board; but
 - (d) no other proxy voting shall be permitted.
- 3.1.4. No General Meeting may be held unless at least 10 eligible Members attend throughout the meeting. This will constitute a quorum.
- 3.1.5. 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 Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 3.1.6. A Voting Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Voting Members present, by secret ballot.
- 3.1.7. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.
- 3.1.8. Any decisions made when a quorum is not present are not valid.
- 3.1.9. The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than [two-thirds] of the Members voting on the resolution. Any such resolution may consist of:
 - a) several documents in similar form each signed by one or more Members; or
 - b) several emails in similar form each sent or transmitted by a separate Member.
- 3.1.10. General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 3.1.11. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Board to chair that meeting.
- 3.1.12. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 3.1.13. Any person chairing a General Meeting may:
 - (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being

abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and

- (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

3.1.14. The Board may propose motions for the Society to vote on, which shall be notified to Members with the Notice of the General Meeting.

3.1.15. Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving Notice to the Secretary or Board at least 7 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If Notice of the motion is given to the Secretary or Board before written Notice of the General Meeting is given to Members, Notice of the motion shall be provided to Members with the written Notice of the General Meeting.

3.2. Minutes

3.2.1. The Society must keep minutes of all General Meetings.

3.3. Annual General Meetings: when they will be held

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

3.3.2. The Annual General Meeting must be held no later than the earlier of the following—

- (a) 6 months after the balance date of the Society; or
- (b) 15 months after the previous AGM.

3.4. Annual General Meetings: business

3.4.1. The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of the last AGM and any Special General Meeting(s) held since the last AGM;
- (b) adopt the annual report on the operations and affairs of the Society;
- (c) adopt the Board's report on the finances of the Society, and the annual financial statements;
- (d) appoint an auditor;
- (e) elect Officers in accordance with the provisions in this Constitution;
- (f) consider any motions of which prior Notice has been given to Members with Notice of the Meeting; and
- (g) consider any general business.

3.4.2. The Board must, at each Annual General Meeting, present the following information:

- (a) an annual report on the operation and affairs of the Society during the most recently completed accounting period;

- (b) the annual financial statements for that period; and
- (c) Notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5. Special General Meetings

- 3.5.1. Special General Meetings may be called at any time by the Board by resolution.
- 3.5.2. The Board must call a Special General Meeting if it receives a written request signed by at least 5 members or 20 percent of Members, whichever is smaller.
- 3.5.3. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 3.5.4. The rules in this Constitution 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 Board's resolution or the written request by Members for the Meeting.
- 3.5.5. The holding of a Special General Meeting shall be held within 2 calendar months from the date of the request.

4. Board

4.1. Board composition

- 4.1.1. The Board will consist of at least 5 Officers and no more than 9 Officers.
- 4.1.2. Officers on the Board must be either:
 - (a) Voting Members of the Society, or
 - (b) representatives of bodies corporate that are Voting Members of the Society.
- 4.1.3. The Board should reflect an appropriate mix of skills and experience, including from ethnic communities who will assist KiwiClass to achieve its purpose, objectives and perform its functions.

4.2. Functions of the Board

- 4.2.1. From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

4.3. Powers of the Board

- 4.3.1. The Board has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.
- 4.3.2. In the normal course of events, day-to-day management of KiwiClass will be the responsibility of Management through a delegation of the Board's authority to the Chief Executive. The Chief Executive and KiwiClass employees may also carry out other duties to further Society operations as assigned by the Board.

4.4. Sub-committees

- 4.4.1. The Board 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 Board:
- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
 - (b) no sub-committee shall have power to co-opt additional members;
 - (c) no sub-committee shall commit the Society to any financial expenditure without express authority from the Board; and
 - (d) no sub-committee shall further delegate any of its powers.

4.5. General matters

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

5. Board meetings

5.1. Procedure

- 5.1.1. The quorum for Board meetings is at least half plus one of the Officers.
- 5.1.2. A meeting of the Board may be held either:
- (a) by a number of Officers who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual, communication by which all Officers participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 5.1.3. A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Board shall have one vote.
- 5.1.4. The Officers shall elect one of their number as Chairperson of the Board. If at a meeting of the Board, the Chairperson is not present, the Officers present may choose one of their number to be Chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.
- 5.1.5. Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

5.2. Frequency

- 5.2.1. The Board shall meet at least 5 times in a calendar year, in addition to any General Meetings, 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. Additional out of cycle meetings may be called for annual strategy development or to consider urgent matters.

- 5.2.2. The Secretary, or other Officer nominated by the Board, shall give to all Officers not less than 5 Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

6. Officers

6.1. Qualifications of Officers

- 6.1.1. Every Officer must be a natural person who:
- (a) has consented in writing to be an Officer of the Society; and
 - (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 6.1.2. Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Society.
- 6.1.3. Prior to election or appointment as an Officer a person must:
- (a) consent in writing to be an Officer; and
 - (b) certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 6.1.4. Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

6.2. Officers' duties

- 6.2.1. At all times every Officer must:
- (a) act in good faith and in what they believe to be the best interests of the Society;
 - (b) exercise all powers for a proper purpose;
 - (c) not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
 - (d) 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; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her.
 - (e) 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) not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

6.3. Election or appointment of Officers

6.3.1. The election of Officers to the Board shall be conducted as follows.

- (a) At least 7 Working Days before the date of the Annual General Meeting, the Society shall give Notice to all Members by posting or emailing to them such information as may be supplied to the Society by or on behalf of each nominee, in support of the nomination. The Society reserves the right to limit information to no more than one side of an A4 paper, either by request or by summarising information provided.
- (b) Only nominees who are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
- (c) Employee Members and Honorary Members are not eligible to stand for election or appointment as an Officer.
- (d) 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.
- (e) Votes shall be cast in such a manner as the Chairperson of the Annual General Meeting shall determine.
- (f) 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.
- (g) The failure for any reason of any Member to receive such Notice shall not invalidate the election.
- (h) In the event of any vote being tied the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- (i) The Board may reserve up to two vacancies for appointment to the Board outside of the elections process, as per the process described in the 'Appointment of Officer' section below. Appointments in addition to these are also allowed to fill vacancies mid-term.

6.3.2. Appointment of Officers to the Board shall be conducted as follows:

- (a) In addition to Officers elected under the foregoing provisions of this rule, the Board may appoint Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. This allows for filling of vacancies mid-term and for the recruitment of individuals with specific skills, experience, or ethnic community lived experience deemed important to inform the governance of the organisation.
- (b) Unless otherwise specified by the Board any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the

nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

6.4. Term

- 6.4.1. The term of office for all Officers elected to the Board shall be 2 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- (a) No Officer shall serve for more than 3 consecutive terms.
 - (b) No Chairperson shall serve for more than 6 consecutive years as Chairperson.

6.5. Removal of Officers

- 6.5.1. Any Officer of the Board may be removed either by a majority resolution of the Board or by a majority resolution of the Members passed at either an AGM or a Special General Meeting with effect from the date specified in a resolution of the Board or Society.

6.6. Ceasing to hold office

- 6.6.1. An Officer ceases to hold office when they resign (by Notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 6.6.2. Each Officer shall within 14 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Society held by such former Officer.

6.7. Conflicts of interest

- 6.7.1. An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Board and or sub-committee; and
 - (b) in an Interests Register kept by the Board.
- 6.7.2. Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- 6.7.3. An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- (a) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
 - (c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).

- 6.7.4. However, an Officer or member of a 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.
- 6.7.5. Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 6.7.6. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

7. Records

7.1. Register of Members

- 7.1.1. The Society shall keep an up-to-date Register of Members.
- 7.1.2. For each current Member, the information contained in the Register of Members shall include:
- (a) Their name;
 - (b) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'); and
 - (c) Their contact details, including —
 - (i) A physical address or an electronic address; and
 - (ii) A telephone number.
- 7.1.3. The register will also include each Member's occupation and ethnicity (or ethnicities) that they identify with, given the Society's Purpose.
- 7.1.4. Every current Member shall promptly advise the Society of any change of the Member's contact details.
- 7.1.5. The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- (a) The former Member's name; and
 - (b) The date the former Member ceased to be a Member.

7.2. Interests Register

- 7.2.1. The Board shall at all times maintain an up-to-date Interests Register as required by the Act.

7.3. Access to information for members

- 7.3.1. A Member may at any time make a written request to the Society for information held by the Society, such request must specify the information sought in sufficient detail to enable it to be identified. The obligations of the Society to provide the information are set out in the Act.

8. Finances

8.1. Control and management

- 8.1.1. The funds and property of the Society shall be:
 - (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the Purposes of the Society.
- 8.1.2. The Board shall maintain bank accounts in the name of the Society.
- 8.1.3. All money received on account of the Society shall be banked within 30 Working Days of receipt.
- 8.1.4. All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 8.1.5. The Board must ensure that there are accounting records kept at all times which
 - (a) correctly record the transactions of the Society;
 - (b) allow the Society to produce financial statements that comply with the requirements of the Act; and
 - (c) enable the financial statements to be readily and properly audited if required by the Act or the Board.
- 8.1.6. The Board must establish and maintain a satisfactory system of control of the Society's accounting records.
- 8.1.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

8.2. Balance date

- 8.2.1. The Society's financial year shall commence on 1st January of each year and end on 31st December (the latter date being the Society's balance date).

9. Dispute resolution

9.1. Process

- 9.1.1. If there is any dispute or complaint (each as defined in the Act) the dispute or complaint will be referred to the dispute resolution process set out in Schedule 2 of the Incorporated Societies Act 2022.
- 9.1.2. Where an employee involved in the dispute is also a member of the Society:
 - (a) If a complaint is made against the employee, the Board (or a sub-committee designated by the Board) will decide whether the complaint should be reviewed as an employment matter or the dispute resolution process in the constitution.
 - (b) If a complaint is made by an employee who is a Society member against a Society member who is not an employee, the Board (or sub-committee) will consider the matter under this dispute resolution process.

10. Liquidation and removal from the register

10.1. Decision to liquidate or remove from Register

- 10.1.1. The Society may be liquidated or removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 10.1.2. The Board shall give 30 Working Days written Notice to all Members of the proposed resolution to liquidate or remove the Society from the Register of Incorporated Societies.
- 10.1.3. The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by the Act.
- 10.1.4. Any resolution to liquidate or remove the Society must be passed by a two-thirds majority of all Members present and voting.

10.2. Surplus assets

- 10.2.1. If the Society is 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 used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005, and in keeping with the purposes of KiwiClass.

11. Alterations to the constitution

11.1. Amending this constitution

- 11.1.1. All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 11.1.2. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 11.1.3. That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.
- 11.1.4. Any proposed resolution to amend or replace this Constitution shall be signed by at least 30 per cent of eligible Members and given in writing to the Board at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 11.1.5. At least 14 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 11.1.6. When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 11.1.7. If the society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by the Charities Act.

12. Other

12.1. Bylaws

- 12.1.1. The Board 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 this Constitution, the Act, regulations made under the Act, or any other legislation.