



Save Animals From Exploitation Incorporated **Constitution**

2025



SAFE is an Incorporated Society registered as a national body under the name
Save Animals From Exploitation Incorporated.

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1. Name

- 1.1 The name of the society is "Save Animals From Exploitation Incorporated" ("SAFE") or such other name approved by a unanimous resolution of the Board and in accordance with the Incorporated Societies Act 2022 (the "Act").

2. Objectives

- 2.1 The Society is established to prevent the suffering, abuse and exploitation of animals by:
- a. Raising public awareness of the suffering, abuse and exploitation of animals; and
 - b. Promoting education on human-animal relations.

3. Membership

- 3.1 Membership of SAFE is subject to the approval of the SAFE Board (hereafter referred to as "Board") and shall consist of the following two types:
- a. **Ordinary Members:** An application may be filed by any consenting person who submits a completed membership form and pays the appropriate membership fee. When approved by the Board, the Member must immediately pay the appropriate membership fee for membership to be granted.
 - b. **Life Members:** Comprised of those members on whom Life Membership has been conferred. No new Life Memberships will be offered.
- 3.2 The Board will keep an up to date register of Members containing:
- a. each Member's:
 - i. full name;
 - ii. physical and/or electronic address;
 - iii. phone number;
 - iv. date they became a Member;
 - v. levies paid (if any);
 - b. for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and
 - c. any other information required by the Board or by the Act.
- 3.3 Members must notify the Board of any change to their information recorded on the register of Members.
- 3.4 The Board will have complete discretion when it decides whether or not to allow an applicant to become a member. The Board may interview the applicant when it considers membership applications. The Board shall advise the applicant of its decision, and that decision will be final.

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- 3.5 Any Member whose subscription is unpaid after having received a written reminder notice followed by a final notice will no longer be considered a Member of the Society if they fail to pay the subscription for three (3) months from the date of the final notice. In the event of sufficient explanations being made to the Board (or its duly authorised person), the Board will have authority to restore their name to the list of Members upon payment of all arrears.
- 3.6 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 3.1.
- 3.7 A Member is only entitled to exercise the rights of membership, including attending and voting at General Meetings, if all subscriptions have been paid to the Society by their respective due dates. These Members will be considered "Financial Members" for the purposes of this Constitution.
- 3.8 No Member whose subscription is unpaid will be eligible for office.
- 3.9 Any Member may resign their membership at any time by notifying their resignation in writing to the Society and thereupon they will cease to be a Member of the Society. However, no such resignation shall relieve any Member from the payment of any subscription or other money due or payable by them at the time of such resignation or their pro-rata share of any then existing liability of the Society.
- 3.10 A Member ceases to be a Member on death. The cessation of their membership is effective from the date of death.
- 3.11 The Board may by a majority resolution remove a Member from membership if the Member has been accused or convicted of a criminal offence which, in the opinion of the Board, makes their membership in the Society undesirable.
- 3.12 After due enquiry and having given the Member the right to be heard, the Board may decide by passing a resolution of not less than two-thirds (2/3) to suspend or terminate a Member's membership if the Member has:
- a. breached this Constitution or any by-laws; or
 - b. committed misconduct or act in a way that would bring the Society into disrepute, or in a manner inconsistent with the purposes of SAFE.
- 3.13 For the avoidance of doubt, the process in clause 3.11 should not be applied to disputes between Members and/or Board members and/or the Society. If there is a dispute between Members and/or a Board member and/or the Society, the Dispute Resolution Procedures should be followed.
- 3.14 No Member is liable for an obligation of the Society by reason only of being a Member.

4. Alteration of constitution

- 4.1 Any alteration of this Constitution, or adoption of a new constitution, must comply with the Incorporated Societies Act 2022.
- 4.2 Any alteration of this Constitution, or adoption of a new Constitution, may be passed by resolution of a two-thirds majority of Financial Members present (in person, by electronic means or by proxy) and voting at an Annual General Meeting of the Society, or a Special General Meeting called for the specific purpose by the Board PROVIDED THAT no amendment of the Society's Constitution are made which would:
- modify the intention of the Charitable Purposes set out in this Constitution except to the extent required to register the Society as a charity under the Charities Act 2005 or any amendment or any statutory provision in substitution thereof; or
 - result in the Society losing its status as a "charitable entity" under the Charities Act 2005 or any amendment or substitution thereof.

All amendments to the Society's Constitution must be made in writing.

- 4.3 Notice of any proposed alteration of the Constitution will be given to the Secretary, in writing, at least 28 days prior to an Annual General Meeting of the Society or a Special General Meeting called for the specific purpose by the Board.
- 4.4 Notice will be given by the Secretary of any proposed alteration to the Constitution to Members at least 21 days prior to an Annual General Meeting of the Society, or a Special General Meeting called for the specific purpose by the Board.
- 4.5 The Board may amend the terms of this Constitution by a unanimous resolution of the Board if the amendment:
- has no more than a minor effect to the Constitution; or
 - corrects errors or makes similar technical alterations,

PROVIDED THAT the Board provides written notice of the amendment to every Member of the Society, with the notice stating:

- the text of the amendment; and
 - the right of the member to object to the amendment.
- If no Financial Member objects within 20 working days after the date on which the Notice is sent, the Board may make the amendment.
 - If a Financial Member objects to the amendment made under clause 4.5 within 20 working days after the date on which the Notice is sent, the Society may not make the amendment under this clause.
- 4.6 Accepted alterations must be submitted to the Registrar of Incorporated Societies for registration.
- 4.7 Accepted alterations (registered by the Registrar of Incorporated Societies) must be notified to Charities Services no later than three months, or sooner if required by Charities Services, after the alteration takes place.

- 4.8 An alteration takes effect when it has been registered by the Registrar of Incorporated Societies. Until the alteration is registered the existing Constitution must be followed.
- 4.9 The new Constitution document must be signed as accepted by three Financial Members of the Board.

5. General meeting

- 5.1 Minutes of meetings will be kept for every General Meeting. "General Meeting" means an Annual General Meeting or a Special General Meeting.
- 5.2 General 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 the Members can hear each other well enough to follow the discussion throughout the meeting. Financial Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 5.3 The Annual General Meeting of the Society will be held no later than 6 months after the Society's balance date and no later than fifteen months after the previous Annual General Meeting. The date and location shall be determined each year by the Board.
- 5.4 The Members of the Board shall elect a Chair to preside at General Meetings of the Society.
- 5.5 No business of the Society will be transacted at an Annual General Meeting or Special General Meetings without a quorum present.
- 5.6 Fifteen (15) percent of Financial Members present in accordance with clause 5.2 shall form a quorum at all Annual General Meeting or Special General Meetings. If a quorum is not present within thirty (30) minutes of the time set for the commencement of any meeting, the meeting will be adjourned for no later than 30 days and those present at that meeting will form a quorum.
- 5.7 A failure of any Member of the Society to receive notice of any General Meeting shall not invalidate or prejudice any act, resolution or proceedings at any General Meeting of the Society.
- 5.8 Notification Special General Meeting
 - a. A Special General Meeting may be called at any time by:
 - i. the Board by resolution;
 - ii. in accordance with clause 7.7; or
 - iii. a written request signed by at least fifteen (15) Financial Members and delivered to the Board.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on.

- b. At least twenty-one (21) days prior to the Special General Meeting, the Board will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on in relation to a Special General Meeting called pursuant to clause 5.8(a)(i) and clause 5.8(a)(ii).
- c. The Board, upon receipt of written request as set out in clause 5.8(a)(iii), shall be required to call a Special General Meeting within fourteen (14) days to transact the business as prescribed in the written request. For the avoidance of doubt, such notice shall include sufficient details of the business to be discussed at the Special General Meeting and motion to be voted on.
- d. At such Special General Meeting, no business shall be transacted other than specified in the notice. The Board shall determine the location of any Special General Meeting.

5.9 Notification Annual General Meetings

- a. Notice of the date and location of the Annual General Meetings shall be advised to Members of the Society no less than 42 days prior to the date of the meeting. Notification shall be via the organisation's website and via email to each Member with email.
- b. The Secretary of the Society shall call for remits from Members no less than 42 days prior to the date of the Annual General Meeting.
- c. Members are to notify any remits to be presented at the Annual General Meeting in writing to the Secretary no less than 28 days prior to the date of the Annual General Meeting.
- d. A meeting agenda, including any remits as received from Members or the Board will be made available to Members via the SAFE website no less than 21 days prior to the date of the Annual General Meeting.

5.10 At the Annual General Meeting the Board must present:

- a. an annual report on the operations and affairs of the Society during the most recently completed accounting period;
- b. the financial statements of the Society for that period; and
- c. notice of the disclosures, or types of disclosures, 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).

5.11 General Meeting Procedure

- a. Each Financial Member of the Society is entitled to one (1) vote on any matter being voted on. Votes may be cast in person, by electronic means for those attending the General Meeting in accordance with clause 5.2, or by proxy in accordance with clause 5.11b.
- b. If any Financial Member of the Society is unable to attend a General Meeting, they may appoint another Financial Member of the Society as a proxy to vote in their absence. A Financial Member can act as a proxy for only one other Financial Member, as well as carrying their own vote. Power to act as a proxy must be given in writing to the Secretary of the Society prior to all General Meetings.

- c. All motions put to a General Meeting shall, in the first instance, be determined by the voices, and if not conclusive, then by show of hands. For those voting by electronic means in accordance with clause 5.2, the Chair may determine the method for electronic voting.
- d. Subject to this Constitution, a simple majority of the Financial Members will decide all deliberations at a General Meeting.
- e. The chair of the Board will have a deliberative, and if necessary, casting vote if there is a tied vote at a General Meeting.

5.12 Resolution in lieu of meeting

- a. Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters of Financial Members will be as valid and effectual as if it had been passed at a General Meeting of the full Society.
- b. A resolution in writing cannot be made under clause 4.2 or clause 15 of this Constitution.
- c. Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Financial Members.

6. Election of board members

- 6.1 The Board of the Society (hereafter referred to as "Board members") shall have a minimum of three (3) and a maximum of nine (9) Board members, who are natural persons elected at the General Meeting or co-opted onto the Board, comprising of a Chair, Secretary and Treasurer and no more than six Board members.
- 6.2 Where there are less than three Board members, the Board may appoint additional Board members from the Members of the Society, who will then be eligible for election at the next General Meeting. If at any time there are less than three Board members, the Board may carry out essential matters but may not undertake any action or make any decision until the number of Board members is increased to three PROVIDED THAT the Board (once it has the minimum number of Board members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Society while the Board was composed of less than the minimum number of Board members.
- 6.3 Prospective Board members must be current Financial Member of the Society, at least 18 years of age and demonstrate a commitment to the goals and objectives of the Society including being vegetarian or vegan. Board members must not have a clear and demonstrable conflict with the goals and policies of the Society. Any previous conflict must not have existed within the previous 12 months of being appointed
- 6.4 Board members' tenure is a maximum of three years, each year's tenure considered to begin from the SAFE Annual General Meeting (end of meeting) until the Annual General Meeting (end of meeting) the following year.
- 6.5 Each year a minimum of approximately one third of elected Board members will retire from office.

- 6.6 Board members will be elected annually to vacant positions in the manner prescribed in this clause 6.
- 6.7 All retiring Board members are eligible for re-election.
- 6.8 Subject to clause 6.1, the Board may co-opt no more than two (2) other individuals onto the Board. For the avoidance of doubt, the maximum number of Board Member is nine (9) including the co-opted members. Eligibility for being co-opted onto the Board is the same as for election – the candidate must be a current, Financial Member of the Society and all prospective Board members must meet the criteria outlined in the Board Manual. The Board must approve any possible nominee before a formal invitation is made. Co-opted members must accept and consent in writing, certify that they are not disqualified from being appointed under this Constitution or section 47(3) of the Act, and agree to the terms and conditions as detailed in this manual. Co-opted members have full voting rights.
- 6.9 Election Process
- a. The Secretary shall call for nominations from Financial Members for election of Board members no less than 42 days prior to the date of an Annual General Meeting. Notification shall be via the organisation's website and via email to each Member with email.
 - b. Members will be notified of individual Board members standing down and re-standing for election.
 - c. Nominations for elected Board members must be received from Financial Members no later than 10 days from the date of calling for such nominations. Nominations should take the form as specified in the calling for nominations by the Society.
 - d. Any paid employee of the Society is not eligible to stand for any elected position.
 - e. The Board will be advised of all nominations. Where considered necessary, the Board may ask vetting questions to the candidate, require references and undertake any due diligence actions the Board considers fit.
 - f. The Board will compile a list of candidates comprised of Board members re-standing for election and any such new nominees the Board approves after due diligence ("The List of Recommended Board Nominees").
 - g. Prior to election or appointment, every candidate must consent in writing to becoming a Board member and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act.
 - h. In the event:
 - i. the total number of sitting Board members and candidates in the List of Recommended Board Nominees does not exceed nine, then a ballot to Members is unnecessary;
 - ii. the total number of sitting Board members and candidates in the List of Recommended Board Nominees exceeds nine, then a ballot to Members will be necessary.
 - i. If a ballot to Financial Members is necessary, or if the Board elects to have a ballot for any other reason, the Secretary will forward to all Members the List of Recommended Board Nominees no less than 21 days prior to the date of the Annual General Meeting.

- j. Completed ballot forms noting the voting Financial Member's name, address, phone number and signature must be received no later than 14 days from the date of the ballot form being sent to members. Financial Members' names will be checked against the current membership register to ensure members are financial and eligible to vote. In the event of a tie for voting for any of the elected Board members, the current Board shall have a singular casting vote.
- k. The successful candidates for elected Board members shall be advised to Members at the Annual General Meeting or via the SAFE website.
- l. Elections to appoint the Board positions (Chair, Secretary and Treasurer) will be undertaken at a Board meeting directly following the Annual General Meeting.

7. Meetings of the board

- 7.1 The Secretary is responsible for the recording of proceedings at all General Meetings of the Society and meetings of the Board. The Secretary will be responsible for ensuring that the Board meets as and when required under clause 7.3.
- 7.2 The Treasurer will be responsible for the presentation of the Statement of Financial Performance and Statement of Financial Position to members at the Annual General Meeting of the Society. The Treasurer shall be responsible for the presentation of the annual budget and regular financial updates to meetings of the Board on a regular basis as required.
- 7.3 The Board shall endeavour to meet a minimum of four times each year, whether in person or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Board members can hear each other well enough to follow the discussion throughout the meeting. Board members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 7.4 Meetings of the Board shall include the elected Chair, Secretary and Treasurer, or their nominees, who are all eligible to vote. Two thirds of the Board present and eligible to vote shall form a quorum at all Board meetings.
- 7.5 The Board shall at each meeting appoint a person to facilitate that meeting of the Board.
- 7.6 Subject to this Constitution, each Board member will be entitled to one (1) vote on any matter being voted on by the Board. Decisions of the Board shall be agreed upon by a minimum of 65 per cent of those in attendance and eligible to vote. In the event of a tied vote, the Chair will have a casting vote or the person chairing the meeting in accordance with clause 7.5 will have the casting vote.
- 7.7 Where half or more of the Board 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.
- 7.8 A resolution in writing, signed by a minimum of two thirds of Board members (including the elected Chair, Secretary and Treasurer) shall be as valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form, whether an original or an electronic copy. Such resolution will not be defined as a meeting for the purposes of clause 7.3.

8. Removal from board and board powers

- 8.1 A Board member will cease to hold the office of Board member if they:
- a. commit an act of bankruptcy;
 - b. dies;
 - c. retire or resign as a Board member by giving prior written Notice of their resignation to the Board; or
 - d. becomes disqualified to be a Board member of a Society in accordance with the Act.
- 8.2 If a Board member is:
- a. in the opinion of a majority of the other Board member, physically or mentally incapable of acting as a Board member;
 - b. requested to resign by notice in writing signed by not less than two-thirds of all other Board members; or
 - c. accused or convicted of a criminal offence which, in the opinion of a majority of the other Board member, makes their position as a Board member undesirable, then, by resolution of a majority of the other Board members, be removed as a Board member of the Society immediately (unless the resolution states otherwise).
- 8.3 If a Board member is requested to resign following a vote of not less than two-thirds of the Members present and eligible to vote at a General Meeting, then that Board member will be removed immediately.
- 8.4 Where a complaint is made about the action or inaction of a Board member (in their capacity as a Board member) the dispute resolution procedure set out in Schedule One of this Constitution shall be adhered to. If the complaint is upheld, the Board member may be removed from the Board by:
- a. a resolution of a majority of the Board members; or
 - b. a vote of not less than two-thirds (2/3) of Financial Members present and eligible to vote at a General Meeting.
- The Elector has the discretion to determine the method of removal and where relevant may consider the recommendations of the external person appointed to investigate the complaint. The Board member will be removed immediately following the resolution or vote unless otherwise specified in the resolution or vote.
- 8.5 Any Board member, including the Chair, Secretary and Treasurer, who becomes an employee of the Society, must resign from their elected or Board-appointed position.
- 8.6 Subject to clause 3, removal from the Board as a Board member will not equate to removal as a Member of the Society.

9. Powers of the board

- 9.1 The operation and affairs of the Society must be managed by, or under the direction or supervision of, the Board. The Board has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society. For the avoidance of doubt, the Board shall have the power to perform the following actions:
- a. To appoint any eligible Member to any vacant Board member position for the remaining period of time up to the next Annual General Meeting.
 - b. To employ staff as required and invite such staff to attend Board meetings, if appropriate and required. The Board may authorise appropriately appointed staff to direct the operation of the Society including the employing of staff to fulfil this requirement.
 - c. To grant honorariums to appropriate persons who are not Members of the Board as deemed fit.
 - d. To open and operate bank accounts as required. Any two of the following are authorised to act as signatories: the Chair, the Secretary, the Treasurer and persons appointed by the Board.
 - e. To invest and control the funds of the Society, to raise and/or borrow such monies as deemed necessary and to purchase or lease property in such manner as is considered in the best interests of the Society.
 - f. To approve affiliation and/or association with any organisation deemed in the best interests of the Society.
 - g. To enter into any negotiations, contracts and agreements on behalf of the Society deemed in the best interests of the Society.
 - h. To conduct any other business as deemed necessary in fulfilling the objects of the Society.
- 9.2 For the avoidance of doubt, the powers in clause 9.1 above are subject to the following:
- a. Any income, benefit or advantage of the Society must be used to advance the charitable purposes of the Society;
 - b. No Member of the Society, or anyone associated with a member, is allowed to take part in, or influence any decisions made by the organisation in respect of payments to, or on behalf of, the Member or associated person of any income, benefit or advantage;
 - c. Any payments made to a Member of the Society, or a person associated with a Member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
- 9.3 Members of the Board will be entitled to the payment of honoraria and to be reimbursed by the Society for expenses incurred:
- a. Members of the Board may receive such honoraria as may be set by resolution of a General Meeting prior to payment
 - b. Members of the Board may be reimbursed by the Society for any actual expenses properly and reasonably incurred by them on behalf of the Society
 - c. The payment of such honoraria or reimbursement must be made in accordance with policies to be established by the Board.

10. Contracting method

- 10.1 Documents will be executed for the Society pursuant to a resolution of the Board, and the Society may enter into contracts by two (2) Board members signing under the name of the Society and any other method approved in the Act.

11. Financial provisions

- 11.1 The Society's balance date will be 31 March, unless otherwise specified by the Board in accordance with the Act.
- 11.2 The funds and property of the Society will be controlled and managed by the Board in accordance with this Constitution and the Act, to further the Society's Purposes.
- 11.3 The Board will ensure a financial statement is kept, that provides a record of the Society's financial position and meets the minimum financial statement requirements in the Act.
- 11.4 Subject to the Act, the Board may elect to have the accounts of the Society reviewed or audited annually by a suitably qualified person.
- 11.5 The Board will ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Society from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

12. Indemnity and insurance

- 12.1 The Society may, with the authority of the Board, indemnify and/or obtain insurance for a Board member for:
- a. liability (other than criminal liability) for a failure to comply with:
 - i. a duty under section 54 to 61 of the Act (officers' duties); or
 - ii. any other duty imposed on a Board member in their capacity as an officer of the Society; and/or
 - b. costs incurred by a Board member for any claim or proceeding related to a liability under clause 12.1a.
- 12.2 The Society may indemnify or obtain insurance for a Board member, Member or employee in accordance with the Act.
- 12.3 In this clause 12 the term "Board member" is to be interpreted in accordance with the meaning of "officer" in section 5 of the Act.

13. Contact person

- 13.1 The Board will appoint 1 or up to 3 contact persons by way of a majority resolution. This contact person could be a Board member, Member or employee of the Society, but must be at least 18 years of age and ordinarily resident in New Zealand. The Society must give notice to the Registrar of Incorporated Societies of any changes to the contact person(s).

14. Disputes resolution procedures

- 14.1 The Society's disputes resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

15. Request for removal from register or liquidation of society

- 15.1 If at any time the Society becomes non-operational or it is desirable for the Society to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 16 of this Constitution and under the power given to the Society in section 215 of the Act. The Society may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Society's removal from the register must be made in accordance with clause 15.3. The resolutions described in this clause may be made at the same meeting of the Society.
- 15.2 The Society may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 15.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 16.
- 15.3 The Society may resolve to authorise a request for the Society's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- a. the Board shall give fourteen (14) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - b. the Notice must include the matters required under section 228(4) of the Act; and
 - c. the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote.

16. Surplus assets on request for removal from register or liquidation

- 16.1 On a Financial Member vote in accordance with clause 15.1 or 15.2, any remaining portion of the Society's funds or the net proceeds arising from the sale of the assets of the Society must be applied, after payments of all liabilities, towards such charitable entity or charitable entities in New Zealand whose purposes align with the Objectives of the Society as may be determined by a three-quarter (3/4) majority of the Financial Members in accordance with clause 16.2.
- 16.2 A resolution providing for the disposal of the Society's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- the Board shall give fourteen (14) days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - the Notice must include the matters required under section 228(4) of the Act;
 - the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote; and
 - the resolution must set out which charitable entity or charitable entities the Society's surplus assets shall be applied to in accordance with clause 16.1.
- 16.3 To be clear, a resolution under this clause 16 may be made at the same General Meeting as a resolution under clause 15.

The Rules are signed as correct and accurate by the following three members of the Society:



Gareth Hughes, Board Chair



Courtenay Lacey, Board Secretary



Signer ID: TKJU4Q114...

Deepika Lodhia, Board Treasurer

Schedule one: disputes resolution procedures

1. How a Complaint is Made

- 1.1 A Member or Board member may make a complaint by giving to the Board a Notice in writing that:
 - a. states that the Member or Board member 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 and whom the allegation is against. This must be enough to ensure the Member or Board member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.2 The Society may make a complaint involving an allegation against a Member or a Board member by giving to the Member or Board member 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. This must be detailed enough to ensure the Member or Board member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

- 2.1 The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Board with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:
 - a. appoint an external person to investigate and report; or
 - b. with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - c. appoint an external person to investigate and make a decision; or
 - d. appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

- 2.3 Despite clause 2.2 of this Schedule One, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- a. the complaint is trivial; or
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a Member or a Board member has engaged in material misconduct;
 - ii. that a Member, a Board member, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or the Act; or
 - iii. that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - f. there has been an undue delay in making the complaint.
- 2.4 While not binding on the Elector, the Society agrees that the following categories of disputes should be resolved as follows:
- a. where the dispute involves issues of personal animosity or where relationships within the Society have broken down, the dispute should go to mediation;
 - b. where the dispute concerns interpretation of the Society's Constitution or the Society's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
 - c. where the dispute concerns matters about the financial operations of the Society, an external person with accounting skills should be appointed to investigate and provide a report; and
 - d. where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under clause 2.2 of this Schedule One, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Board, the complainant and any person who is the subject of the complaint ("the parties"). After reviewing the report, the parties will then meet to discuss whether:
- a. the Society will take any steps in light of the report-writer's findings; and
 - b. the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under clause a or b of this Schedule One and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2 of this Schedule One.
- a. A person may not act as a decision maker in relation to a complaint if the majority of Board members consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.

- 2.8 An external person appointed under clause a or c of this Schedule One may, inter alia:
- a. call for written submissions from all relevant parties;
 - b. call for specific evidence from the Society or any relevant party; and/or
 - c. prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7 of this Schedule One, an external person appointed under clause c may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under c of this Schedule One will not be subject to an appeal to or a review by the courts of New Zealand.

3. Person who makes a complaint has a right to be heard

- 3.1 A Member or Board member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3 of this Schedule One.
- 3.2 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. a Board member may exercise the right on behalf of the Society.
- 3.3 Without limiting the manner in which the Member, Board member, 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. their written statement or submissions (if any) are considered by the decision maker.

4. Person who is subject of a complaint has a right to be heard

- 4.1 Clauses 4.2 and 4.3 of this Schedule One applies if the complaint involves an allegation that a Member, a Board member, or the Society (the “respondent”):
- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the Society’s Constitution or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the society, a Board member may exercise the right on behalf of the Society.

- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard 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) is considered by the decision maker.