

## Index Constitution of the New Zealand Spinning Weaving and Woolcrafts Society Incorporated

1.	Name .....	3
2.	Charitable status.....	3
3.	Definitions .....	3
4.	Purposes and Objectives of the Society .....	4
5.	Guiding Principles of the Society.....	5
6.	Restrictions on society powers.....	5
7.	Act and Regulations.....	5
8.	Registered office.....	5
9.	Contact person .....	5
	<b>Membership .....</b>	<b>6</b>
10.	Minimum number of members.....	6
11.	Groups.....	6
12.	Becoming a Member: Consent.....	6
13.	Becoming a Member: Process .....	6
14.	Members' obligations and rights .....	6
15.	Ceasing to be a member .....	7
16.	Obligations once membership has ceased .....	7
17.	Becoming a member again .....	7
18.	Subscriptions and fees .....	8
19.	Meetings of the Society - Procedures for all general meetings.....	8
20.	Quorum .....	8
21.	Adjourned Meetings .....	8
22.	Voting at General Meetings .....	8
23.	Minutes .....	9
24.	Annual General Meetings: when they will be held.....	9
25.	Annual General Meetings: business.....	10
26.	Special General Meetings .....	10
27.	Areas .....	10
28.	Area Delegates .....	10
29.	The Executive .....	11
30.	Election or appointment of the Executive .....	11
31.	Qualifications .....	12
32.	Term of the Executive .....	12
33.	Functions of the Executive .....	12

Constitution of the New Zealand Spinning Weaving and Woolcrafts Society Incorporated

34.	Powers of the Executive.....	12
35.	Meeting Procedures of the Executive.....	12
36.	Meeting Frequency of the Executive .....	13
37.	General matters: Executive.....	13
38.	Officers' duties .....	13
39.	Removal of Executive Members .....	14
40.	Ceasing to Hold Office – Executive Member.....	14
41.	The Council.....	14
42.	Meeting Procedures of the Council .....	14
43.	Meeting Frequency of the Council.....	15
44.	Removal of Council Members or Cessation of Council Membership .....	15
45.	Sub-committees .....	15
46.	Conflicts of interest.....	15
	<b>Records .....</b>	<b>16</b>
47.	Register of Members.....	16
48.	Interests Register .....	16
49.	Access to information for members .....	16
	<b>Finances .....</b>	<b>17</b>
50.	Control and management .....	17
51.	Indemnities or insurance for Officers, Members, or Employees of Society .....	18
52.	Balance date.....	18
	<b>Dispute resolution.....</b>	<b>18</b>
53.	Meanings of dispute and complaint .....	18
54.	How a complaint is made.....	18
	<b>Winding Up - Liquidation and removal from the register .....</b>	<b>19</b>
55.	Process .....	19
56.	Surplus Assets .....	19
57.	Alterations to the constitution.....	19
	<b>Other .....</b>	<b>20</b>
58.	Common seal .....	20
59.	Bylaws .....	21
	<b>Schedule One – Complaints and Grievances Procedures .....</b>	<b>22</b>

## Constitution of the New Zealand Spinning, Weaving and Woolcrafts Society Incorporated

### 1. Name

- 1.1 On re-registration the name of the society is 'New Zealand Spinning Weaving and Woolcrafts Society Incorporated'.
- 1.2 It is agreed that as soon as practicable after re-registration the name of the Society will be 'Creative Fibre Incorporated' (the Society).

### 2. Charitable status

- 2.1 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.
- 2.2 The society is a not-for-profit entity and, unless acting in accordance with the Act and this Constitution, it will not pay any dividend or part of its money, property or other assets to its Members.

### 3. Definitions

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

**'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

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

**'Area'** means a geographical area defined by the Executive of the Society.

**'Area Delegate'** means a Voting Member of the Society elected by members in that particular Area to be a member of the Council.

**'Constitution'** means the rules in this document.

**'Council'** means those Members elected or appointed in accordance with this Constitution.

**'Council Member'** means a member of the Council, including the President, Vice President, Secretary, Treasurer, and all Area Delegates.

**'Executive'** means members of the Executive elected or appointed to manage the Society.

**'Executive Member'** or **'Executive Members'** means those Executive Members for the time being and anyone who is elected or appointed as an Executive Member of the Society.

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

**'Group Members'** means persons who meet in a recognised group (see clause 11) to pursue the objectives of the Society.

**'Interested Member'** means an Officer who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

**'Interests Register'** means the register of interests of officers, kept under this Constitution and as required by section 73 of the **Act**.

**'Matter'** means:

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

**'Member'** means those members for the time being and anyone who has consented to become a Member of the Society and has been properly admitted to the Society and who has not ceased to be a Member of the Society and includes Group Members, Individual Members, and Life Members.

**'Natural person'** means an individual human being, as opposed to a legal entity or an artificial construct.

**'Notice'** to **Members** includes any notice given by email, post, or courier, or other electronic means, and the failure for any reason of any member to receive such notice or information shall not invalidate any meeting or its proceedings or any election.

**'Officer'** means a natural person who is:

- a. a member of the Executive; or
- b. in a position in the Society that allows them to exercise significant influence over the management or administration of the Society at a national or area level.

**'President'** means the Executive Member responsible for, among other things, overseeing the governance and operations of the Society, chairing General Meetings, Executive meetings, and Council meetings, and providing leadership for the Society.

**'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.

**'Secretary'** means the Executive Member responsible for, among other things, keeping the Register of Members, and recording the minutes of General Meetings, Executive meetings, and Council meetings.

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

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

**'Vice President'** means the Executive member responsible for deputising for the President in their absence.

**'Voting Member(s)'** means those Members who are eligible to vote at a General Meeting and be counted towards the quorum, consisting of Group Members, Individual Members, and Life Members if all subscription fees and other fees (if any) have been paid to the Society by their respective due dates.

**'Woolcrafts'** means the spinning, weaving, knitting and dyeing of wool and other fibres and all other allied crafts pertaining to the uses of wool and other fibres.

**'Working Days'** mean days as defined in the Legislation Act 2019.

#### **4. Purposes and Objectives of the Society**

- 4.1 The primary purpose of the Society is to foster interest in, develop and promote the cultural activities of the spinning, weaving, knitting, felting, crocheting, and dyeing of wool and other fibres and all other related crafts pertaining to wool and other fibres.
- 4.2 The primary objectives of the Society are:
  - a. To arrange workshops for the carrying on of spinning, weaving, knitting, felting, crocheting, dyeing of wool and other fibres and any other related crafts.
  - b. To print, publish, issue, and circulate papers, periodicals, books, and circulars conducive to disseminating information on all matters pertaining to the above.

- c. To organize, promote, formulate rules for, keep records of, control and offer prizes for such annual competitions and contests involving or relating to the use of wool or other fibres that the Society may decide to instigate or sponsor.
- d. To co-operate with any Society having similar cultural objectives.
- e. To promote wool craft and other materials by holding exhibitions to showcase our work and creativity.

## **5. Guiding Principles of the Society**

- 5.1 The principles that guide what the Society does and how the Society makes its decisions are:
- a. Inclusivity: The Society welcomes all persons interested in wool crafts to join. All participants will be treated with respect and dignity.
  - b. The Society commits to the principles of Te Tiriti o Waitangi ensuring that everyone will be treated fairly without discrimination.
  - c. Quality: Everything we do will be of a professional quality.
  - d. Inspiration: Our exhibitions and events will challenge us and our audiences.

## **6. Restrictions on society powers**

- 6.1 The Society will not operate for the purpose of any financial gain for any of its Members. No asset of the Society shall be distributed to any Members (whether in money or kind).
- 6.2 The Society will not operate for the financial gain of Members simply if the Society:
- a. engages in trade;
  - b. reimburses a Member for services rendered or reasonable expenses legitimately incurred on behalf of the Society or while pursuing Society's purposes;
  - c. provides scholarships to voting members;
  - d. provides incidental benefits to voting members (trophies, prizes, discounts on products or services);
  - e. pays a Member a salary or wages or other payments for services to the Society on arm's length terms; or
  - f. invests in any investment in which the Executive agrees an officer may lawfully invest.
- 6.3 The Society does not have the power to borrow money.

## **7. Act and Regulations**

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

## **8. Registered office**

- 8.1 The registered office of the Society shall be at such place in New Zealand as the Council from time to time determines.
- 8.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
- a. at least five working days before the change of address for the registered office is due to take effect; and
  - b. in a form and as required by the Act.

## **9. Contact person**

- 9.1 The Society shall have at least one but no more than three contact person(s) whom the Registrar of Incorporated Societies can contact when needed.
- 9.2 The Society's contact person must be:
- a. At least 18 years of age; and
  - b. Ordinarily resident in New Zealand.

- 9.3 A contact person can be appointed by the Executive or elected by the Voting Members at a General Meeting. Each contact person's name and contact details must be provided to the Registrar of Incorporated Societies in the form they require.
- 9.4 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within twenty working days of that change occurring, or the Society becoming aware of the change.

## **Membership**

### **10. Minimum number of members**

- 10.1 The Society shall maintain the minimum number (10) of Members required by the Act.
- 10.2 The Society shall consist of the following types of members:
- a. Group Members being persons who affiliate as part of a Society recognised group. Group Members shall have the rights and privileges of members, including the right to vote and count towards the quorum.
  - b. Individual Members being such persons as are admitted to membership by the Executive. Individual Members of the Society shall have all the rights and privileges of other members including the right to vote and count towards a quorum on the same basis as a Group Member.
  - c. Life Members being such persons who have rendered exceptional service to the Society, consented to become Life Members, and are elected as Life Members at any Executive Meeting. Life members shall have the rights and privileges of other members including the right to vote and count towards the quorum.

### **11. Groups**

- 11.1 A group, being a incorporated or unincorporated body comprising of individuals who meet to pursue activities aligned with the objectives of the Society, may apply for the Society's approval to be a Society recognised group by making application to the Area Delegate in which such group is located as the Executive shall direct.

### **12. Becoming a Member: Consent**

- 12.1 Each applicant for membership must consent in writing to becoming a member by completing an online registration.
- 12.2 Individual and Group membership will be confirmed upon receipt of payment of the annual or prorated subscription fee.
- 12.3 The Executive may refuse to grant Individual membership to any person and may refuse to grant or withdraw approval of membership to any Member of a group without giving reasons for such refusal or withdrawal.

### **13. Becoming a Member: Process**

- 13.1 An applicant for membership must complete and sign any application form and supply any relevant information. The Executive may accept or decline an application for membership at its sole discretion. The Executive must advise the applicant of its decision. The signed written consent of every Member to become a Member of the Society shall be retained in the Society's membership records.

### **14. Members' obligations and rights**

- 14.1 Every member shall provide the Society in writing with that member's name and contact details (namely, physical address, email address, and a telephone number) and promptly advise the Society in writing of any changes to those details.

- 14.2 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 14.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees (if any) have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- 14.4 The Executive or any sub-committee it appoints may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

## **15. Ceasing to be a member**

- 15.1 A Member ceases to be a Member:
- a. by resignation from that Member's class of membership by written notice signed by that Member to the Secretary; or
  - b. the Member has failed to pay a subscription, levy or other amount due to the Society within two calendar months of the due date for payment; or
  - c. on termination of a Member's membership following the dispute resolution process under this Constitution; or
  - d. on death; or
  - e. by majority resolution of the Executive where:
    - i. The Member has breached this Constitution, the Society's bylaws or the Act;
    - ii. In the opinion of the Executive the Member has brought the Society into disrepute,
- 15.2 A Member will cease to be a Member with effect from (as applicable):
- a. the date of receipt of the Member's notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation); or
  - b. the date of termination of the Member's membership under this Constitution; or
  - c. the date of death of the Member; or
  - d. the date specified in a resolution of the Executive and when a Member's membership has been terminated. The Executive shall promptly notify the former member in writing.

## **16. Obligations once membership has ceased**

- 16.1 A Member who has ceased to be a Member under this Constitution:
- a. shall cease to hold themselves out as a Member of the Society; and
  - b. shall return to the Society all material provided to Members by the Society such as any national trophies, handbooks, manuals or other materials or equipment borrowed; and
  - c. shall cease to be entitled to any of the rights of a Society Member.

## **17. Becoming a member again**

- 17.1 Any former member may apply for re-admission in the manner prescribed for new applicants.
- 17.2 If a former member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed by the Executive on the recommendation of the Executive.

## **18. Subscriptions and fees**

- 18.1 The membership year runs from 01 January to 31 December.
- 18.2 The annual subscription and any other fees for membership for the then next financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments).
- 18.3 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, by their respective due dates shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property.
- 18.4 Life members are not required to pay the annual subscription.

## **19. Meetings of the Society - Procedures for all general meetings**

- 19.1 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio, or audio-visual communication, provided that members can hear each other well enough to follow the discussion throughout the meeting. Voting Members present in accordance with this clause are deemed to be present in person, eligible to vote and will be counted towards a quorum.
- 19.2 Only Voting Members may attend, speak and vote at General Meetings:
- a. in person in accordance with clause 19.1; or
  - b. by electronic means in accordance with the manner set out in the notice of the General Meeting and so provided before the commencement of the General Meeting; or
  - c. by postal vote in accordance with the manner set out in the notice of the General Meeting and so provided before the commencement of the General Meeting; or
  - d. by a signed original written proxy in favour of some individual entitled to be present at the meeting and received by post, electronic means, or handed to, the Executive before the commencement of the General Meeting; or
  - e. no other proxy voting shall be permitted.

## **20. Quorum**

- 20.1 No business of the Society will be transacted at a General Meeting unless a quorum is present. The quorum for a General Meeting is at least one percent of Voting Members of the Society attending in person in accordance with clause 19.1 or by proxy. Voting Members who have voted in advance of the General Meeting by electronic means or post do not count towards quorum.
- 20.2 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Voting 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 in accordance with clause 19.1 or by proxy shall be deemed to constitute a sufficient quorum.

## **21. Adjourned Meetings**

- 21.1 The Chairperson of any meeting may with the consent of that meeting adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **22. Voting at General Meetings**

- 22.1 A Voting Member is entitled to exercise one vote on any motion at a General Meeting in accordance with clause 19.2 and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of two or more members present, by secret ballot including proxy votes. The Chairperson shall



determine the appropriate equivalent method of voting for those attending electronically in accordance with clause 19.1.

- 22.2 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by electronic means or by post.
- 22.3 Any decisions made when a quorum is not present are not valid.
- 22.4 Written resolutions may not be passed in lieu of a General Meeting.
- 22.5 All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another Member of the Executive to chair that meeting.
- 22.6 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- a. Any person chairing a General Meeting may:
    - i. With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
    - ii. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting.
    - iii. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 22.7 Any Voting Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Executive at least thirty Working Days before that meeting. The Voting Member may also provide information in support of the motion ('Member's Information'). If notice of the motion is given to the Secretary or Executive before written Notice of the General Meeting is given to members, a notice of the motion shall be provided to members with the written Notice of the General Meeting.
- 22.8 If a notice of Member's motion is not given with Notice of a General meeting, then it will be given to members at least ten (10) Working Days before the General Meeting.

## **23. Minutes**

- 23.1 The Society must keep minutes of all General Meetings.

## **24. Annual General Meetings: when they will be held**

- 24.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Executive and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 24.2 The Annual General Meeting must be held no later than the earlier of the following:
  - a. 6 months after the balance date of the Society.
  - b. 15 months after the previous annual meeting.
- 24.3 The Executive shall give all Members at least twenty Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 24.4 Notice will be addressed to the Member at the contact address either physical or electronic notified to the Society and recorded in the Society's Register of Members.
- 24.5 The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

## **25. Annual General Meetings: business**

- 25.1 The business of an Annual General Meeting shall be to:
- a. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
  - b. adopt the annual report on the operations and affairs of the Society during the most recently completed accounting period;
  - c. adopt the Executive's report on the finances of the Society, and the annual financial statements;
  - d. give notice of any disclosures, or types of disclosure, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
  - e. set any subscriptions for the next financial year;
  - f. consider any motions of which prior notice has been given to members with notice of the Meeting; and
  - g. consider any general business; and
  - h. ratify any appointment to national positions that were filled between AGMs.

## **26. Special General Meetings**

- 26.1 Special General Meetings may be called at any time by the Executive by resolution. The Executive must call a Special General Meeting if it receives a written request signed by at least five percent of Voting Members.
- 26.2 Requests for a Special General Meeting, stating the purpose of the request for a meeting must be lodged with the Secretary.
- 26.3 A minimum of thirty working days' notice of the Special General Meeting must be given to the Members. This notice needs to state the purpose of the meeting.
- 26.4 If after twenty working days' the Executive fails to call the Special General Meeting requested the requesters may initiate the disputes resolution process.
- 26.5 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, except that the twenty working days for written notice of a General Meeting shall be thirty working days for written notice of a Special General Meeting.
- 26.6 A Special General Meeting shall only consider and deal with the business specified in the Executive's resolution or the written request by members for the Meeting.

## **27. Areas**

- 27.1 The Executive shall establish geographical areas throughout New Zealand and name and define the territorial limits of any area or subdivide the same or amalgamate any area with any other area.
- 27.2 At least thirty working days' notice of the proposal to establish a geographic area is to be given in writing to the members contact address, either physical or electronic, to each member in the affected area/s to give them time to comment on the proposal.

## **28. Area Delegates**

- 28.1 Each Area will elect an Area Delegate annually from their membership who will be a member of the Council. These delegates will be elected in the following way:
- a. Notice calling for nominations in written or electronic form shall be advised in written or electronic form to area members not less than thirty working days before closing date for same. Nominations can be in written or electronic form.
  - b. Notice of an impending election shall similarly be advised not less than thirty working days before an election is to be held and provided that such election takes place at least one calendar month before the Society Annual General Meeting.

- c. The election may be conducted at an Area Meeting following the same procedure as for a General Meeting of the Society.
- 28.2 Area Delegates shall enter their office immediately after their Area Annual General Meeting and shall hold office until their next Area Annual General Meeting. The maximum term of office is five years, and any delegate shall be eligible for re-election after one year's stand down. Change of delegate must be notified to the Secretary immediately.
- 28.3 If an Area Delegate resigns or dies while in office the vacancy shall be filled by a special election conducted as nearly as possible to the manner above or the vacancy may be filled by the immediate past delegate for the rest of the year.
- 28.4 Area Delegates attend meetings of the Council of the Society and are the communicators responsible for communication between the Executive, Council, Area Committees, Groups, and Individual Members.

## **29. The Executive**

- 29.1 The Executive must have a minimum of three elected members and no more than eight members who are natural persons elected at a General Meeting or otherwise appointed in accordance with clause 30. In addition to this, the Executive may have up to three additional members who can be co-opted in accordance with clause 29.3. All Executive Members must also be Voting Members of the Society.
- 29.2 The Executive will consist of:
- a. The President who shall be the Chairperson of the Executive.
  - b. The Vice-President who shall be elected by the Executive from one of the four Area Delegates elected at the Council meeting held prior to the Annual General Meeting.
  - c. The Secretary
  - d. The Treasurer
  - e. Four Area Delegates, two from the North Island and two from the South Island, elected from the Area Delegates at the Council meeting prior to the Annual General Meeting.
- 29.3 The Executive may co-opt up to three (3) other additional officers or establish committees to carry out any activities pertaining to the objectives of the Society. Unless otherwise specified by the Executive any person so appointed shall have full speaking and voting rights as an Executive Member of the Society.

## **30. Election or appointment of the Executive**

- 30.1 For the election of President and Treasurer, the election shall be conducted as follows:
- a. Elections will take place during Annual General Meetings.
  - b. If a vacancy in the position of any Executive Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Executive. Any such appointment must be ratified at the next Annual General Meeting.
  - c. All nominations will be signed by two Area Delegates of the Society.
  - d. A candidate's written nomination shall be received by the Society at least five working days before the date of the Annual General Meeting.
  - e. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
  - f. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).
  - g. Two Members (who are not nominees) or non-members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.

- h. The failure for any reason of any Voting Member to receive such notice of the General Meeting shall not invalidate the election.
- i. In the case of any casual vacancy occurring in any of the offices of the Society the same shall be filled in the manner following:
  - i. In the case of the President, the Vice-President will assume office.
  - ii. In the case of the Secretary or Treasurer, the President in consultation with the Executive, may appoint a Secretary or Treasurer to hold interim office as hereinafter provided.
  - iii. In the case of the Vice-President, the office vacated shall stand vacant until the next following meeting of the Executive when it shall be filled in the same manner in all respects as provided for at the original election.
  - iv. All Executive Members so appointed to fill casual vacancies shall hold office for the balance of the term for which the vacating Executive Member was elected.

### **31. Qualifications**

- 31.1 Prior to election or appointment, every Executive Member and Officer must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office by this Constitution or the Act.
- 31.2 Each certificate shall be retained in the Society's records.
- 31.3 Every Executive Member and Officer must be a natural person who:
  - a. has consented in writing to be an Officer of the Society;
  - b. is a Voting Member of the Society; and
  - c. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the Society as per section 47(3) of the Act.

### **32. Term of the Executive**

- 32.1 The term of the Executive shall be as follows:
  - a. the term of each Executive member is one (1) year.
  - b. the President may serve up to three (3) consecutive years as President, after which they must stand-down for three years before being eligible for re-election; and
  - c. other Executive Members may serve on the Executive for up to six (6) consecutive years.
- 32.2 The Secretary is a paid administrator and can only be removed in accordance with their employment agreement.
- 32.3 Area Delegates shall be elected to the Executive until they cease to be Area Delegates and new Area Delegates are elected by the Council as per clause 29.2.e.

### **33. Functions of the Executive**

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

### **34. Powers of the Executive**

- 34.1 The Executive has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **35. Meeting Procedures of the Executive**

- 35.1 The quorum for Executive meetings is at least two-thirds of the Executive.

- 35.2 A meeting of the Executive may be held either by:
- a. the Executive Members who constitute a quorum, being assembled together at the place, date and time appointed for the Executive meeting; or
  - b. means of audio, or audio and visual, communication by which all Executive Members participating and constituting a quorum can simultaneously hear each other throughout the Executive meeting.
- 35.3 A resolution of the Executive is passed at any meeting of the Executive if a majority of the votes cast on it are in favour of the resolution.
- 35.4 Every Executive Member shall have one vote.
- 35.5 The President shall chair Executive Meetings. If at the meeting of the Council, the President is not present, the members of the Executive may choose one of their number to be the Chairperson of the meeting.
- 35.6 The Chairperson does have a casting vote in the event of a tied vote on any resolution of the Executive.
- 35.7 Except as otherwise provided in this Constitution, the Executive may regulate its own procedure.
- 35.8 Where half (1/2) or more of the Executive members present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, a Special General Meeting of the Society must be called to determine the matter.

### **36. Meeting Frequency of the Executive**

- 36.1 The Executive shall meet at least once a year and when necessary.
- 36.2 The President or any three Executive Members may at any time convene a meeting of the Executive upon giving twenty working days' notice in writing to the Executive Members or at shorter notice if required.

### **37. General matters: Executive**

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

### **38. Officers' duties**

- 38.1 At all times each Officer:
- a. Shall act in good faith and in what they believe to be the best interests of the Society.
  - b. Must exercise all powers for a proper purpose.
  - c. Must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution.
  - d. When exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - i. the nature of the Society;
    - ii. the nature of the decision; and
    - iii. the position of the Officer and the nature of the responsibilities undertaken by him or her
    - iv. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

- v. must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

### **39. Removal of Executive Members**

- 39.1 An Executive member shall be removed from their position by resolution of the Executive or the Society where in the opinion of the Executive or the Society:
- a. The Executive Member has brought the Society into disrepute.
  - b. The Executive Member has failed to disclose a conflict of interest.
  - c. The Executive passes a vote of no confidence in the Officer.
- 39.2 This to be with effect from (as applicable) the date specified in a resolution of the Executive or Society.

### **40. Ceasing to Hold Office – Executive Member**

- 40.1 An Executive Member ceases to hold office when they:
- a. Commit an act of bankruptcy; or
  - b. Retire or resign (by notice in writing to the Executive); or
  - c. are removed in accordance with the Society's constitution; or
  - d. become disqualified to be an Officer of the Society in accordance with the Act; or
  - e. die; or
  - f. become disqualified to be an executive Member of the Society in accordance with this Constitution; or
  - g. Otherwise vacate office in accordance with section 50(1) of the Act.
- 40.2 Each Executive Member shall within twenty Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive all books, papers, and other property of the Society held by such former Executive Member.

### **41. The Council**

- 41.1 The Council shall consist of the Executive and Area Delegates plus any additional officers or administrators appointed by the Executive.

### **42. Meeting Procedures of the Council**

- 42.1 The quorum for Council meetings is at least two-thirds of the number of members of the Council.
- 42.2 A meeting of the Council may be held either by:
- a. a number of the members of the Council who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - b. means of audio, or audio and visual, communication by which all members of the Council participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 42.3 A resolution of the Council is passed at any meeting of the Council if a majority of the votes cast on it are in favour of the resolution.
- 42.4 Every Council Member shall have one vote.
- 42.5 The President shall chair Council meetings. If at a meeting of the Council, the President is not present, the members of the Council present may choose one of their number to be chairperson of the meeting.
- 42.6 The chairperson does have a casting vote in the event of a tied vote on any resolution of the Council.
- 42.7 Except as otherwise provided in this Constitution, the Council may regulate its own procedure.

### **43. Meeting Frequency of the Council**

- 43.1 The Council shall meet immediately before each Annual General Meeting and as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
- 43.2 The Secretary, or other Council member nominated by the Council, shall give to all Council Members not less than twenty Working Days' notice of Council meetings, but in cases of urgency a shorter period of notice shall suffice.

### **44. Removal of Council Members or Cessation of Council Membership**

- 44.1 A Council Member shall be removed from their position by resolution of the Executive or the Society where in the opinion of the Executive or the Society;
- a. The council Member has brought the Society into disrepute.
  - b. The Council Member has failed to disclose a conflict of interest.
  - c. The Executive passes a vote of no confidence in the Council Member.
- 44.2 This is to be with effect from (as applicable) the date specified in a resolution of the Executive or Society.
- 44.3 A Council Member shall also cease to hold office when they retire or resign (by notice in writing to the Council), death, or becomes disqualified to be a Council Member in accordance with this Constitution.
- 44.4 Each Council Member shall, within twenty Working Days of submitting a resignation or ceasing to hold office, deliver to the Council all books, papers, and other property of the Society held by such former Council Member.

### **45. Sub-committees**

- 45.1 The Executive may appoint sub-committees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- a. the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
  - b. no sub-committee shall have power to co-opt additional members unless approved by the Executive;
  - c. a sub-committee must not commit the Society to any financial expenditure without express authority from the Executive; and
  - d. a sub-committee must not further delegate any of its powers.

### **46. Conflicts of interest**

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

- c. may take part in any discussion of the Executive and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive and/or sub-committee (unless the Executive and/or sub-committee decides otherwise).
- 46.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 46.5 Where fifty per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 46.6 Where fifty per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Executive shall consider and determine the Matter.

## Records

### 47. Register of Members

- 47.1 The Society shall keep an up-to-date Register of Members.
- 47.2 For each current member, the information contained in the Register of Members shall include:
- a. their name, and
  - b. the date on which they became a member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - c. their contact details, including:
    - i. A physical address.
    - ii. A telephone number.
    - iii. Email address (if any).
  - d. their class of membership; and
  - e. subscription and fees paid (if any).
- 47.3 Every Member shall promptly advise the Society of any change of the Member's contact details.
- 47.4 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will retain a record of:
- a. the former Member's name; and
  - b. the date the former Member ceased to be a Member.
- 47.5 The Register of Members will be managed in accordance with the Privacy Act 2020 (including amendments to it from time to time).

### 48. Interests Register

- 48.1 The Executive shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### 49. Access to information for members

- 49.1 A Member may at any time make a written request to the Society for information held by the Society.
- 49.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 49.3 The Society 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 Society (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.
- 49.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society 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 Society 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 Society; or
  - d. the information is not relevant to the operation or affairs of the society; or
  - e. withholding the information is necessary to maintain legal professional privilege; or
  - f. the disclosure of the information would, or would be likely to, breach an enactment; or
  - g. the burden to the Society 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
  - h. the request for the information is frivolous or vexatious; or
  - i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- 49.5 If the Society 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 ten Working Days after receiving notification of the charge, the Member informs the Society:
- a. that the Member will pay the charge; or
  - b. that the Member considers the charge to be unreasonable.
- 49.6 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **Finances**

### **50. Control and management**

- 50.1 The funds and property of the Society shall be:
- a. controlled, invested and disposed of by the Executive, subject to this Constitution and the Act; and
  - b. devoted solely to the promotion of the purposes of the Society.
- 50.2 The Executive shall maintain bank accounts in the name of the Society.
- 50.3 All money received on account of the Society shall be banked within five Working Days of receipt.
- 50.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 50.5 The Executive must ensure that there are kept at all times accounting records that:
- a. Correctly record the transactions of the Society.
  - b. Allow the Society to produce financial statements that comply with the requirements of the Act.
  - c. Would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 50.6 The Executive must establish and maintain a satisfactory system of control of the Society's accounting records.
- 50.7 The Society shall appoint a suitable person at the Annual General Meeting to review the annual financial statements of the Society.

- 50.8 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

## **51. Indemnities or insurance for Officers, Members, or Employees of Society**

- 51.1 The Society may indemnify or obtain insurance for an Office Member, or an employee for losses or expenses incurred by reason of any contract entered into or any act or deed in the 'bone fide' discharge of their duties to the extent permitted by law.

## **52. Balance date**

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

## **Dispute resolution**

### **53. Meanings of dispute and complaint**

- 53.1 A dispute is a disagreement or conflict involving the Society and/or its members in relation to specific allegations set out below.
- 53.2 The disagreement or conflict may be between any of the following persons:
- a. two or more Members;
  - b. one or more Members and the Society;
  - c. one or more Members and one or more Officers;
  - d. two or more Officers;
  - e. one or more Officers and the Society;
  - f. one or more Members or Officers and the Society.
- 53.3 The disagreement or conflict relates to any of the following allegations:
- a. the Member or an Officer has engaged in misconduct;
  - b. the Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
  - c. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
  - d. the Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged;
- 53.4 All Members (including the Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 53.5 The complainant raising a dispute, and the Executive, 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.

### **54. How a complaint is made**

- 54.1 A Member or an Officer may make a complaint by giving to the Secretary of the relevant managing Executive, either national or area (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 Society'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 Society.

- 54.2 The Society 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 Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b. sets out the allegation to which the dispute relates.
- 54.3 The information given under sub-clause (54.1.a.) or (54.1.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.
- 54.4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 54.5 A decision made under the dispute resolution process set out in Schedule One of this Constitution shall be final, and no further appeal will be permitted.

## **Winding Up - Liquidation and removal from the register**

### **55. Process**

- 55.1 The Society may be wound up or liquidated or removed from the register of Incorporated Societies in accordance with the provisions of the Act.
- 55.2 The Secretary shall give notice to all Voting Members of:
- a. The proposed motion to wind up the Society or to liquidate it, or to remove it from the register of Incorporated Societies, and
  - b. The General Meeting at which any such proposal is to be considered,
  - c. The reasons for the proposal, and
  - d. Any recommendations from the Executive in respect to such Notice of Motion.
- 55.3 Any resolution to wind up, or liquidate the Society, or remove it from the register of Incorporated Societies must be passed by two-thirds majority of all Voting Members either in attendance in person or by proxy and voting at the General Meeting or voting by electronic means or by post.

### **56. Surplus Assets**

- 56.1 If the Society is wound up or liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any member.
- 56.2 On the winding up, or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be:
- a. Distributed among such charitable organisations within New Zealand which are not conducted for private or pecuniary profit of any individual, and with similar objectives to those of the Society, as voted on by two-thirds of Voting Members either in attendance in person or by proxy and voting at a General Meeting or voting by electronic means or by post, or failing a decision; or
  - b. As determined by a Judge of the High Court of New Zealand.

### **57. Alterations to the constitution**

- 57.1 All amendments must be made in writing and in accordance with this Constitution
- 57.2 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of Voting Members either in attendance in person or by proxy and voting at the General Meeting or by voting by electronic means, provided that:
- a. no amendment of the Society's Constitution is made which would allow personal pecuniary profits to any individuals'

- b. the effect of this clause cannot be removed from this document and will be included and implied in any document replacing this document.
- 57.3 The Executive may propose a resolution to amend or replace this Constitution.
- 57.4 Any proposed resolution to amend or replace this Constitution shall be signed by ten eligible Members of the Society, one of whom shall be designated as the proposer, and another as the seconder. The Area Delegate shall co-sign the application and the proposed change be given in writing to the Executive at least sixty Working Days before the General Meeting at which the resolution is to be considered. The proposed change should be accompanied by a written explanation of the reasons for the proposal.
- 57.5 At least sixty Working Days before the General Meeting at which any amendment is to be considered the Executive shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive has.
- 57.6 Only Voting Members may vote on amendments or replacement of the Constitution at a General Meeting or Special General meeting:
- a. in person in accordance with clause 19.1;
  - b. by electronic means in accordance with the manner set out in the notice of the General meeting and so provided before the commencement of the General Meeting;
  - c. by postal vote in accordance with the manner set out in the notice of the General meeting and so provided before the commencement of the General Meeting; or
  - d. by a signed original written proxy in favour of some individual entitled to be present at the meeting and received by post, electronic means, or handed to, the Executive before the commencement of General Meeting.
- 57.7 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 57.8 The Executive may amend the terms of this Constitution by a unanimous resolution of the Executive if the amendment:
- a. has no more than a minor effect; or,
  - b. corrects errors or makes similar technical alterations.
  - c. Provided that the Executive provides written Notice of the amendment to every Member of the Society, with the notice stating:
    - i. the text of the amendment ;and
    - ii. the right of the Member to object to the amendment.
  - d. If no Member objects within twenty (20) Working Days after the date on which the Notice is sent, the Executive may make the amendment.
  - e. If a Member objects to the amendment made under clause 57.8 within twenty (20) Working days after the date on which the Notice is sent, the society may not make the amendment under this clause.

## Other

### 58. Common seal

- 58.1 The Society will have a common seal that must be kept in the custody of an Officer.
- 58.2 The common seal may be affixed to any document:
- a. by resolution of the Executive, and must be countersigned by two Officers; or
  - b. by such other means as the Executive may resolve from time to time.

**59. Bylaws**

- 59.1 The Executive from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

## **Constitution of the New Zealand Spinning Weaving and Woolcrafts Society Incorporated**

### **Schedule One – Complaints and Grievances Procedures**

#### **1. Procedures**

##### **1.1 Person who makes complaint has the right to be heard**

- 1.1.1 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.
- 1.1.2 If the Society makes a complaint:
- a. the Society 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 Society.
- 1.1.3 Without limiting the manner in which the Member, Officer, or Society 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 Society's written or verbal statement or submissions (if any) are considered by the decision maker.

##### **1.2 Person who is subject to a complaint has the right to be heard**

- 1.2.1 A Member or an Officer who is subject to a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 1.2.2 If the Society is subject to a complaint:
- a. the Society 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 society.
- 1.2.3 Without limiting the manner in which the Member, Officer, or Society 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 Society's written or verbal statement or submissions (if any) are considered by the decision maker.

##### **1.3 Investigating and determining dispute**

- 1.3.1 The Society 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.
- 1.3.2 If the area does not feel that it is appropriate to deal with a dispute at an area level they can escalate it to the national level.
- 1.3.3 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

## **1.4 Society may decide not to proceed further with complaint**

- 1.4.1. Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:
- a. The complaint is considered to be inconsequential.
  - b. the complaint does not appear to disclose or involve any allegation of the following kind:
    - i that a Member or an Officer has engaged in material misconduct;
    - ii that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
    - iii that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
  - c. The complaint appears to be without foundation or there is no apparent evidence to support it.
  - d. The person who makes the complaint has an insignificant interest in the matter.
  - e. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution.
  - f. There has been an undue delay in making the complaint.

## **1.5 Society may refer complaint**

- 1.5.1 The Society may refer a complaint to a:
- a. subcommittee or an external person to investigate and report; or
  - b. subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 1.5.2 The Society 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).

## **1.6 Decision makers**

- 1.6.1 A person may not act as a decision maker in relation to a complaint if two or more members of the Executive 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.

## **1.7 Decisions**

- 1.7.1 The subcommittee, external person or tribunal, or an external person making the decision regarding the complaint, may:
- a. Dismiss the dispute.
  - b. Uphold the dispute and:
    - i. reprimand the Member; and/or
    - ii. suspend the Member from membership for a specified period; and/or
    - iii. terminate the Member's membership; and/or
    - iv. refer the matter to mediation; and/or
    - v. order the complainant (if a member) or the member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.
- 1.7.2 Recommend changes to the Society's policy or procedures.

## **1.8 Advice of Decision**

- 1.8.1 The decision, of the Executive Committee, sub-committee, tribunal or external person, as the case may be, shall be given in writing to the Respondent, as soon as reasonably practicable following the decision being made.

1.8.2 The Executive Committee (where the Executive Committee is not the decision making body) shall also be provided with the decision in writing.

**1.9 No appeals**

1.9.1 A decision made under this dispute resolution process shall be final, and no further appeal will be permitted.