
Constitution of
New Zealand Internet Exchange Incorporated



1. NAME AND STATUS

NAME

- 1.1 The name of the **Society** is “New Zealand Internet Exchange Incorporated” (in this **Constitution** referred to as the ‘**Society**’).

CHARITABLE STATUS

- 1.2 The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

2. DEFINITIONS AND INTERPRETATION

DEFINITIONS

- 2.1 In this **Constitution**, unless a contrary interpretation appears or the context requires otherwise, the following words and phrases have the meanings given below:
- a. **Act:** the Incorporated Societies Act 2022 and includes any regulations made under the Act.
 - b. **Affiliate Member:** a **Member** of the **Society** as provided in Rule 5.4.
 - c. **Annual General Meeting:** 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.
 - d. **Authorised Representative:** the representative of a body corporate **Member** appointed in accordance with Rule 5.12.
 - e. **Chairperson:** the **Officer** responsible for chairing **General Meetings** and **Committee Meetings** and who provides leadership for the **Society**.
 - f. **Clear Day:** all days excluding:
 - i. weekends; and
 - ii. public holidays in New Zealand and in the region in which the Society has its registered office.
 - g. **Committee:** the **Society’s** governing body as provided in Rule 7.
 - h. **Committee Meeting:** the meetings of the **Committee**.

- i. **Constitution:** the rules of the **Society** as contained in this document.
- j. **Eligible Members:** for the purpose of Rule 6 and any other matter in this **Constitution** which requires a motion or resolution of the **Members**, are:
 - i. the **Foundation Member**;
 - ii. a **Full Member** for whom the membership fees (if applicable) and all amounts payable by that **Member** under any other contract between that **Member** and the **Society** (as applicable) are up to date; and
 - iii. a **Honorary Member**.
- k. **Foundation Member:** the Internet Association of Australia Ltd (ABN 71 817 988 968) (“IAA”).
- l. **Full Member:** a **Member** of the **Society** as provided in Rule 5.3.
- m. **General Meeting:** either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.
- n. **Honorary Member:** a **Member** of the **Society** as provided in Rule 5.5.
- o. **Interested Member:** a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- p. **Interests Register:** the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- q. **Matter:** the **Society’s** performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.
- r. **Member:** a person who has consented to become a **Member** of the **Society** as provided in Rule 5.8 and has been properly admitted to the **Society** and who has not ceased to be a **Member** of the **Society**.
- s. **Notice:** to **Members** includes any notice given by email or other electronic means, by post, or by courier.
- t. **Officer:** a natural person who:
 - i. is a member of the **Committee**; or
 - ii. occupies a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

- u. **Secretary:** the **Officer** elected or appointed by the Committee as Secretary and responsible for the matters specifically noted in this **Constitution**.
- v. **Special General Meeting:** a meeting of the **Members** of the **Society** other than an **Annual General Meeting**.
- w. **Treasurer:** the **Officer** elected or appointed by the **Committee** as treasurer of the **Society** and responsible for the matters specifically noted in this **Constitution**.

INTERPRETATION

2.2 Unless the context otherwise requires, in this **Constitution**:

- a. headings are inserted for convenience only and shall be ignored in construing any matter.
- b. references to a person shall include a natural person, company, association or other entity, whether incorporated or not and whether or not having a separate legal personality and includes that person's successors, assigns, executors and administrators.
- c. words denoting individuals shall include corporations and vice versa.
- d. references to any legislation or to any provision of legislation shall be deemed to be references to that legislation or provision as from time to time amended, re-enacted or substituted and, unless otherwise stated, to New Zealand legislation and further, unless the context requires otherwise, shall also include any statutory instruments or regulations issued under such legislation or provision.
- e. the words '**includes**' or '**including**' shall not imply any limitation.

3. PURPOSES

BACKGROUND

3.1 The **Society** is a not-for-profit common interest society which is established to maintain and extend the interests of the professional internet community throughout New Zealand. The underlying principles of the **Society** are to widely promote the Internet, its applications and associated technologies, as an essential attribute to the business and not-for-profit sectors, while also advancing internet services and benefits to the wider community.

PURPOSES

3.2 The primary purposes of the **Society** are to:

- a. support and protect the interests of the Internet community in New Zealand;

- b. assist the operation and expansion of Internet usage within New Zealand including but not limited to the **Society** and other Internet based services;
- c. promote education and informed discussions on matters relating to the Internet;
- d. support, encourage and advise on the development and use of online services and related innovations;
- e. develop and maintain valuable links with similar organisations within New Zealand and globally for the benefit of **Members**; and
- f. offer services to **Members** and the general public to assist in fulfilling the aforementioned purposes.

RESTRICTIONS

3.3 The **Society** must not be carried on for the financial gain of any of its **Members** and the **Society** must not operate for the purpose of, or with the effect of:

- a. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind);
- b. having capital that is divided into shares or stock held by its **Members**; or
- c. holding, property in which its **Members** have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Society** or otherwise), but

the **Society** will not operate for the financial gain of **Members** merely because the **Society** will or may undertake the activities provided in section 24(1) of the **Act**.

ACT AND REGULATIONS

3.4 Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act** or any other legislation.

4. REGISTERED OFFICE AND CONTACT PERSON

REGISTERED OFFICE

4.1 The registered office of the Society shall be at such place as determined by the **Committee** from time to time.

CONTACT PERSON

- 4.2 The **Society** shall have at least 1 but no more than 3 contact person(s). The **Society's** contact person(s) shall be appointed and removed by the **Committee** and must be:
- a. at least 18 years of age; and
 - b. ordinarily resident in New Zealand.

Any change to a contact person or that person's name or contact details shall be notified to the Registrar of Incorporated Societies within 20 **Clear Days** of that change occurring, or the **Society** becoming aware of the change.

5. MEMBERS

MINIMUM NUMBER

- 5.1 The **Society** shall maintain the minimum number of **Members** required by the **Act**.

TYPES OF MEMBERS

- 5.2 A **Member** is an individual or body corporate admitted to membership under this **Constitution** and who or which has not ceased to be a **Member**. The **Society** shall have four classes of **Members** as follows:
- a. **Full Members** (Rule 5.3);
 - b. **Affiliate Members** (Rule 5.4);
 - c. **Honorary Members** (Rule 5.5); and
 - d. the **Foundation Member** (Rule 5.6).

Within the classes of **Full Members**, **Affiliate Members** and **Honorary Members** there may be sub-classes of membership as determined by the **Committee**.

- 5.3 **Full Members:** Full Members have:
- a. all of the rights, privileges and duties of full membership of the **Society** including, when an **Eligible Member**, the right to speak and vote at **General Meetings**; and

- b. have the right to connect to any Internet exchange operated by the **Society** subject to compliance with the applicable terms and conditions imposed by the **Committee**.

5.4 **Affiliate Members:** Affiliate Members:

- a. do not have the right to vote at **General Meetings** or on any written resolution in lieu of a **General Meeting**;
- b. may, with the approval of the **Committee**, connect to any Internet exchange operated by the **Society** subject to compliance with the applicable terms and conditions imposed by the **Committee**; and
- c. otherwise have all the rights, privileges and duties of a **Full Member** of the **Society**.

5.5 **Honorary Members:** Honorary Members are persons recognised for the provision of exceptional service to the Society. Honorary Members are not required to pay any membership fee or subscription and may not connect to any Internet exchange operated by the **Society** but otherwise have all the rights, privileges and duties of a **Full Member** of the **Society**.

5.6 **Foundation Member:** The Foundation Member:

- a. shall have all the rights, privileges and duties of a **Full Member** of the **Society** but shall not be required to pay any membership fee or subscription or any fee to connect to any Internet exchange operated by the Society; and
- b. has the other rights, powers and privileges set out in this **Constitution**,

until such time as the **Foundation Member** resigns as a **Member** in accordance with Rule 5.14a. Following the retirement of the **Foundation Member**, any requirement in this Constitution for the **Foundation Member** to perform any action or provide any consent or approval shall no longer apply.

BECOMING A MEMBER

5.7 **Eligibility:** All persons with an expressed interest in the Internet industry, who support the objectives of the **Society** and who meet any other criteria specified by the **Committee** are eligible to be considered for membership of the **Society**.

5.8 **Consent:** Every applicant for membership must consent in writing to becoming a **Member**. Membership application forms must provide a mechanism for an applicant for membership to

confirm their consent to become a **Member** of the **Society**, which may include a requirement for the applicant to:

- a. sign the application form; or
- b. confirm by electronic means their consent to become a **Member** of the **Society**.

The written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

5.9 **Process - General:** An applicant for membership must complete the relevant application form provided by the **Committee**, supply any information, and/or attend an interview as may be required by the **Committee** regarding an application for membership. An applicant will become a **Member** on acceptance of that application by the **Committee**. The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

5.10 **Process – Honorary Members:** The **Committee** may, from time to time, nominate such persons as it considers in its discretion are appropriate to be recognised by the **Society** as **Honorary Members**. Subject to receiving the nominee's consent in accordance with Rule 5.8:

- a. the **Committee** shall notify **Members** of such nomination; and
- b. the nominee shall become a **Honorary Member** on approval by a resolution of the **Members** at a **General Meeting**.

MEMBERS' RIGHTS AND OBLIGATIONS

5.11 **Conduct:** All **Members** shall promote the interests and the objects of the **Society** and shall do nothing to bring the **Society** into disrepute.

5.12 **Authorised Person:** Any **Member** that is a body corporate shall provide to the **Committee** the name, position and contact details of the person (being a natural person) who is that **Member's** Authorised Representative for matters relating to the **Society** that require the involvement of the **Member**, including voting at **General Meetings** and election as a member of the **Committee** or appointment to any sub-committee acting on behalf of the **Society**.

5.13 **Exercise of Rights:** A **Member** is only entitled to exercise the rights of membership (including accessing or using the **Society's** facilities, equipment and other property, and participating in **Society** activities and attending and, in the case of **Eligible Members**, voting at **General Meetings**)

if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** is liable for an obligation of the Society by reason only of being a **Member**.

CEASING TO BE A MEMBER

5.14 **Cessation of Membership:** A Member ceases to be a Member:

- a. by resignation from that **Member's** class of membership by written notice signed or confirmed by electronic means by that **Member** to the **Committee**; or
- b. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**; or
- c. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
- d. by resolution of the **Committee** in accordance with Rule 5.15; or
- e. by resolution of the Members in accordance with Rule 5.16 in the case of a Honorary Member,

with effect from (as applicable):

- a. the date of receipt of the **Member's** notice of resignation by the **Committee** (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 if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- d. the date specified in a resolution of the **Committee** in accordance with Rule 5.15; or
- e. the date specified in a resolution of the **Members** in the case of a Honorary Member in accordance with Rule 5.16.

5.15 **Removal by Committee:** The Committee may resolve to end the membership of any **Member** other than the **Foundation Member** if:

- a. any payment due by the **Member** to the **Society** is more than 40 **Clear Days** overdue; or

b. the **Member** fails to observe this **Constitution** or any bylaw, code or policy of the **Society** or the terms and conditions of any other contract between that **Member** and the **Society**;
or

c. in the opinion of the **Committee**, the **Member** has brought the **Society** into disrepute,

and in accordance with the following procedure:

a. the **Committee** must give the **Member**:

- i. written notice of its preliminary decision to terminate the **Member's** membership and the **Committee's** reasons for that decision;
- ii. a reasonable time not exceeding 20 **Clear Days** to remedy any default which is capable of being remedied; and
- iii. a reasonable time and opportunity not exceeding 20 **Clear Days** to explain the **Member's** conduct in writing or by appearing before the **Committee**;

b. the **Committee** may resolve to terminate the **Member's** membership if:

- i. the default cannot be remedied or is not remedied within the time allowed by the **Committee**; and
- ii. the **Member** does not offer an explanation within the time provided or the **Committee** does not accept the **Member's** explanation; and

c. if the **Committee** has resolved to terminate a **Member's** membership, the **Committee** shall promptly notify the former **Member** in writing.

5.16 **Removal of Honorary Members:** The **Committee** from time to time may propose that the **Society** remove one or more **Honorary Members**. Any such proposal shall be made in accordance with Rule 6.9a and that **Honorary Member** or those **Honorary Members** shall cease to be a **Member** on approval of that motion by a resolution of the **Members**.

OBLIGATIONS ONCE MEMBERSHIP HAS CEASED

5.17 A **Member** who has ceased to be a **Member** under this **Constitution**:

a. shall cease to be:

- iii. connected to any Internet exchange operated by the **Society**;
- iv. entitled to any of the other rights of a **Society Member**;

- b. remains liable to pay all subscriptions to the **Society's** next balance date and other fees payable by the Member under any other agreement between the Member and the Society;
- c. shall cease to hold him, her or itself out as a **Member** of the **Society**; and
- d. shall return to the **Society** all material (if any) provided to **Members** by the **Society**.

RE-ADMISSION OF FORMER MEMBERS

- 5.18 Any former **Member** may apply for re-admission in the manner prescribed for new applicants. If a former **Member's** membership was terminated by the **Committee** under Rule 5.15 or following a dispute resolution process under this **Constitution** however, the applicant may be re-admitted by the **Committee** only with the prior approval of the **Members** at a **General Meeting**.

6. GENERAL MEETINGS

PROCEDURES FOR ALL GENERAL MEETINGS

- 6.1 **Notice:** The **Committee** will give written **Notice** of any **General Meeting**. Notice will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of Members. A **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 6.2 **Attendance:** All Members may attend General Meetings but only **Eligible Members** may speak and vote at **General Meetings**. **General Meetings** may be attended:
- a. in person;
 - b. by a signed written proxy (in a form acceptable to the Committee) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**; or
 - c. through the Authorised Representative of a body corporate as notified to the **Committee**; and
 - d. no other attendance or voting by proxy shall be permitted.
- 6.3 **Quorum:** A quorum for a **General Meeting** shall be 15 **Eligible Members** or one-third of the **Eligible Members**, whichever is the lesser, attending throughout the meeting. If, within 30 minutes of the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day,

time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present, those **Eligible Members** present in person or by proxy within 30 minutes of the time appointed for the adjourned meeting shall be deemed to constitute a sufficient quorum.

6.4 **Voting:** Each **Eligible Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy. Voting at a **General Meeting** shall be by any one or more of the following methods as determined by the Committee:

- a. by voices;
- b. by show of hands;
- c. by ballot/ remote ballot; or
- d. by electronic means as specified in the **Notice** of the **General Meeting**,

provided that, on the demand of the **Chairperson** or of five or more **Eligible Members** present, voting shall be by secret ballot.

6.5 **Decisions:** Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those **Eligible Members** in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot or electronic means. Any resolutions passed when a quorum is not present are not valid.

6.6 **Resolution in Lieu of Meeting:** If so determined by the **Committee**, the **Society** may pass a written resolution in lieu of a **General Meeting** other than a resolution under Rule 13 (Alterations to Constitution) or Rule 14 (Liquidation and Removal). A written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by at least 75 percent of the **Eligible Members** voting on the resolution within 20 **Clear Days** of the circulation date. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication). A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Committee** (for example, by electronic means).

6.7 **Means of Meeting:** **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Eligible Member** a reasonable opportunity to participate.

6.8 **Chair:** All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting. Any person chairing a **General Meeting:**

- a. has a deliberative and, in the event of a tied vote, a second casting vote; and
- b. may:
 - i. with the consent of a simple majority of **Eligible 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**; and
 - iii. in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

6.9 **Motions:**

- a. The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**; and
- b. Any **Eligible Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 10 **Clear Days** before that meeting. The **Eligible Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

6.10 **Minutes:** The Society must keep minutes of all **General Meetings**.

ANNUAL GENERAL MEETINGS

6.11 **Timing:** 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 **Committee** and consistent with any requirements in the **Act** and the procedures in this **Constitution** to be followed at **General Meetings** shall apply. The **Annual General Meeting** must be held no later than the earlier of the following:

- a. six months after the balance date of the **Society**; or
- b. 15 months after the previous **Annual General Meeting**.

6.12 **Notice Period:** The **Committee** shall give all **Members** at least 20 **Clear Days**' written **Notice** of any **Annual General Meeting** and of the business to be conducted at that meeting.

6.13 **Business:** 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**;
- c. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements;
- d. appoint an auditor for the ensuing year if required by law or if so requested by not less than 10 percent of the **Eligible Members** in attendance;
- e. set annual membership fees, if any, after considering any recommendation of the **Committee**;
- f. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**; and
- g. consider any general business.

6.14 **Information to be presented:** The **Committee** must, at each **Annual General Meeting**, present the following information:

- a. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period;
- b. the annual financial statements for that period and any auditor's report; and
- c. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

SPECIAL GENERAL MEETINGS

6.15 **Calling of: Special General Meetings** may be called at any time by the **Committee** by resolution. The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least five **Eligible Members**. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

6.16 **Notice Period:** The **Committee** shall give all **Members** at least 10] **Clear Days'** written **Notice** of any **Special General Meeting** and of the business to be conducted at that meeting.

6.17 **Procedure and Business:** The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**. A **Special General Meeting** shall

only consider and deal with the business specified in the **Committee's** resolution or the written request by **Eligible Members** for the meeting.

7. COMMITTEE

COMPOSITION

- 7.1 **Number of Officers:** The **Committee** shall consist of not less than three Officers and no more than seven Officers.
- 7.2 **Officer Restriction:** Unless otherwise permitted by the Act, a majority of the **Officers** on the **Committee** must be either **Full Members** of the Society or the **Authorised Representative** of the **Foundation Member** or other bodies corporate that are **Full Members** of the **Society**.

FUNCTION

- 7.3 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 **Committee**, in accordance with the **Act** and this **Constitution**.

POWERS

- 7.4 The **Committee** 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**.

BY-LAWS

- 7.5 The **Committee** 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** or any other legislation.

SUB-COMMITTEES

- 7.6 The **Committee** 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 **Committee**:
- a. the quorum of every sub-committee is half the members of the sub-committee but not less than two members;
 - b. no sub-committee shall have power to co-opt additional members;

- c. a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**; and
- d. a sub-committee must not further delegate any of its powers.

OTHER MATTERS

- 7.7 Subject to the **Act**, this **Constitution** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of this **Constitution** and all matters dealt with by the **Committee** in accordance with this **Constitution** shall be final and binding on all **Members**.
- 7.8 Other than as prescribed by the **Act** or this **Constitution**, the **Committee** and any sub-committee may regulate its proceedings as it thinks fit.

8. COMMITTEE MEETINGS

FREQUENCY

- 8.1 The **Committee** shall meet 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 **Chairperson, Secretary or Treasurer**.

NOTICE

- 8.2 The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than five **Clear Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

PROCEDURE

- 8.3 **Quorum:** The quorum for **Committee** meetings is at least half the number of members of the **Committee**. If a quorum is not present within 20 minutes of the starting time for the meeting then no business shall be discussed and the meeting shall be adjourned to a date, being not less than five **Clear Days** later at the time and venue fixed by those Officers who are present. At such reconvened meeting if a quorum is not present then those Committee Members present 20 minutes after the starting time of the reconvened meeting shall constitute a quorum.
- 8.4 **Meetings:** A meeting of the **Committee** may be held either:
 - a. by a number of the members of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

b. by means of audio, or audio and visual, communication by which all members of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

8.5 **Chair:** If at a meeting of the **Committee**, the **Chairperson** is not present, the members of the **Committee** present may choose one of their number to be chairperson of the meeting.

8.6 **Closed Meetings:** **Committee** meetings shall be private and exclude other **Members** of the **Society**, unless otherwise resolved by the **Committee**.

8.7 **Committee to Regulate:** Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

VOTING

8.8 A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote. The **Chairperson** of the meeting shall not have a casting vote in the event of a tied vote on any resolution of the **Committee**.

RESOLUTIONS IN LIEU OF MEETING

8.9 A written resolution (which may be in physical or electronic form) approved by not less than two-thirds of the **Officers** of the **Committee** or the members of a sub-committee (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the **Committee** or sub-committee duly convened and constituted. Any such written resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

INITIAL MEETING FOLLOWING OFFICER ELECTIONS

8.10 At the first **Committee** meeting following re-registration and the first **Committee** meeting following each **Annual General Meeting** at which **Officers** are elected, the **Committee** shall elect from amongst their number: a **Chairperson**; a **Treasurer**; a **Secretary**; and such other officers (if any) as determined by the **Committee**.

9. OFFICERS

QUALIFICATIONS

9.1 **Qualifications of Officers:** Every Officer must be a natural person who is not disqualified under the Act from being elected, appointed or otherwise holding office as an **Officer** of the **Society**.

9.2 **Pre-Appointment Requirements:** Prior to election or appointment, a prospective **Officer** must:

- a. consent in writing to be an **Officer** of the **Society**; and
- b. certify in writing that he or she is not disqualified from being elected, appointed or otherwise holding office as an **Officer** of the **Society**.

ELECTION OR APPOINTMENT OF OFFICERS

9.3 **Appointment by Foundation Member:** The Foundation Member may, by written notice to the **Society**, appoint one **Officer** to the **Committee** and may remove the **Officer** so appointed. Any such appointment or removal shall be effective on the date the notice is received by the **Society** or such later date as may be specified in the notice.

9.4 **Election:** Up to six, or if the **Foundation Member** has resigned as a **Member** of the **Society**, up to seven, **Officers** shall be elected by the **Members** as follows:

- a. Election of **Officers** to vacancies on the **Committee** shall be held at every second **Annual General Meeting** with the first such meeting being the **Annual General Meeting** to be held in 2026;
- b. At least 10 **Clear Days** before the date of the Annual General Meeting at which **Officer** elections are to be held, the **Society** shall give **Notice** to all **Full Members** by sending or making available to them such information (not exceeding any reasonable limit imposed by the **Committee**) as may be supplied to the **Society** by or on behalf of each nominee, in support of the nomination;
- c. Only nominees who are not disqualified from being appointed or holding office as an **Officer** (as described in Rule 9.1) may stand for election;
- d. If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the **Annual General Meeting**;
- e. Votes shall be cast in such a manner as the **Chairperson** of the **Annual General Meeting** shall determine. The **Committee** may resolve to permit votes to be submitted prior to the **Annual General Meeting**;
- f. The failure for any reason of any **Eligible Member** to receive such **Notice** shall not invalidate the election; and
- g. In the event of any vote being tied the tie shall be resolved by the incoming **Committee** (excluding those nominees in respect of whom the votes are tied).

9.5 **Appointment by Committee:** If, between **Annual General Meetings** at which **Officer** elections are held, the **Committee** has less than the maximum permitted number of **Officers**, including as a

consequence of any **Officer** ceasing to hold office, that vacancy or those vacancies may be filled by the **Committee**.

TERM OF OFFICE

9.6 Unless an **Officer** resigns earlier by notice in writing to the Society, is removed in accordance with Rule 9.7 or following the outcome of a dispute resolution process, an **Officer**:

- a. appointed by the **Foundation Member** in accordance with Rule 9.3 shall serve until removed by the **Foundation Member**;
- b. elected by the **Members** at an **Annual General Meeting** in accordance with Rule 9.4 shall serve a term of four years from the end of the **Annual General Meeting** in which they were appointed until the end of the **Annual General Meeting** four years subsequent; and
- c. appointed by the **Committee** under Rule 9.5 to fill:
 - i. a vacancy arising as a consequence of any elected **Officer** ceasing to hold office, shall serve the remainder of the term of the elected **Officer** whose position was vacated; or
 - ii. a position on the Committee that is otherwise vacant, shall serve until the next **Annual General Meeting** at which **Officer** elections are held, or

in each case, such shorter period as may be determined by the **Committee**. An **Officer** appointed by the **Committee** may seek re-appointment at the **Annual General Meeting** at which **Officer** elections are held.

REMOVAL OF OFFICERS

9.7 An **Officer** shall be removed as an **Officer** by resolution of the **Society** at a **General Meeting** for which notice of the intention to remove the **Officer** was included in the **Notice** of Meeting or by resolution of the **Committee** where in the opinion of the **Committee** or the **Society**:

- a. the **Officer** elected to the **Committee** has been absent from three **Committee** meetings without leave of absence from the **Committee**;
- b. the **Officer** has brought the **Society** into disrepute;
- c. the **Officer** has failed to disclose a conflict of interest;
- d. the **Committee** passes a vote of no confidence in the **Officer**,

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

CEASING TO HOLD OFFICE

- 9.8 An **Officer** ceases to hold office when they resign (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- 9.9 Each **Officer** shall within 20 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

CONFLICTS OF INTEREST

- 9.10 **Disclosure:** 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 **Committee** and or sub-committee, and
 - b. in an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware they are interested in the **Matter**.

- 9.11 **Participation by Interested Officer:** 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 **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** 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 **Committee** who are not interested in the **Matter** consent; but
 - c. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

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.

- 9.12 Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

- 9.13 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

INDEMNITY FOR OFFICERS

- 9.14 No **Officer** will be liable for the acts or defaults of any other **Officer** or any loss occasioned by those acts or defaults, unless occasioned by their dishonesty, wilful misconduct or gross negligence.
- 9.15 The **Officers** must be indemnified by the **Society** for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their dishonesty, wilful misconduct or gross negligence.

10. FINANCIAL MATTERS

CONTROL

- 10.1 The funds and property of the **Society** shall be:
- a. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**; and
 - b. devoted solely to the promotion of the purposes of the **Society**.

BANK ACCOUNTS

- 10.2 The **Committee** shall maintain bank accounts in the name of the **Society**. The **Committee** shall from time to time designate persons with authority to operate the bank accounts of the **Society**. All payments from the **Society's** bank accounts must be approved by two of the persons the **Committee** has designated for that purpose.
- 10.3 All money received on account of the **Society** shall be banked into the **Society's** bank accounts promptly.
- 10.4 All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

BALANCE DATE

- 10.5 The **Society's** financial year shall commence on 1 April and end on 31 March in the following year.

FINANCIAL RECORDS

10.6 **Accounting Records:** The **Committee** must:

- a. keep, or cause to be kept, at all times proper accounting records that:
 - i. correctly record the transactions of the **Society**;
 - ii. allow the **Society** to produce financial statements that comply with the requirements of this **Constitution** and the **Act**; and
 - iii. would enable the financial statements to be readily and properly reviewed or audited if so required under this **Constitution** or the **Act**.
- b. establish and maintain a satisfactory system of control of the **Society's** accounting records.
- c. Keep the **Society's** accounting records 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**.

10.7 **Annual Financial Statements:** The **Committee** must arrange for financial statements of the **Society** to be prepared in accordance with the requirements of the **Act** at the end of each financial year. The annual financial statements for the preceding financial year must be:

- a. presented to each **Annual General Meeting**; and
- b. filed with the Registrar of Incorporated Societies as required by the **Act**.

AUDITS

10.8 If an audit of the **Society's** financial statements is required (including pursuant to a request in accordance with Rule 6.13d), the **Society** shall appoint an auditor to audit the annual financial statements of the **Society** for the relevant year. The auditor must be a suitably qualified person and must not be a **Member**, **Officer**, or an employee of the **Society**. If the **Society** appoints an auditor who is unable to act for some reason, the **Committee** shall appoint another auditor as a replacement.

11. RECORDS

REGISTER OF MEMBERS

11.1 The **Society** shall keep an up-to-date Register of Members which shall include the information prescribed by the **Act**.

- 11.2 Every current **Member** shall promptly advise the **Society** of any change to that **Member's** contact details.
- 11.3 The **Society** shall also keep a record of the former **Members** of the **Society** for **Members** who ceased to be a **Member** within the previous seven years.

INTERESTS REGISTER

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

ACCESS TO INFORMATION FOR MEMBERS

- 11.5 A **Member** may at any time make a written request to the **Society** for information held by the **Society**. The request must specify the information sought in sufficient detail to enable the information to be identified.
- 11.6 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.

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**.

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 10 **Clear 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.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

12. DISPUTE RESOLUTION

12.1 If any disagreement or conflict arises between:

- a. two or more **Members**; or
- b. two or more **Officers**; or
- c. one or more **Members** and one or more **Officers**; or
- d. one or more **Members** or **Officers** and the **Society**; and

that disagreement or conflict relates to an allegation that:

- a. a **Member** or an **Officer** has engaged in misconduct; or
- b. a **Member** or an **Officer** has breached, or is likely to breach, a duty under this **Constitution**, the **Society's** bylaws or the **Act**;
- c. the **Society** has breached, or is likely to breach, a duty under this **Constitution**, the **Society's** bylaws or the **Act**;

- d. a **Member's** rights or interests as a member have been damaged or **Members'** rights or interests generally have been damaged,

then that disagreement or conflict shall be a 'dispute' and any party involved with the dispute may make a complaint by notice in writing to the **Committee** (or a complaints subcommittee). The procedures contained in Schedule 2, clauses 2 to 8 (inclusive) of the **Act**, shall be deemed to be included in this **Constitution** and shall apply to the management and resolution of the dispute.

12.2 All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

12.3 The **Committee** or any complaints subcommittee appointed for that purpose shall be responsible for managing the dispute resolution process provided that:

- a. if the complaint is made by, is about or otherwise concerns one or more **Officers**, that **Officer** or those **Officers** must be excluded from the management of the dispute resolution process and decision making;
- b. if the complaints subcommittee is unable to proceed because it will not have a quorum to conduct the dispute resolution process as a consequence of Rule 12.3a, the Committee shall appoint another subcommittee to manage the dispute resolution process or manage the dispute resolution process itself; and
- c. if the **Committee** is unable to proceed because it will not have a quorum to conduct the dispute resolution process as a consequence of Rule 12.3a, the **Committee** must appoint an individual who is not a **Member** to manage the dispute resolution process and make a decision about the complaint.

12.4 After completing the dispute resolution processes provided in Schedule 2 of the **Act**, the **Committee**, complaints subcommittee or the independent person appointed pursuant to Rule 12.3c (the decision maker) may make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process and:

- a. in the case of a complaint against a **Member** other than the **Foundation Member**, suspend the **Member's** membership for a defined period or terminate the **Member's** membership; or
- b. in the case of a complaint against an **Officer**, remove the **Officer** from their role as an officer (and, if the **Officer** is also a **Member**, the consequences in Rule 12.4a may also be applied).

13. ALTERATIONS TO CONSTITUTION

13.1 **Amendments:** Other than as provided in Rule 13.4, this **Constitution** may only be altered, added to or repealed by a resolution passed at a **General Meeting** called in accordance with this **Constitution** by:

- a. at least a two-thirds majority of those **Eligible Members** present and entitled to vote; and
- b. where the Society has the **Foundation Member**, by the **Foundation Member**.

13.2 **Proposed Amendment:** Any proposed resolution to amend or replace this **Constitution** shall be:

- a. proposed by the **Committee**; or
- b. if proposed by **Members**, signed by at least five **Eligible Members** and given in writing to the **Committee** at least 40 **Clear Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

13.3 **Notice to Members:** At least 20 **Clear Days** before the **General Meeting** at which any amendment is to be considered, the **Committee** shall give to all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.

13.4 **Minor and Technical Alterations:** The **Committee** may amend this **Constitution** if the amendment:

- a. has no more than a minor effect; or
- b. corrects errors or makes similar technical alterations, but

an amendment made pursuant to this Rule 13.4 is only valid if the **Committee** sends **Notice** of the amendment to every **Eligible Member** of the **Society** stating:

- a. the text of the amendment;
- b. the right of the **Member** to object to the amendment; and
- c. the **Committee** receives no objection from any **Eligible Member** within 20 **Clear Days** after the date on which the **Notice** was sent.

- 13.5 **Notice to Registrar:** When an amendment is approved by a **General Meeting** or made in accordance with Rule 13.4, 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.

14. LIQUIDATION AND REMOVAL FROM REGISTER

LIQUIDATION AND REMOVAL

- 14.1 The **Society** may be removed from the Register of Incorporated Societies or liquidated in accordance with this Rule 14 and Part 5 of the **Act**.
- 14.2 **Notice:** The Society shall give Members not less than 20 **Clear Days'** written **Notice** of:
- a. a proposed resolution to remove the **Society** from the Register of Incorporated Societies or to put the **Society** into liquidation; and
 - b. the **General Meeting** at which any such proposed resolution is to be considered.
- 14.3 **Meeting Procedure:** A resolution to wind up the **Society** and remove it from the Register of Incorporated Societies or to put the **Society** into liquidation must be:
- a. approved at the **General Meeting** by a two-third's majority of **Eligible Members** present; and
 - b. confirmed by an ordinary resolution of **Eligible Members** present at a subsequent **Special General Meeting** called for that purpose and held not earlier than 20 **Clear Days** after the date on which the resolution to be confirmed was passed.

SURPLUS ASSETS

- 14.4 If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member** other than as permitted by section 24(1)(j) or (k) of the **Act**.
- 14.5 On the liquidation or removal of the **Society** from the Register of Incorporated Societies, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in one or more not-for-profit entities with similar aims as the **Society** as may be resolved by the **Eligible Members** in the resolutions passed under this Rule.
- 14.6 In any resolution under this Rule however, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.