

2025

New Zealand Groundspread  
Fertilizer's Association Incorporated  
CONSTITUTION



**GROUNDSPREADNZ**<sup>®</sup>  
*Excellence in Nutrient Placement*

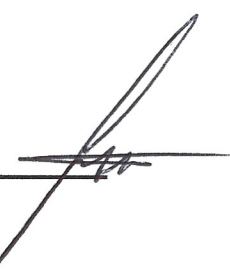
New Zealand Groundspread Fertilizer's Association Incorporated  
Incorporated society number: #213550

Constitution

Adopted at the General Meeting held on 01/07/2025

Signed by 2 Members:

X LEE COOPER   
Name and Title of Signer:  
Date of Signing: 01/07/2025

X James Stenkon   
Name and Title of Signer:  
Date of Signing: 1/7/2025

# Table of Contents

1. INTRODUCTORY RULES .....	4
1.1 Name .....	4
1.2 Definitions.....	4
1.3 Purposes.....	6
1.4 Act and regulations .....	7
1.5 Registered office .....	7
1.6 Construction .....	8
2. MEMBERS .....	8
2.1 Minimum number of Members.....	8
2.2 Types of Members .....	8
2.3 Becoming a Member: consent .....	9
2.4 Becoming a Member: process.....	9
2.5 Obligations and rights .....	10
2.6 Subscriptions, levies and fees.....	10
2.7 Ceasing to be a Member.....	11
2.8 Obligations on ceasing Membership.....	12
2.9 Becoming a Member again.....	12
2.10 Liability of Members .....	13
3. GENERAL MEETINGS.....	13
3.1 Annual General Meetings .....	13
3.2 Annual General Meetings: business.....	14
3.3 Special General Meetings .....	14
3.4 Notice of General Meetings .....	15
3.5 Motions .....	16
3.6 Procedure for General Meetings.....	16
3.7 Voting at General Meetings .....	17
3.8 Written resolutions.....	18
4. NATIONAL COUNCIL .....	18
4.1 Composition .....	18
4.2 Qualifications.....	19
4.3 Election or appointment.....	20

4.4	Term	21
4.5	Functions of the National Council	21
4.6	Officers' duties	21
4.7	Powers	22
4.8	Employment of the Executive Officer	22
4.9	Employment of the Financial Officer	23
4.10	Grounds for removal from office	23
4.11	Indemnity and Insurance	24
5.	NATIONAL COUNCIL MEETINGS	25
5.1	Meetings	25
5.2	President	25
5.3	Procedure	26
5.4	Conflicts of interest	27
6.	RECORDS	27
6.1	Register of Members	27
6.2	Arrangements for keeping the Register of Members up to date	28
6.3	Access to Register of Members	28
6.4	Interests Register	28
6.5	Access to other information	29
7.	LEGAL AND FINANCIAL MATTERS	30
7.1	Method of contracting	30
7.2	Control and management	30
7.3	Balance date	31
7.4	Accounting records and financial statements	31
7.5	Audit or review	32
8.	DISPUTE RESOLUTION	32
8.1	Meaning of dispute and complaint	32
8.2	How a complaint is made	33
8.3	Person who makes complaint has right to be heard	34
8.4	Person who is subject of complaint has right to be heard	34
8.5	Investigating and determining dispute	35
8.6	Association may decide not to proceed further with complaint	35
8.7	Association may refer complaint	36

8.8	Decision makers .....	36
9.	WINDING UP .....	36
9.1	Process.....	36
9.2	Surplus assets .....	36
10.	ALTERATIONS TO THE CONSTITUTION.....	37
11.	OTHER 38	
11.1	Contact person.....	38
11.2	Bylaws .....	38
12.	BRANCH SECTION .....	38
12.1	Branch Committees.....	38
12.2	Branch Life Members .....	39
12.3	Branch obligations to National Council.....	39
12.4	Procedure.....	40
12.5	Finances.....	41

**Verbal**

# Constitution

---

## 1. INTRODUCTORY RULES

### 1.1 Name

The name of the Association is New Zealand Groundspread Fertilizer's Association Incorporated (in this Constitution referred to as the '**Association**').

The **Association** will also be known as Groundspread NZ and NZGFA.

### 1.2 Definitions

1.2.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022.

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

'**Associate Member**' means an individual or body corporate properly admitted to Associate Membership of the **Association** in accordance with rule 2.2.2 and who or which has not ceased to be a Member of the **Association**.

'**Branch**' means one of the sub-groups into which the **Association** is divided up geographically for the purpose of administration.

'**Branch Chair**' means the person appointed by a **Branch** who is responsible for, among other things, chairing **Branch Meetings**, and overseeing the governance and operations of the **Branch**.

'**Branch Committee**' means **Members** or **Associate Members** of the **Association** who are members of a **Branch** and are elected annually from among their number to hold offices such as **Branch chair**, **Branch vice chair**, **Branch Secretary**, and **Branch Treasurer**.

'**Branch Committee Member**' means a member of a Branch Committee.

'**Branch Secretary**' means the person appointed by a **Branch** who is responsible for, among other things, recording the minutes of **General Meetings**.

'**Branch Treasurer**' means the person appointed by a **Branch** who is responsible for, among other things, overseeing the finances of the **Branch**.

'**Branch Vice President**' means the **Branch Member(s)** elected to deputise in the absence of the **Branch Chair**.

**'Constitution'** means this constitution, as it may be altered from time to time in accordance with its terms and with the Act.

**'Executive Officer'** means the person appointed by the **National Council** who is responsible for, among other things, keeping the **Register of Members**, the **Interests Register**, and recording the minutes of **General Meetings** and **National Council** meetings.

**'Financial Officer'** means the person or corporate body appointed by the **National Council** who is responsible for, among other things, overseeing the finances of the **Association**.

**'General Meeting'** means either a National **Annual General Meeting** or a National **Special General Meeting** of the **Association**.

**'Honorary Life Member'** means a **Member** or **Associate Member** who has been elected as an **Honorary Life Member** of the **Association** in accordance with rule 2.2.3.

**'Interested'** has the meaning given by section 62 of the Act.

**'Interests Register'** means the register of **Interests** disclosed by **Officers**, including **National Council Members**, kept under this **Constitution**.

**'Matter'** means:

- (a) the **Association'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 **Association**.

**'Member'** means an individual or body corporate properly admitted to Membership of the **Association** in accordance with rule 2.2.1 and who or which has not ceased to be a Member of the **Association**.

**'National Council'** means the **Association's** governing body, being the committee established under Part 4 (*National Council*) comprising at least 3 natural persons, appointed or elected under this Constitution, responsible for managing the affairs of the Association.

**'National Council Meeting'** means a meeting of the **National Council**.

**'National Council Member'** means a member of the **National Council**, including the **President**, **Vice President(s)**, and Branch representatives.

**'Officer'** means a National Council Member, a Branch Committee Member, and any other person deemed by law to be an officer of the Association.

**'Online Meeting'** means a meeting whereby the participants are contemporaneously linked by telephone, some form of digital or electronic communication, or some other means of instant audio, or audio and visual, communication whereby all participants can simultaneously hear each other throughout the meeting.

**'President'** means the **National Council Member** responsible for, among other things, chairing **General Meetings** and **National Council Meetings**, and overseeing the

governance and operations of the **Association**.

'**Qualified Auditor**' has the meaning given by section 103 of the Act.

'**Register of Members**' means the register of **Members** kept under this Constitution.

'**Registrar**' means the Registrar of Incorporated Societies, as defined in the Act.

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

'**Vice President**' means the **National Council Member(s)** elected to deputise in the absence of the President.

'**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.

**1.2.2** Subject to rule 1.2.1, expressions which are defined in the Act (whether generally or for the purposes of one or more particular provisions) have the meanings given to them by the Act.

## 1.3 Purposes

**1.3.1** The purposes of the **Association** are to:

- (a) promote, protect and advance the commercial interest of Members and to assist Members on all matters relating to the carriage, management and spreading of agricultural lime and fertilizers;
- (b) promote or to oppose legislative or other measures that may affect Members;
- (c) engender by association a fraternal feeling amongst those who carry, manage, and spread agricultural lime and fertilizer; and
- (d) generally, to maintain and conserve the interests of those who carry, manage, and spread agricultural lime and fertilisers and to do all such other things as may be conducive to the attainment of the above purposes.

**1.3.2** The **Association** must not be carried on for the financial gain of any of its Members.

**1.3.3** The Association is not being carried on for the financial gain of **Members** merely because the Association will or may:

- (a) engage in trade;
- (b) pay a **Member** that is a not-for-profit entity for matters that are incidental to the purposes of the **Association**;
- (c) distribute funds to a Member that is a not-for-profit entity to further the

- purposes of the Association and the Member is affiliated or closely related to the Association and has the same (or substantially the same) purposes;
- (d) reimburse a **Member** for reasonable expenses legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes;
  - (e) provide benefits to members of the public or of a class of the public and those persons include **Members** or their families;
  - (f) pay a **Member** a salary or wages or other payments for services to the **Association**, or enter into any other transaction with a Member, on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests, or terms less favourable to the Member than those terms); or
  - (g) provide a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Association**.

**1.3.4** No **Member** or any person associated with a Member shall participate in, or materially influence any decision made by the **Association** in respect of payments to, or on behalf of, that **Member** or associated person of any of any income, benefit, or advantage.

**1.3.5** Any payments made must be for goods and services that advance the purposes of the **Association** and must be reasonable and comparable to payments that would be made between unrelated parties. The provisions and effect of rules 1.3.4 and 1.3.5 shall not be removed from this document and shall be included and implied into any document replacing this document.

## 1.4 Act and regulations

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

## 1.5 Registered office

The registered office of the **Association** shall be at such place in New Zealand as the **National Council** 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 Act.

## 1.6 Construction

**1.6.1** In the construction of this Constitution, unless the context otherwise requires:

- (a) *contents page and headings*: the contents page and the headings appear as a matter of convenience only and do not affect the construction or interpretation of this Constitution;
- (b) *defined terms*: words or phrases appearing in this Constitution with capitalised initial letters are defined terms and have the meanings given to them by this Constitution. If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (c) *documents*: a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time;
- (d) *legislation*: a reference to any legislation is a reference to that legislation as from time to time amended, substituted, or re-enacted and, unless the context otherwise requires, includes any regulations, orders or notices made under that legislation;
- (e) *person*: a reference to a *person* includes natural persons, companies, firms, partnerships, and other bodies of persons, whether incorporated or unincorporated. A reference to any *person* includes the legal personal representatives, successors, and permitted assigns of that person;
- (f) *rules and sections*: unless otherwise stated, a reference to a *rule* is to a rule of this Constitution, and a reference to a *section* is to a section of the Act; and
- (g) *singular, plural and gender*: the singular includes the plural and *vice versa*, and words denoting any gender include all genders.

**1.6.2** If any difference of opinion arises as to the interpretation of this Constitution, such difference shall be referred to and determined by majority vote of the National Council, and every such determination shall be binding upon Members unless and until set aside by a resolution of a General Meeting.

## 2. MEMBERS

### 2.1 Minimum number of Members

The **Association** shall maintain the minimum number of **Members** required by the **Act**.

### 2.2 Types of Members

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

- 2.2.1 Member:** Membership of the Association shall, save for the exception provided in rule 2.2.2, be open only to recognised groundspread operators, who may hold Membership as individuals or through properly registered companies. Each groundspreading entity shall be required to hold Membership in its own right.
- 2.2.2 Associate Member:** The only exception to the requirements of rule 2.2.1 shall be that Associate Membership of the Association may consist of any other person (or business) of, or over, the age of 18 years who is interested in the groundspread industry and helping the Association achieve its purposes as stated in rule 1.3
- 2.2.3 Honorary Life Member:** an individual Member or Associate Member may, in recognition of highly-valued services to the Association or the fertiliser industry and on the recommendation of the **National Council**, be elected, by 2/3 majority vote at an **Annual General Meeting**, as an **Honorary Life Member** of the **Association**. Any Member, Officer or Branch wishing to submit a nomination for consideration by the National Council should advise the **Executive Officer** by no later than 31 May. Each person elected to **Honorary Life Membership** shall be entitled to Membership of the Association for life and shall have all the rights and privileges of a **Member**, including full voting powers at both Branch and National level, and shall be subject to all the same duties as a **Member** except those of paying any subscriptions or levies.

## 2.3 Becoming a Member: consent

Every applicant for Membership or Associate Membership must consent in writing to becoming a **Member** or an **Associate Member** (as the case may be).

## 2.4 Becoming a Member: process

- 2.4.1** An applicant for Membership or Associate Membership must complete an application form and forward it to the Branch Secretary of the Branch of the Association in which the applicant resides or is operating. The Branch will consider the application. If approved, the application must be immediately notified to the National Council.
- 2.4.2** The **National Council** may accept or decline an application for Membership or Associate Membership. The **National Council** must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 2.4.3** If the application is accepted, the person shall become a **Member** or **Associate Member** (as applicable) of the **Association**. The person shall also be deemed to be a member or associate member (as applicable) of the relevant **Branch**.

## 2.5 Obligations and rights

- 2.5.1** All **Members**, Associate Members, Honorary Life Members and Officers shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.
- 2.5.2** Every **Member**, **Associate Member** and **Honorary Life Member** shall provide the **Association** with their name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Association** of any changes to those details.
- 2.5.3** Any **Member** or **Associate Member** that is a body corporate shall provide the **Executive Officer** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be the only person entitled to vote on behalf of that organisation at **General Meetings**.
- 2.5.4** The **National Council** may decide what access or use **Members** and **Associate Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Association**, including any conditions of and fees for such access or use.
- 2.5.5** A **Member** or **Associate Member** is only entitled to exercise the rights of Membership (including attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Association** by their respective due dates, but no **Member**, **Associate Member** or **Honorary Life Member** is liable for an obligation of the **Association** by reason only of being a member.
- 2.5.6** Membership does not confer on any **Member**, **Associate Member** or **Honorary Life Member** any right, title, or interest (legal or equitable) in the property of the **Association**.

## 2.6 Subscriptions, levies and fees

- 2.6.1 Annual subscription and Branch annual subscription:** each **Member** and **Associate Member** shall pay to the **Association** an annual subscription of an amount as may be agreed upon at any **Annual General Meeting** as the annual subscription for the next respective succeeding year or years. The annual subscription for a particular year shall be due for payment within 1 month after the date fixed for the **Annual General Meeting**. The **Annual General Meeting** may also decide whether payment can be made by periodic instalments. Each **Branch** may also set an annual subscription for members and associate members of the **Branch**.
- 2.6.2 Levy:** in the event of the income from the subscriptions and other sources being

insufficient to meet the expenditure of the **Association**, a levy as agreed upon at a **General Meeting** may be imposed on **Members** and/or **Associate Members**.

**2.6.3 Consequences of non-payment:** subject to rule 2.6.4, any **Member** or **Associate Member** failing to pay the annual subscription (including any periodic payment), any levy, or any other fee due to the Association, by its due date 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 **Association** activity or to access or use the **Association's** premises, facilities, equipment and other property until all the arrears are paid. A Member or Associate Member that is considered unfinancial under this rule 2.6.3 is liable to have their Membership terminated under rule 2.7.3 (*Default in payments*).

**2.6.4** The **National Council** may, in its complete discretion:

- (a) extend the time for payment of any amount due under this rule 2.6; and/or
- (b) waive the requirement to pay some or all of an amount due under this rule 2.6, by a **Member** or **Associate Member** in any case it thinks appropriate.

## 2.7 Ceasing to be a Member

**2.7.1 Resignation of Membership:** a Member, Associate Member or Honorary Life Member may cease their Membership of the **Association** by giving written notice to that effect to the **Executive Officer** and to the **Branch Secretary** of the **Branch** of which they are a member. The resignation shall not release the person from any subscription, levy or other monetary or other obligation to the Association incurred during the person's Membership. The resignation shall take effect from the date of receipt of the notice of resignation by the Executive Officer (or any later date stated in the notice of resignation). Once resignation has taken effect, rule 2.8 (*Obligations on ceasing Membership*) applies.

**2.7.2 Automatic cessation:** a person automatically ceases to be a **Member, Associate Member** or **Honorary Life Member** on death (or if a non-individual, on being wound up, liquidated, dissolved or otherwise ceasing to exist).

**2.7.3 Default in payments:** a **Member** or **Associate Member** who or that is considered unfinancial under rule 2.6.3 (*Consequences of non-payment*) is liable to have their Membership terminated by resolution of the **National Council** if such arrears remain unpaid after the expiration of 3 months after the date the same was due. Before such termination can occur, the **National Council** must give the person a written notice specifying the outstanding money owed, and demanding payment by a due date, being a date not less than 7 days from the date of the date of the demand. If payment is not received by the said due date, the person's Membership may be terminated with effect from the date specified in a resolution of the **National Council**. The **National Council** shall promptly give written notice of such termination to the person concerned.

**2.7.4 Termination for cause:** if a **Member, Associate Member** or **Honorary Life Member** refuses or neglects to comply with this Constitution, a bylaw, or any resolution of the National Council or a General Meeting, or engages in conduct which, in the opinion of the National Council, is prejudicial to the interests of the Association or may otherwise bring the Association into disrepute, the **National Council** may, by resolution, terminate the person's Membership if, after a dispute resolution process under Part 8 has been undertaken, the National Council considers that termination is appropriate. The National Council shall promptly give written notice of such termination to the person concerned. The termination shall take immediate effect.

**2.7.5 Appeal to Special General Meeting:** any person whose Membership is terminated under rule 2.7.3 (*Default in payments*) or 2.7.4 (*Termination for cause*) may, within 7 Working Days of being advised in writing of the termination, give written notice of appeal to the National Council. The National Council shall then call a Special General Meeting for the purpose of hearing the appeal within 10 Working Days of receipt of the notice of appeal. The appeal shall be allowed, and the person shall be reinstated to Membership immediately, if a resolution in favour of the appeal is passed by a 2/3 majority of those Members present and voting at the Special General Meeting.

## 2.8 Obligations on ceasing Membership

Where a person ceases, for whatever reason, to be a **Member** of the Association:

- (a) the National Council shall ensure the Register of Members is updated accordingly;
- (b) the person remains liable to pay subscriptions, levies and fees to the **Association's** next balance date and no amount already paid shall be refundable unless the National Council considers that special circumstances apply that justify otherwise in any particular case;
- (c) the person shall cease to hold themselves out as being a **Member** of the **Association**;
- (d) the person shall cease to be entitled to any of the rights of an **Association Member**; and
- (e) the person shall forthwith return to the **Association** all material provided to **Members** by the **Association** (including any Membership certificate, badges, handbooks and manuals).

## 2.9 Becoming a Member again

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

- (a) a person who ceased to be a Member under rule 2.7.3 (*Default in payments*) may, in the absolute discretion of the **National Council**, be reinstated to Membership at

any time upon payment of all arrears due by the person at the time of restoration, and

- (b) if a former **Member's** Membership was terminated under rule 2.7.4 (*Termination for cause*) following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **National Council**.

## 2.10 Liability of Members

**2.10.1** Subject to this rule 2.10, a **Member** is not liable for an obligation of the **Association** by reason only of being a Member.

**2.10.2** Subject to rule 2.10.4, the liability of a **Member** to the **Association** in their capacity as a **Member** is limited to:

- (a) any amount unpaid on the Membership of the Member; and
- (b) any liability as a Member provided for in rule 2.10.3.

**2.10.3** Each **Member** of the Association shall contribute proportionate to the funds of the Association in the event of the Association being wound up during the time they are a Member or within 12 months thereafter, such amount as may be required for the payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member, or within 12 months thereafter, including the customary charges and expenses of winding up the Association; provided that such liability shall in no case exceed the amount of such Member's subscription for the then current year or the preceding year, whichever may be the greater, and in the case of a person who has ceased to be a Member, the amount of the last subscription that may have become payable by them. On the death of a Member, the Member's executors or administrators shall have no claim on the assets or be subject to the liabilities of the Association.

**2.10.4** Nothing in this rule 2.10 affects the liability of a Member to the Association under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

## 3. GENERAL MEETINGS

### 3.1 Annual General Meetings

The Association must call an **Annual General Meeting** to be held once each calendar year, no later than 6 months after the balance date of the Association and no later than 15 months after the previous Annual **General Meeting**. The **National Council** shall determine the date, time and location of the Annual General Meeting. The Association

must hold the meeting on the date on which it is called to be held.

## 3.2 Annual General Meetings: business

The business of an **Annual General Meeting** shall include:

- (a) receiving and confirming the minutes of the previous Annual General Meeting and any Special General Meeting(s) held since the previous Annual General **Association** Meeting;
- (b) receiving and adopting the annual report, prepared by the **National Council**, on the affairs of the **Association** during the most-recently completed accounting period;
- (c) receiving and adopting the **Financial Officer's** report on the finances of the **Association**, and the financial statements of the Association for the most recently-completed accounting period, dated and signed on behalf of the Association by **2 National Council Members**, and including the report of any Qualified Auditor appointed under rule 7.4 (*Audit or review*);
- (d) receiving notice of the disclosures, or types of disclosures, of conflicts of interest made by Officers during the most recently completed accounting period, including a brief summary of the matters, or types of matters, to which those disclosures relate;
- (e) setting any subscriptions for the current financial year;
- (f) electing **National Council Members, President** and **Vice-President(s)** for the ensuing year;
- (g) considering any motions which may be properly brought before the meeting;
- (h) considering any general business.

## 3.3 Special General Meetings

**3.3.1** The National Council may call a **Special General Meeting** at any time by resolution (which must state the business that the Special General Meeting is to deal with).

**3.3.2** The **National Council** must call a **Special General Meeting** if:

- (a) the **Executive Officer** receives a written request (which must state the purpose for which the Special General Meeting is requested and include any proposed motion(s)) signed by at least 15% of **Members**;
- (b) the **National Council** receives a written request under rule 2.7.5 (*Appeal to a Special General Meeting*);
- (c) 50% or more of the National Council Members are prevented from voting on a Matter under rule 5.4.6 (*Conflicts of interest*).

**3.3.3** The **National Council** shall determine the date, time and location of a Special General Meeting, provided that Special General Meetings must be convened

within 10 Working Days of receipt of a valid request under rule 3.3.2.

**3.3.4** The business to be dealt with at a **Special General Meeting** is limited to the matters stated in the valid written request under rule 3.3.2, the resolution of the National Council under rule 3.3.1 or the matter referred to in rule 3.3.2(c), and included in the notice of meeting.

## 3.4 Notice of General Meetings

**3.4.1** The **Executive Officer** shall give all **Members, Associate Members** and **Honorary Life Members** at least 7 **Working Days'** written notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

**3.4.2** The notice of a General Meeting must:

- (a) specify the date, time and location of the meeting, as determined by the **National Council**;
- (b) if the meeting is to be conducted wholly or partially as an **Online Meeting**, provide instructions for connecting to the meeting;
- (c) include an agenda, or otherwise clearly state why the meeting is being convened and provide as full details as practicable of the business to be transacted at the meeting; and
- (d) provide notice of any motions to be considered at the meeting.

**3.4.3** For an **Annual General Meeting**, the notice of meeting must also be accompanied by:

- (a) a copy of the annual report for the most recently completed accounting period;
- (b) a copy of the financial statements of the Association for the most recently completed accounting period; and
- (c) such information as may be supplied to the **Executive Officer** by or on behalf of each nominee for the positions of **President** and/or **Vice-President**, in support of the nomination.

**3.4.4** All written notices shall be deemed to have been properly sent to a **Member, Associate Member** or **Honorary Life Member** if forwarded by ordinary or electronic mail or courier to the address appearing for the person in the **Register of Members**. If the **National Council** has in good faith made reasonable efforts to send written notice to all persons entitled to receive notice of the meeting, the **General Meeting** and its business will not be invalidated simply because one or more **Members, Associate Members or Honorary Life Members** did not receive the notice.

**3.4.5** An irregularity in the manner of calling a General Meeting is waived if all Members entitled to attend and vote at the meeting attend the meeting

without protest as to the irregularity, or if all such Members agree to the waiver.

## 3.5 Motions

- 3.5.1 National Council motions:** the National Council may put forward motions for the Association to vote on, which motion(s) shall be notified to Members with the notice of the General Meeting.
- 3.5.2 Members' motions:** any Member may request that a motion be voted on at a General Meeting by giving written notice to the **Executive Officer** at least 14 Working Days before the meeting. The Member may also provide information in support of the motion. The **National Council** must decide whether or not the Association will vote on any such motion; however, if the proposed motion is signed by at least 3 financial Members, it must be voted on at the meeting. The National Council may provide a recommendation on any such motion for consideration at the meeting.
- 3.5.3 Notice of motions:** all motions to be considered at a General Meeting must be notified with the notice of meeting to all persons entitled to receive notice of the meeting.
- 3.5.4** Notwithstanding rule 3.5.3 (*Notice of motions*), the Association may deal with any business or proposed motion at a **General Meeting**, irrespective of whether prior notice of the same has been given, if the General Meeting resolves to do so by resolution, provided that this rule does not apply to a motion to amend the Constitution or to wind up the Association, which motions must be properly notified in accordance with this Constitution.

## 3.6 Procedure for General Meetings

- 3.6.1** The quorum for a **General Meeting** is 20 eligible financial Members present in person or electronically. No business may be conducted at a General Meeting unless a quorum is present. Any decisions made when a quorum is not present are not valid.
- 3.6.2** If, within 30 minutes of the appointed start time 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 meeting, and if at such adjourned meeting a quorum is not present those Members present in person, electronically or by proxy shall be deemed to constitute a sufficient quorum.
- 3.6.3** All **General Meetings** shall be chaired by the **President**. If the **President** is absent, a **Vice President** shall chair the meeting. Should both the President and both Vice Presidents be absent within 5 minutes after the time appointed for the

commencement of a General Meeting, the meeting shall elect one of their number to chair the meeting.

**3.6.4** Any person chairing a **General Meeting** may:

- (a) with the consent of that **General Meeting** adjourn the **General Meeting** from time to time and from place to place, provided that 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:
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.

**3.6.5** The **Executive Officer** shall ensure that minutes are kept of all General Meetings.

## 3.7 Voting at General Meetings

**3.7.1** All financial **Members** and Honorary Life Members may attend, speak, and vote at **General Meetings**:

- (a) in person, (via electronic means is acceptable); or
- (b) through the authorised representative of a body corporate as notified to the **Executive Officer**; or
- (d) by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Executive Officer** before the commencement of the **General Meeting** (no other proxy voting shall be permitted).

**3.7.2** Each **Member** and **Honorary Life Member** is entitled to one vote at a **General Meeting** at which they are present in person, electronically or by proxy (provided that a person who is both a Member and an Honorary Life Member shall have only one vote in total).

**3.7.3** **Associate Members** are entitled to receive notice of, attend and speak at General Meetings but do not have any voting rights.

**3.7.4** Except where this Constitution otherwise provides, all matters put to a General Meeting shall be decided by bare majority vote.

**3.7.5** Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

**3.7.6** Every vote shall be taken in the first instance by a show of hands, except where a secret ballot is required by this Constitution.

- 3.7.7** After the declaration of the chairperson of the meeting on a show of hands, any **Member** may demand a poll or a secret ballot, which shall be conducted in such manner and at such time and place as the chairperson of the meeting may direct, and the result of the poll or secret ballot shall be deemed to be the decision of the meeting.
- 3.7.8** Both on a show of hands and on a poll or secret ballot, any proxies lodged in accordance with this Constitution shall be taken into account by the chairperson of the meeting and/or scrutineers.

## 3.8 Written resolutions

This Constitution does not permit written resolutions in lieu of General Meetings.

# 4. NATIONAL COUNCIL

## 4.1 Composition

- 4.1.1 Number of National Council Members:** the Association shall have a **National Council** which shall comprise at least 3 natural persons who are not disqualified by this Constitution or the Act from holding office as a National Council Member. The upper limit of National Council Members will depend on the number of Branches of the Association at the relevant time.
- 4.1.2** The **National Council** will comprise:
- (a) **President**, and up to two **Vice Presidents**, each of whom must be **Members** of the **Association**, elected at the **Annual General Meeting**;
  - (b) subject to rule 4.1.4, a representative from each **Branch** of the Association nominated under rule 4.1.3; and
  - (c) up to 2 additional Members who may be co-opted by the President, if deemed necessary.
- 4.1.3** Each **Branch** of the Association shall conduct its own annual general meeting prior to the **Association's Annual General Meeting** each year, at which meeting the **Branch** shall nominate one **Member** or **Associate Member** of the Association to represent the Branch on the National Council, and the person so nominated shall be deemed to be automatically appointed to the **National Council** at the **Association's next Annual General Meeting**.
- 4.1.4** Each **Branch** representative nominated under rule 4.1.3 will still be eligible for election to the offices of **President** and **Vice President(s)** at the Annual General Meeting. If so elected, the **Branch** shall have the right to nominate a further representative to fill the vacancy on **National Council**.

**4.1.5 Branch** nominations for automatic appointees under rule 4.1.3 are to be advised in writing to the **Executive Officer** at least 7 days before the **Annual General Meeting**.

**4.1.6** All persons elected or appointed to hold office as a National Council **Member** under rules 4.1.2(a) or (b) shall enter into their duties immediately after their election/appointment at the Association's Annual General Meeting.

## 4.2 Qualifications

**4.2.1** Every **National Council Member** must consent in writing to be an Officer of the Association, and certify in writing that they are not disqualified from holding office as a **National Council Member** by this Constitution or the **Act**. Each such consent and certification shall be retained in the Association's records.

**4.2.2 Transition:** the persons holding office as **National Council Members** on the date of adoption of this **Constitution** continue in office and are deemed to have been elected or appointed as **National Council Members** pursuant to this **Constitution**.

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

- (a) a person who is not a **Member** (or in the case of a **Branch Committee Member**, is not a **Member** or an **Associate Member**);
- (b) a person who is under 16 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 is disqualified from being an officer of a registered charity under section 36C of the Charities Act 2005 (*Board may disqualify officer*);
- (f) 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 **Act**;
  - (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 **Act** (*Society must not be carried on for financial gain of its members*);
  - (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); and/or
  - (vi) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;

- (g) a person subject to:
  - (i) a banning order under subpart 7 of Part 4 of the **Act**;
  - (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; and/or
  - (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;
- (h) a person who is subject to an order that is substantially similar to an order referred to in paragraph (g) under a law of a country, State, or territory outside New Zealand.

### 4.3 Election or appointment

The election of **President** and **Vice President(s)** shall be conducted as follows:

- (a) Only financial **Members** who are not disqualified from being appointed or holding office as a **National Council Member** by this Constitution or the **Act** may stand for election and vote in elections.
- (b) At least 14 **Working Days** before the **Annual General Meeting**, each nominee for the positions of **President** and **Vice-President** shall supply to the **Executive Officer** information (not exceeding one side of an A4 sheet of paper) in support of the nomination. The Executive Officer shall ensure that such information is forwarded to all persons entitled to receive notice of the Annual General Meeting with the notice of meeting under rule 3.4.3 (*Notice of General Meetings*). The failure for any reason of any financial **Member** to receive such notice shall not invalidate the election.
- (c) If there are insufficient valid nominations received under this rule 4.3, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**. Only nominees who accept the nomination and can certify that they are not disqualified from being appointed or holding office as a **National Council Member** shall be eligible.
- (d) Votes shall be cast in such a manner as the chairperson of the **Annual General Meeting** shall determine.
- (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) In the event of any vote being tied the tie shall be resolved by the incoming **National Council** (excluding those in respect of whom the votes are tied).

## 4.4 Term

- 4.4.1** The term of office for all **National Council Members** shall be 1 year expiring at the next Annual General Meeting following their election or appointment. All National Council Members shall retire at the Annual General Meeting but, subject to this Constitution, shall be eligible for election, re-election, appointment or re-appointment.
- 4.4.2** No **National Council Member** shall serve for more than 10 consecutive terms.
- 4.4.3** No person shall serve for more than 4 consecutive years as **President**.
- 4.4.4** If any vacancies shall occur in the National Council during any financial year, such vacancy may be filled by the National Council and any person appointed to fill the vacancy shall hold office until the next Annual General Meeting.

## 4.5 Functions of the National Council

- 4.5.1** From the end of each **General Meeting** until the end of the next, the **Association** shall be governed by the **National Council**, which shall be accountable to the **Members** for the advancement of the **Association's** purposes and the implementation of resolutions approved by any **General Meeting**.
- 4.5.2** Subject to the Act, this Constitution, any bylaws, and any resolution of a General Meeting, the functions of the National Council are to govern the Association, and to manage, or direct and supervise the management of, the operation and affairs of the Association between General Meetings.

## 4.6 Officers' duties

At all times, the duties of each **Officer** of the Association include:

- (a) to act in good faith and in what the **Officer** believes to be the best interests of the purposes of the **Association**;
- (b) to exercise all powers of the **Officer** for proper purposes;
- (c) not to act, or agree to the **Association** acting, in a manner that contravenes the **Act**, this **Constitution** or any bylaws;
- (d) when exercising powers or performing duties as an **Officer**, to exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, without limitation, the nature of the **Association**, the nature of the decision, the position of the **Officer** and the nature of the responsibilities undertaken by them;
- (e) not to agree to, or cause or allow, the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors;

- (f) not to agree to the **Association** incurring an obligation unless the **Officer** believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so;
- (g) to disclose any conflicts of interest in accordance with rule 5.4 (*Conflicts of interest*); and
- (h) to publicly support all resolutions of the **National Council** and of **General Meetings**, even if they do not privately agree with them.

## 4.7 Powers

**4.7.1** Subject to this Constitution and any resolution of any **General Meeting**, in carrying out its functions, the **National Council** may:

- (a) exercise all the powers of the **Association** that are not required by the **Act** or by this Constitution to be exercised by the **Association** in **General Meeting**;
- (b) employ or contract with such people, and delegate such of its powers, including to any subcommittee or person, as may be appropriate (provided that only the **President** has authority to delegate, in writing, the power to enter into contracts on behalf of the **Association** to a **National Council Member**, employee, or other person);
- (c) carry out such powers as may be expressly conferred upon the **National Council** by this Constitution or the Act; and
- (d) subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others, use the Association's funds to pay the costs and expenses to advance or carry out its purposes, invest in any investment, and undertake such other powers as considered necessary for the purposes of carrying on any operation within the scope of the Association's purposes.

**4.7.2** The **National Council** shall at all times abide by decisions made at a **General Meeting** of the **Association**. Any resolution of the National Council may be disallowed by the Association in General Meeting, but no resolution or Bylaw made by the Association in General Meeting shall invalidate any prior and otherwise valid act of the National Council.

## 4.8 Employment of the Executive Officer

**4.8.1** The **Executive Officer** of the **Association** shall be appointed by the **National Council** who shall have the power to terminate their services or re-appoint as they think fit.

**4.8.2** The **Executive Officer** shall convene all meetings in accordance with instructions from time to time given by the **National Council** and in accordance with this Constitution.

- 4.8.3 The **Executive Officer** shall attend all General Meetings and all National Council meetings and keep records of all proceedings and shall issue all notices of meetings. The Executive Officer shall also attend to all correspondence and keep the **Register of Members** and all meeting minutes of the **Association**.
- 4.8.4 The **Executive Officer** shall also be responsible for overseeing the Financial Officer's management of the **Association's** finances.
- 4.8.5 The Executive Officer shall be responsible for overseeing the preparation of accounts and books to show the financial position of the Association, and for supporting the Financial Officer in preparing the annual financial statements and presenting them at the **Annual General Meeting of Members**.
- 4.8.6 The remuneration of the **Executive Officer** and administration support for the **Association** shall be according to the contract for service between the provider of administrative services and the **Association** as approved by the **National Council**.

## 4.9 Employment of the Financial Officer

- 4.9.1 The Financial Officer of the Association shall be appointed by the **National Council** who shall have the power to terminate their services or re-appoint as they think fit.
- 4.9.2 The Financial Officer shall be responsible for the management of the **Association's** finances, and receiving all moneys on behalf of the **Association**.
- 4.9.3 The **Financial Officer** shall be responsible for the preparation of accounts and books to show the financial position of the **Association**, and for preparing the annual financial statements and presenting them at the **Annual General Meeting of Members**.
- 4.9.4 The remuneration of the **Financial Officer** for the **Association** shall be according to the contract for service between the provider of financial services and the **Association** as approved by the **National Council**.

## 4.10 Grounds for removal from office

### 4.10.1 If a **National Council Member**:

- (a) is absent without leave from 3 consecutive **National Committee Meetings**;
- (b) refuses or neglects to comply with this Constitution, a bylaw or any resolution of the **National Council** or a **General Meeting**, or breaches a duty set out in rule 4.6 (*Officers' duties*); or
- (c) engages in conduct which, in the opinion of the **National Council**, is prejudicial to the interests of the Association or may otherwise bring the

Association into disrepute,

the **National Council** may, by resolution passed by a 2/3 majority of votes (excluding the **National Council Member** concerned), remove the **National Council Member** from office if, after a dispute resolution process under Part 8 has been undertaken, the **National Council** considers that removal is appropriate.

**4.10.2** A person ceasing to hold office as an Officer of the Association for any reason shall promptly deliver to the **National Council** all books, papers and other property of the Association held by such former Officer, and delete any electronic records held in relation to the role.

## 4.11 Indemnity and Insurance

**4.11.1 Indemnities:** the Association may indemnify an Officer, a Member, or an employee, of the Association in respect of:

- (a) liability to any person other than the Association for any act or omission in their capacity as an Officer, Member, or employee (not being a liability specified in rule 4.10.2);
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, Member, or employee in defending or settling any proceeding that relates to liability to any person for any act or omission in their capacity as an Officer, Member, or employee of the Association, but only if judgment is given in their favour, they are acquitted, or the proceeding is discontinued.

**4.11.2** The liability specified in this rule is –

- (a) criminal liability; or
- (b) a liability that arises out of a failure to act in good faith and in what the Officer, Member, or employee believes to be the best interests of the purposes of the Association when acting in their capacity as an Officer, Member, or employee.

**4.11.3 Insurance:** the Association may, with the prior approval of the National Council, effect insurance for an Officer, Member, or employee, of the Association in respect of:

- (a) liability (other than criminal liability) to any person for any act or omission in their capacity as an Officer, Member, or employee; or
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
- (c) costs incurred by the Officer, Member, or employee in defending any criminal

proceedings –

- (i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, Member, or employee; and
- (ii) in which they are acquitted.

**4.11.4** National Council Members who vote in favour of authorising the insurance under rule 4.10.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Association.

## 5. NATIONAL COUNCIL MEETINGS

### 5.1 Meetings

**5.1.1** The **National Council** must hold a meeting immediately following the close of the **Annual General Meeting**, and such other meetings during the year as deemed necessary, provided that the **National Council** shall meet at least quarterly.

**5.1.2** **National Council Meetings** may be held in person, by **Online Meeting**, or by a combination of both.

**5.1.3** The **Executive Officer** shall be entitled to attend all **National Council Meetings**, subject to a decision otherwise by a National Council Meeting in any particular case, but shall not be entitled to vote.

### 5.2 President

**5.2.1** **National Council Meetings** shall be convened by or on behalf of the **President**. A meeting may be called at any time on the President's own motion or if any 3 **National Council Members** request it.

**5.2.2** All **National Council Meetings** shall be chaired by the **President**. If the President is absent, a **Vice President** shall chair the meeting. Should both the **President** and both **Vice Presidents** be absent within 5 minutes after the time appointed for the commencement of a **National Council Meeting**, the **National Council Members** present shall elect one of their number to chair the meeting. The President may, however, delegate the role of chairperson at any particular **National Council Meeting** to any other National Council Member should the President so desire.

**5.2.3** The chairperson of a **National Council Meeting** shall have a deliberative vote and, in the event of an equality of votes, must cast the deciding vote.

**5.2.4** The **President** shall also be ex officio chairperson of all committees of the Association.

## 5.3 Procedure

- 5.3.1** The quorum for **National Council Meetings** is at least half the number of **National Council Members** in office at the relevant time, provided that the **President** or a **Vice President** must be present at the meeting in order to form a quorum. At any **National Council Meeting**, no business shall be transacted unless a quorum is present.
- 5.3.2** Except where this Constitution otherwise expressly provides, each **National Council Member** present at a meeting of the National Council (in person or electronically) is entitled to one vote.
- 5.3.3** All questions before the National Council shall, if possible, be decided by consensus. In the event that a consensus cannot be reached, and except where this Constitution otherwise provides, the question shall be put as a motion to be decided. A resolution on that motion will be validly made if it is passed by a simple majority of votes of those present and entitled to vote at a duly-convened and conducted meeting of the National Council, except where this Constitution requires a higher majority in any particular case. Subject to this Constitution, the method of voting shall be decided by the chairperson of the meeting. Different methods may be adopted for different motions.
- 5.3.4** A **National Council Member** present, in person or electronically, at a meeting of the National Council is presumed to have agreed to, and to have voted in favour of, a resolution of the National Council unless they expressly dissent from or vote against the resolution at the meeting.
- 5.3.5** A written resolution that has been circulated to all **National Council Members** then entitled to receive notice of a **National Council Meeting**, and that has been signed or assented to in writing by all the National Council Members in office, is as valid and effective as if it had been passed at a **National Council Meeting** duly convened and held. Such a written resolution may consist of several duplicated documents, each signed or assented to in writing by one or more **National Council Members** and may be sent by electronic transmission provided that the resolution, and the respective National Council Member's specific position on the resolution, is recorded in the transmission. Each such document must be retained by the **National Council** as evidence of the assent to the resolution by the **National Council Member** concerned. Any written resolution that is duly passed under this rule 5.3.5 shall be recorded in the minutes of the next National Council meeting.
- 5.3.6** A resolution of the National Council may be rescinded or varied by the National Council in the same manner as it was passed.
- 5.3.7** The National Council must ensure that minutes are taken of every National Council meeting and are made available to any National Council Member on request. Decisions recorded in the minutes shall be read in conjunction with this Constitution and, subject to this Constitution, are binding on all persons connected with the Association.

**5.3.8** Other than as prescribed by the Act or this Constitution, the National Council may regulate its proceedings as it thinks fit.

## 5.4 Conflicts of interest

- 5.4.1** As soon as practicable after an **Officer** becomes aware that they are, or may be, in any capacity whatsoever, **Interested** in a **Matter** relating to the **Association**, the Officer must disclose details of the nature and extent of the Interest (including any monetary value of the Interest if it can be quantified) to the **National Council**.
- 5.4.2** After considering the views of the other **National Council Members**, the chairperson may rule that the affected Officer is not conflicted in relation to a disclosure, where no conflict in fact exists.
- 5.4.3** A disclosure by an Officer, and the chairperson's ruling in respect of that disclosure, must be recorded in the minutes.
- 5.4.4** If the Officer is determined to be **Interested** in the **Matter**, details of the **Interest** must be recorded in the **Interests Register**.
- 5.4.5** A **National Council Member** who is **Interested** in a **Matter** relating to the **Association**:
- (a) must not vote or take part in the decision of the **National Council** relating to the **Matter** (unless all **National Council Members** who are not **Interested** in the **Matter** consent to the National Council Member doing so); and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** (unless all **National Council Members** who are not **Interested** in the **Matter** consent to the National Council Member doing so); but
  - (c) may take part in any discussion of the **National Council** relating to the **Matter** and be present at the time of the decision of the **National Council** (unless the **National Council** decides otherwise); and
  - (d) may be counted for the purposes of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- 5.4.6** Despite rule 5.4.5, where 50% or more of the **National Council Members** 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**.

## 6.RECORDS

### 6.1 Register of Members

- 6.1.1** The **Executive Officer** shall keep an up-to-date **Register of Members**, recording for each **Member**, **Associate Member** and **Honorary Life Member**:
- (a) their name;

- (b) their contact details, including a physical address, a telephone number, and an email address (if any);
- (c) the date on which they became a member of the **Association** (if there is no record of the date, this date will be recorded as 'unknown');
- (d) the category(s) of **Membership** to which the person belongs;
- (e) in the case of a voting Member that is a body corporate, the name and contact details of the person who is entitled to vote on behalf of that organisation at **General Meetings**; and
- (f) any other information required by this Constitution or the **Act**.

**6.1.2** The Register of Members shall also record:

- (a) the name of each person who has ceased to be a **Member, Associate Member** or **Honorary Life Member** within the previous 7 years; and
- (c) the date on which each such person ceased to be a member of the **Association**.

## 6.2 Arrangements for keeping the Register of Members up to date

Every **Member, Associate Member** and **Honorary Life Member** shall promptly advise the **Executive Officer** of any change of their name or contact details. The **Executive Officer** must update the **Register of Members** as soon as practicable after becoming aware of changes to the information recorded on the **Register of Members**.

## 6.3 Access to Register of Members

- 6.3.1** With reasonable notice and at reasonable times, the **Executive Officer** shall make the **Register of Members** available for inspection by an Officer, if access is necessary for the performance of the Officer's functions or the exercise of the Officer's powers.
- 6.3.2** 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.

## 6.4 Interests Register

- 6.4.1** The **Executive Officer** shall maintain an up-to-date **Interests Register**.
- 6.4.2** The **Interests Register** must be made available for inspection by an Officer of the Association at any reasonable time.

## 6.5 Access to other information

- 6.5.1** A **Member** may at any time make a written request to the **Association** for information held by the **Association**.
- 6.5.2** The request must specify the information sought in sufficient detail to enable the information to be identified.
- 7.1.1** If the request relates to the financial statements of the Association that were presented at the most recent **Annual General Meeting**, or to the minutes of the most recent **General Meeting** of the **Association**, the **Association** must, within a reasonable period after receiving the request and without charge, provide the requested information to the **Member**.
- 7.1.1** If the request relates to any other information, the **Association** must, within a reasonable time after receiving a request:
- (a) provide the information; or
  - (b) agree to provide the information within a specified period; or
  - (c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information; or
  - (d) refuse to provide the information, specifying the reasons for the refusal.
- 7.1.1** Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if:
- (a) **Withholding** the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
  - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**; or
  - (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Association**; or
  - (d) withholding the information is necessary to maintain legal professional privilege; or
  - (e) the disclosure of the information would, or would be likely to, breach an enactment; or
  - (f) the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information; or
  - (g) the information is not relevant to the operation or affairs of the Association; or
  - (h) the request for the information is frivolous or vexatious.

- 7.1.1 If the **Association** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Association**:
- (a) that the Member will pay the charge; or
  - (b) that the **Member** considers the charge to be unreasonable.
- 7.1.1 Nothing in this rule 6.5 limits Information Privacy Principle 6 (*Access to personal information*) of the Privacy Act 2020.

## 7. LEGAL AND FINANCIAL MATTERS

### 7.1 Method of contracting

- 7.1.1 No contract or deed may be entered into by any person in relation to the **Association** except with the prior authority of a resolution of the **National Council**.
- 7.1.1 Subject to this rule 7.1, the **Association** may enter into a contract or other enforceable obligation as follows:
- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Association in writing signed under the name of the Association by 2 or more National Council Members.
  - (b) an obligation that, if entered into by a natural person is, by law, required to be in writing may be entered into on behalf of the Association in writing by a person acting under the Association's express or implied authority (which may be set out in a delegated authority policy).
  - (c) an obligation that, if entered into by a natural person is not, by law, required to be in writing may be entered into on behalf of the Association in writing or orally by a person acting under the Society's express or implied authority.

### 7.2 Control and management

- 7.2.1 The funds and property of the **Association** shall be:
- (a) controlled, invested, and disposed of by the **National Council**, subject to this Constitution; and
  - (b) devoted solely to the promotion of the purposes of the **Association**.
- 7.2.2 The **Association's** bank account(s) shall be kept at such trading bank and operated with such signatories and otherwise in such manner as may be determined from time to time by the **National Council**.
- 7.2.3 The **National Council** shall be responsible for ensuring that all monies received by or on

behalf of the Association are paid promptly to the credit of the **Association's** bank account.

- 7.2.4** The **National Council** shall be responsible for ensuring that all payments by or on behalf of the **Association** are properly authorised before payment in such manner as the **National Council** shall determine from time to time, are promptly paid once authorised, and that generally the funds of the Association are properly accounted for.

### 7.3 Balance date

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

### 7.4 Accounting records and financial statements

- 7.4.1** The **National Council** shall ensure there are kept at all times proper accounting records that:
- (a) correctly record all money received and expended, and the affairs, assets and transactions of the **Association**;
  - (b) allow the **Association** to produce financial statements that comply with the requirements of the **Act**; and
  - (c) would enable the financial statements to be readily and properly audited (if required).
- 7.4.2** The **National Council** must establish and maintain a satisfactory system of control of the **Association's** accounting records. The accounting records must be kept in written form (or in a form or manner that is easily accessible and convertible into written form) for the current financial year and the last 7 financial years.
- 7.4.3** The **Association** must ensure that, within 6 months after each balance date, financial statements are:
- (a) completed in relation to the **Association** and that balance date;
  - (b) dated and signed on behalf of the **Association** by 2 **National Council Members**;  
and
  - (c) filed with the **Registrar**.
- 7.4.4** The **National Council** must also ensure that any annual returns are filed as required by the **Act**.

## 7.5 Audit or review

- 7.5.1** If the **Association** is required, or at any time resolves, to appoint an auditor or a reviewer, the **Association** shall appoint a **Qualified Auditor** to:
- (a) hold office until the conclusion of the next Annual General Meeting; and
  - (b) audit, or review, the financial statements of the **Association**.
- 7.5.2** The **National Council** shall ensure that the **Qualified Auditor** so appointed has access to the documentation of the Association, and to such information and explanations as the Qualified Auditor thinks fit for the proper performance of their duties.

## 8.DISPUTE RESOLUTION

### 8.1 Meaning of dispute and complaint

- 8.1.1** A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below. The disagreement or conflict may be between any of the following persons
- (a) 2 or more **Members**
  - (b) 1 or more **Members** and the **Association**
  - (c) 1 or more **Members** and 1 or more **Officers**
  - (d) 2 or more **Officers**
  - (e) 1 or more **Officers** and the **Association**
  - (f) 1 or more **Members** or **Officers** and the **Association**.
- 8.1.2** The disagreement or conflict relates to any of the following allegations—
- (a) a **Member** or an **Officer** has engaged in misconduct
  - (b) a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
  - (c) the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
  - (d) a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- 8.1.3** A **Member** or an **Officer** may make a complaint by giving to the **National Council** (or a complaints subcommittee) a notice in writing that
- (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - (c) sets out any other information or allegations reasonably required by the **Association**.
- 8.1.4** The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that
- (a) states that the **Association** is starting a procedure for resolving a dispute in

- accordance with the **Association's Constitution**; and
- (b) sets out the allegation to which the dispute relates.

- 8.1.5** The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 8.1.6** A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.
- 8.1.7** All **Members** (including the **National Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.
- 8.1.8** The complainant raising a dispute, and the **National Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 8.2 How a complaint is made

- 8.2.1** A **Member** or an **Officer** may make a complaint by giving to the **National Council** (or a complaints subcommittee) a notice in writing that
  - (a) states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - (c) sets out any other information reasonably required by the **Association**.
- 8.2.2** The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - (a) states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - (b) sets out the allegation to which the dispute relates.
- 8.2.3** The information given under subclause 8.1.3 (b) or 8.1.4 (b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 8.2.4** A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

## 8.3 Person who makes complaint has right to be heard

- 8.3.1** A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 8.3.2** If the **Association** makes a complaint
- (a) the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (b) an **Officer** may exercise that right on behalf of the **Association**.
- 8.3.3** Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they 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) the **Member's**, **Officer's**, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

## 8.4 Person who is subject of complaint has right to be heard

- 8.4.1** This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Association** (the 'respondent')
- (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or this Act; or
  - (c) has damaged the rights or interests of a **Member** or the rights or interests of Members generally.
- 8.4.2** The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 8.4.3** If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.
- 8.4.4** Without limiting the manner in which a respondent may be given a right to be heard, 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 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.

## 8.5 Investigating and determining dispute

- 8.5.1** The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 8.5.2** Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

## 8.6 Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if:

- 8.6.1** the complaint is considered to be trivial; or
- 8.6.2** the complaint does not appear to disclose or involve any allegation of the following kind:
- (a) that a **Member** or an **Officer** has engaged in material misconduct;
  - (b) that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or bylaws or the **Act**;
  - (c) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
  - (d) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 8.6.3** the person who makes the complaint has an insignificant interest in the matter; or
- 8.6.4** the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- 8.6.5** there has been an undue delay in making the complaint.

## 8.7 Association may refer complaint

**8.5.2** The **Association** may refer a complaint to

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

**8.7.2** The **Association** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 8.8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **National Council** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

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

# 9. WINDING UP

## 9.1 Process

**9.1.1** The **Association** may be liquidated, or removed from the register of incorporated societies in accordance with Part 5 of the **Act**.

**9.1.2** The **Executive Officer** shall give at least 20 **Working Days**' notice to all **Members** of:

- (a) the proposed motion to liquidate the **Association** or remove it from the register of incorporated societies;
- (b) the **General Meeting** at which any such proposal is to be considered;
- (c) the reasons for the proposal;
- (d) any recommendations from the **National Council** in respect to such notice of motion; and
- (e) any further information required by section 228(4) of the Act.

**9.1.3** Any resolution to liquidate the **Association** or remove it from the register of incorporated societies must be passed by a 2/3 majority of all **Members** present and voting.

## 9.2 Surplus assets

**9.2.1** If the **Association** is wound up, or liquidated, or removed from the register of incorporated societies, no distribution shall be made to any **Member** or individual.

**9.2.2** On the winding up or liquidation or removal from the register of incorporated societies

of the **Association**, its surplus assets after payment of all debts, costs and liabilities shall be distributed to any not-for-profit entity having purposes that are substantially similar to those of the **Association**.

- 9.2.3** If there is no such not-for-profit entity in existence at the time, or if the then **Members** of the **Association** do not in a **General Meeting** determine that surplus assets shall be distributed to any such not-for-profit entity, then the surplus assets of the Association shall be distributed to such not-for-profit entity having charitable purposes in New Zealand as the then **Members** in **General Meeting** shall determine.

## 10. ALTERATIONS TO THE CONSTITUTION

- 10.1.1** Subject to the Act and to this rule 10, this Constitution may be amended or replaced by resolution passed by a 2/3 majority of those Members present and voting at a General Meeting, provided that:
- (a) at least 7 Working Days before the General Meeting at which any amendment is to be considered, the Executive Officer shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the National Council has; and the Constitution as amended under this rule 10 must continue to comply with the requirements of the Act; and
  - (b) no amendment may be approved if it in any way affects the not-for-profit status of the Association (including in relation to the Association's purposes and the prohibition on personal benefits in rule 3.1 (Purposes), or rule 9 (Winding up)).
- 10.1.2 Minor or technical amendments:** notwithstanding rule 10.1.1, the **Association** may make minor or technical amendments to the Constitution in accordance with section 31 of the **Act**, by providing written notice to every **Member** of the **Association** of the text of the proposed amendment and the right of the Member to object to the amendment. If no objection from a **Member** is received within 20 **Working Days** after the date on which the notice is sent, the National Council of the Association may make the amendment without needing a vote.
- 10.1.3** When an amendment is approved under this rule 10, the **Association** must ensure that a copy of the amendment, and a copy of the **Constitution** as amended, are notified to the **Registrar** within 25 **Working Days**, together with a certificate from an Officer containing a brief description of the amendment and certifying that the amendment was made in accordance with the Act, the Constitution as amended will continue to comply with the requirements of the Act, and the Officer is authorised by the **Association** to give the certificate. The amendment shall take effect from the date of registration with the **Registrar**.

## 11. OTHER

### 11.1 Contact person

- 11.1.1 The **Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 11.1.2 The **Association's** contact person must be:
- (a) at least 18 years of age; and
  - (b) ordinarily reside in New Zealand.
- 11.1.3 Any change in contact person, or in the name or contact details of a contact person, shall be advised to the **Registrar** within 20 **Working Days** of that change occurring, or the **Association** becoming aware of the change.
- 11.1.4 The contact person(s) will be appointed annually by the **National Council** at the first **National Council Meeting** following the **Annual General Meeting** and shall be:
- (a) The **Association's** accountant; and/or
  - (b) The Executive Officer; and/or
  - (c) The President.

### 11.2 Bylaws

- 11.2.1 The **National Council** may, from time to time, make and amend such bylaws as it thinks fit for the conduct of its business and control of the affairs of the Association, including policies for the conduct and control of **Association** activities and codes of conduct applicable to **Members**, but no such bylaws shall be inconsistent with the **Act**, regulations made under the **Act**, any other legislation, or this Constitution.
- 11.2.2 Any bylaw made by the National Council under this rule 11.2 may be rescinded or overruled by a **General Meeting**.

## 12. BRANCH SECTION

For the purpose of regional peer support, the **Association** shall be divided into **Branches** defined geographically. At **Branch** level, the affairs and activities of the **Association** shall be administered by **Branch Committees** within the constitutional framework of the **Association** and under the general direction of the **National Council**.

### 12.1 Branch Committees

- 12.1.1 Each **Branch** of the Association shall conduct its own annual general meeting prior to the **Association's Annual General Meeting** each year, at which meeting financial **Members** and **Associate Members** of the **Association**, who \_\_\_\_\_ are also members or associate members of the **Branch** shall, subject to the \_\_\_\_\_

limitations herein provided, elect annually from among their number a **Branch Committee**.

12.1.2 Each **Branch Committee** should consist of:

- (a) a **Branch Chair**;
- (b) a **Branch Vice-Chair**;
- (c) a **Branch Secretary**;
- (d) a **Branch Treasurer** (if different to the Branch Secretary); and
- (e) person(s) nominated to represent the Branch on the **National Council** under rule 4.1 (*Composition*).

12.1.3 In order to be a member of a **Branch Committee**, a person must be:

- (a) a **Member** or an **Associate Member** of the **Association** residing or operating in the geographic area covered by the **Branch**;
- (b) a natural person;
- (c) not disqualified by this Constitution or the Act from holding office as an Officer of the Association.

Each **Branch Committee Member** must comply with the requirements of rule 4.2 (*Qualifications*) as if every reference therein to a **National Committee Member** were a reference to a **Branch Committee Member**.

12.1.4 No **Member** or **Associate Member** whose subscription is in arrears, or who has not paid any levy ordered by any **General Meeting** or the **National Council** or who may be under suspension shall be eligible for election to the **Branch Committee**.  
The remuneration of the **Branch Secretary** shall be determined by the Branch Committee.

## 12.2 Branch Life Members

A Branch may, at its annual general meeting, elect as life members of the **Branch** persons who are recommended for life membership by the **Branch Committee**. Such person(s) shall be entitled to a vote at all meetings of that **Branch** but shall not be entitled to a vote at **General Meetings** in that capacity.

## 12.3 Branch obligations to National Council

The **Branch Committee** shall be the medium of communication between members of the **Branch** and the **National Council** or vice versa.

12.3.1 The **Branch** shall be represented on the **National Council** by a representative chosen by the members of the **Branch** at the **Branch** annual general meeting in accordance with rules 4.1.3 to 4.1.5.

12.3.2 The **Branch Committee** shall represent to the **National Council** the view of **Members** on matters arising within the scope of the **Association** and shall advise on the various questions brought before it by **Members** for consideration of the **National Council** or

### **Annual General Meeting.**

- 12.3.3 In making representations to a **Branch Committee** for advice, assistance or support, a **Member** must place before the **Branch Committee** all factual data and correspondence relevant thereto.
- 12.3.4 The **Branch Committee** shall be responsible to the **National Council** for the proper management of the **Branch** including the due observance of this Constitution by members of the **Branch**.
- 12.3.5 The **Branch Committee** shall ensure the preparation of all financial statements and returns and the keeping of proper books and accounts for the **Association's** audit requirements.
- 12.3.6 **Minutes** must be sent to the **Executive Officer** within 1 month of a **Branch Meeting**.
- 12.3.7 If **Branch** funds are not held by the **Association**, **Branch** financial statements must be reviewed by an accountant annually and lodged with the **Executive Officer** no later than 31 May each year.

## 12.4 Procedure

- 12.4.1 The **Branch Committee** shall hold office until the conclusion of the next annual general meeting of the **Branch** to be held no later than 31 May in each year when they shall retire and hand over to their successors, elected or appointed in accordance with this **Constitution**, all books, papers, accounts, monies, and other property in their possession belonging to the **Association**.
- 12.4.2 Subject to rules 12.1.3 to 12.1.5, the **Branch Committee** shall have power to fill any extraordinary vacancies that may arise.
- 12.4.3 Each **Branch** shall meet not less than two times per year (of which one meeting must be the annual general meeting of the **Branch**) to transact business and at such other times as deemed necessary.
- 12.4.4 The **Branch Committee** at its first meeting shall determine the number of members of the Branch Committee that shall form a quorum, provided that such a quorum shall not be less than three.
- 12.4.5 The quorum at a general **Branch** meeting shall in no case be less than the quorum fixed for **Branch Committee** meetings.
- 12.4.6 Any **Branch Committee Member** who is absent from 3 consecutive Branch meetings shall forfeit their seat, unless leave of absence is granted by the **Branch Committee** and such vacancy arising shall be filled by the **Branch Committee** as they deem fit, under rule 12.4.2.
- 12.4.7 The person elected as **Branch** Chair shall preside at all meetings of the **Branch** and the **Branch Committee** and conduct the business with propriety and order. They shall sign all minutes of the **Branch** and, through the **Branch Secretary**, order special meetings of the **Branch** or **Branch Committee** when necessary, or at the request of 25% of the **Branch** membership.
- 12.4.8 The **Branch Vice Chair** shall assist the **Branch** chair in conducting the business of the **Branch** and in the absence of the latter shall take the chair. In the absence of both,

any **Branch** meeting may elect a member of the **Branch Committee**, except the **Branch Secretary**, to chair the meeting.

- 12.4.9** The person chairing a **Branch meeting** shall have a casting as well as a deliberative vote and their decisions shall be final.
- 12.4.10** Branch Committees are considered subcommittees of the National Council by law, so if the **Branch** fails to meet their obligations under the Constitution of the **Association**, the **Association** will attempt to resolve the breaches with the **Branch Committee**. Failing resolution of breaches of this Constitution, it is at the sole discretion of the **National Council** to take such action as necessary for the best interests of the **Branch** and **Association** in ensuring adherence to the Constitution of the **Association**.

## 12.5 Finances

- 12.5.1** The **Branch Secretary** and/or **Branch Treasurer** shall, under the jurisdiction of the **Branch Committee**, keep all records of the Branch, conduct the correspondence, make proper arrangement for the collection of subscriptions, keep accounts, prepare all returns required including annual reports, attend and take minutes of proceedings of general meetings, receive applications for membership and forward all communications decided upon by the **Branch Committee**. They shall lodge with the bank to be approved by the **Branch Committee** all monies received by them, pay all accounts passed by the **Branch Committee**, obtain receipts for payment and produce the bank statements at the regular meeting of the **Branch Committee**. They shall keep a register of **Branch** membership and perform all other duties devolving upon them by this Constitution or by direction of the **Branch Committee**.
- 12.5.2** At the close of each financial year, each **Branch Secretary** or **Branch Treasurer** shall prepare a statement of accounts and balance sheet which shall be forwarded to the **Executive Officer** with a certificate of membership as at 31 March. These returns shall reach the **Executive Officer** within two months after the close of the financial year which is 31 March.
- 12.5.3** Any **Branch** which is unable to meet the claims upon it, may apply to the **National Council** for temporary assistance, but must submit with such an application a correct and detailed account of its financial position.
- 12.5.4** In circumstances where the income from subscriptions is insufficient to meet the expenditure of the **Branch**, the **Branch Committee** may impose an additional levy on members to meet **Branch** liabilities, the extent of such levy to be subject of any monetary limit on the amount that may be levied in any one year as decided by the **Branch** in general meeting.
- 12.5.5** All Annual Conferences run by **Branches**, or **National Council** as the case may be, shall manage a separate ledger or account for this event and the Balance Sheet shall be sent to National Office by 1 November of that year. Conference profit or loss shall be split 50/50 between the **Branch** and **Council**.