



Constitution of Rāwhiti PTA Incorporated

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1. NAME

1.1 **Name:** The name of the society is Rawhiti PTA Incorporated (in this Constitution referred to as the "**Society**").

1.2 **Charitable Status:** The Society is already registered as a charitable entity under the Charities Act 2005.

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

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

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

"**Chairperson**" means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

"**Co-Chairperson**" means one of two Officers who are jointly chairing General Meetings and committee meetings and provides leadership for the Society.

"**Committee**" means the Society's governing body.

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

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

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

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

"**Matter**" means:

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

"**Member**" means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

"**Notice**" to Members includes any notice given by email, post, or courier.

"**Officer**" means a

- (a) a member of the Committee, or

- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chairperson or Treasurer.

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

"**Secretary**" means the Officer responsible for the matters specifically noted in this Constitution.

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

"**Treasurer**" means the Officer elected to manage the financial operations of the Society.

"**Working Day**" means any weekday that is not a public holiday in Canterbury, New Zealand.

2. PURPOSES

2.1 **Purpose:** The Society is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely advancing education. This will be pursued by:

- (a) Encouraging parents/caregivers to be involved in the education of their children.
- (b) Providing a link between students, parents/caregivers and the school.
- (c) Raising funds to provide improved facilities and educational opportunities for members of the school community.
- (d) Carrying out other activities consistent with the charitable objects of the organisation

2.2 **Income, Benefit or Advantage to be applied to Charitable Purposes:** Any income, benefit or advantage will be applied to the charitable purposes of the Society and not for the private financial gain of any person.

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

2.4 **Contact person:** The Society must have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

- (a) The Society's contact person must be:
 - (i) at least 18 years of age; and
 - (ii) ordinarily resident in New Zealand.
- (b) A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- (c) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (i) a physical address or an electronic address; and
 - (ii) a telephone number.
- (d) Any change in that contact person or that person's name or contact details will be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

3. MEMBERS

3.1 **Minimum number of members:** The Society shall maintain the minimum of ten Members required by the Act.

3.2 **Becoming a member – consent:** Every applicant for membership must consent in writing to becoming a Member. The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.

3.3 **Becoming a member – process:** An applicant for membership must complete and sign any application form. The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant if the decision is to decline.

3.4 **Members' obligations and rights:** Every Member:

- (a) must provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details;
- (b) must promote the interests and purposes of the Society and must do nothing to bring the Society into disrepute.

3.5 **Ceasing to be a member:** A Member ceases to be a Member:

- (a) by resignation of that Member by written notice signed 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) immediately on death; or
- (d) by resolution of the Committee where in the opinion of the Committee the Member has brought the society into disrepute.

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

- (d) the date specified in a resolution of the Committee. When a Member's membership has been terminated by the Committee the Committee must promptly notify the former Member in writing.

4. GENERAL MEETINGS

4.1 **Annual General Meetings:** An Annual General Meeting will 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.

4.2 **Frequency of Annual General Meetings:** 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;
- (b) 15 months after the previous annual meeting.

4.3 **Notice:** The Committee must give all Members at least 7 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. That Notice may be via the school newsletter, physical or electronic notice board, or via other contact details provided. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting

4.4 **Voting etc:**

- (a) Only Members may attend, speak and vote at General Meetings:
 - (i) in person (including by electronic means); or
 - (ii) by a written proxy 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; and
 - (iii) no other proxy voting will be permitted.
- (b) A Member is entitled to exercise one vote on any motion at a General Meeting in person, or by Proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or Co-Chairpersons, or of two or more Members present, by secret ballot.
- (c) Unless otherwise required by this Constitution, all questions must be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

4.5 **Quorum:** No General Meeting may be held unless at least 5 eligible Members attend throughout the meeting in person, or by Proxy. This will constitute a quorum. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – will be dissolved. In any other case it will stand adjourned to a day, time and place determined by the Committee, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy will be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- 4.6 **Resolution in lieu of meeting:** The Society may not pass a written resolution in lieu of a General Meeting,
- 4.7 **Method of holding the General 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 Member a reasonable opportunity to participate.
- 4.8 **Chairperson:** All General Meetings must be chaired by a chairperson or co-chairpersons. If the chairperson or both co-chairpersons are absent, the meeting shall elect another member of the Committee to chair that meeting. Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 4.9 **Proposed Committee motions:** The Committee may propose motions for the Society to vote on, which must be notified to Members with the notice of the General Meeting.
- 4.10 **Proposed Member's motions:** Any Member may request that a motion be voted on at a General Meeting, by giving notice to the Secretary or Committee at least 5 Working Days before that meeting. The Member may also provide information in support of the motion. 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 must be provided to Members with the written Notice of the General Meeting.
- 4.11 **Minutes:** The Society must keep minutes of all General Meetings.
- 4.12 **Annual General Meeting business:**
- (a) The business of an Annual General Meeting must be to:
 - (i) elect vacant positions for up to nine members of the Committee;
 - (ii) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (iii) adopt the annual report on the operations and affairs of the Society;
 - (iv) adopt the Committee's report on the finances of the Society, and the annual financial statements;
 - (v) set any subscriptions for the current financial year;
 - (vi) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
 - (vii) consider any general business.
 - (b) The Committee must, at each Annual General Meeting, present the following information:
 - (i) an annual report on the operation and affairs of the Society during the most recently completed accounting period;
 - (ii) the annual financial statements for that period;
 - (iii) 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).
- 4.13 **Special General Meetings:** The Committee may resolve to call a Special General Meeting any time, at a date and location fixed by the Committee. The Committee must call a Special

General Meeting if it receives a written request signed by at least 10 percent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with. The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

5. COMMITTEE

- 5.1 **Committee composition:** The Committee will consist of at least 3 Officers. A majority of the Officers on the Committee must be Members of the Society.
- 5.2 **Positions of the Committee:** The Committee will, from amongst the Officers, elect either a Chairperson or two Co-Chairpersons, a Treasurer, a Secretary and other such positions of the Committee as the Committee sees fit.
- 5.3 **Functions of the Committee:** From the end of each Annual General Meeting until the end of the next, the Society will be managed by, or under the direction or supervision of, the Committee, in accordance with the Act and this Constitution.
- 5.4 **Powers of the Committee:** 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.
- 5.5 **Sub-committees:** 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 2.
 - (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.
 - (d) a sub-committee must not further delegate any of its powers.
- 5.6 **General Matters:** The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

6. COMMITTEE MEETINGS

- 6.1 **Procedure:** Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

- 6.2 **Quorum:** The quorum for Committee meetings is at least half the number of members of the Committee.
- 6.3 **Committee meeting:**
- (a) A meeting of the Committee may be held either:
 - (i) 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
 - (ii) 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.
- 6.4 **Exercise of powers:**
- (a) The powers of the Committee are exercisable by a resolution of the Committee passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution
 - (b) every Officer will have one vote.
- 6.5 **Chairperson:** All Committee Meetings must be chaired by a chairperson or co-chairpersons. If at a meeting of the Committee the chairperson or co-chairpersons are not present, the members of the Committee present may choose one of their number to be chairperson of the meeting.
- 6.6 **Casting vote:** Any person chairing a General Meeting will have a casting vote.
- 6.7 **Frequency:** The Committee must meet at least 4 times a year.

7. OFFICERS

- 7.1 **Qualifications of officers:** Every Officer must be a natural person who:
- (a) has consented in writing to be an officer of the Society; and
 - (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 7.2 **Eligible person:** Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely:
- (a) a person who is under 16 years of age;
 - (b) a person who is an undischarged bankrupt;
 - (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;

- (d) a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4 of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act; or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

7.3 Officers' duties: At all times each Officer:

- (a) must act in good faith and in what he or she believes to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation;
- (e) the nature of the Society;
- (f) the nature of the decision; and
- (g) the position of the Officer and the nature of the responsibilities undertaken by him or her;

- (h) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- (i) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

7.4 **Election or appointment of Officers:** The election of Officers must be conducted as follows:

- (a) Officers must be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy must be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in section 7.1 'Qualification of Officers'). Any such appointment must be ratified at the next Annual General Meeting.
- (b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in section 7.1 'Qualification of Officers') must be received by the Society at least five Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (c) Nominations for positions on the Committee may be made by any Member of the Society.
- (d) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie must be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- (e) Two Members (who are not nominees) or non-Members appointed by the Chairperson or Co-Chairpersons shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (f) The failure for any reason of any Member to receive such Notice of the general meeting shall not invalidate the election.
- (g) In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

7.5 **Term:** The term of office for all Officers elected to the Committee must be one year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. Each Officer will be eligible for re-election at the same and subsequent Annual General Meetings. Newly elected Officers will take office immediately upon their election.

7.6 **Consecutive terms:** No Officer will serve for more than ten consecutive terms.

7.7 **Removal of officers:** An Officer must be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:

- (a) the Officer has brought the Society into disrepute;
- (b) 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 General Meeting.

7.8 **Disclosure of Interest:** An Officer or member of a sub-committee who is 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) as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter:

- (a) to the Committee and or sub-committee; and
- (b) in an Interests Register kept by the Committee.

7.9 **Conflict of Interest:** An Officer or member of a sub-committee who is Interested 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.

7.10 **Committee to call Special General Meeting:** 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.

7.11 **Interested sub-committees:** 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 must consider and determine the Matter.

8. RECORDS

8.1 **Register of Members:** The Society must keep an up-to-date Register of Members. including each Member's:

- (a) name;
- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'); and
- (c) their contact details, including:
 - (i) a physical address and/or an electronic (email) address; and
 - (ii) a telephone number.

8.2 **Members to update details:** Every current Member will promptly advise the Society of any change of the Member's contact details.

8.3 **Register of former Members:** The Society must also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- (a) the former Member's name; and
- (b) the date the former Member ceased to be a Member.

8.4 **Interests Register:** The Committee must at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

8.5 **Access to information for members:**

- (a) 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.
- (b) The Society must, within a reasonable time after receiving a request:
 - (i) provide the information; or
 - (ii) agree to provide the information within a specified period; or
 - (iii) 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
 - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (c) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (ii) 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
 - (iii) 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
 - (iv) the information is not relevant to the operation or affairs of the society; or
 - (v) withholding the information is necessary to maintain legal professional privilege; or
 - (vi) the disclosure of the information would, or would be likely to, breach an enactment; or
 - (vii) 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
 - (viii) the request for the information is frivolous or vexatious; or
 - (ix) 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.
- (d) 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 Working Days after receiving notification of the charge, the Member informs the Society:
- (i) that the Member will pay the charge; or
 - (ii) that the Member considers the charge to be unreasonable.
- (e) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

9. FINANCES

9.1 **Control and management:** The funds and property of the Society will 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.

9.2 **Accounts:**

- (a) The Committee will maintain bank accounts in the name of the Society.
- (b) All electronic transactions drawn upon the bank account of the Society will be signed by a minimum of two authorised members of the Committee. There must be no more than four authorised signatories at any one time.

- (c) All money received on account of the Society must be banked within ten Working Days of receipt.
- (d) All accounts paid or for payment will be submitted to the Committee for approval of payment.

9.3 **Records:**

- (a) The Committee must ensure that there are kept at all times accounting records that:
 - (i) correctly record the transactions of the Society; and
 - (ii) allow the Society to produce financial statements that comply with the requirements of the Act; and
 - (iii) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- (b) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

9.4 **Balance date:** The Society's financial year will commence on 1 January of each year and end on 31 December (the latter date being the Society's balance date).

10. DISPUTE RESOLUTION

10.1 **Raising disputes:** Any Member or Officer may raise a dispute, grievance or complaint against another Member (or their Representatives or agents), Officer, the Committee or the Society, in respect of that Member's involvement in the Society's activities by providing written notice to the Committee ("**Complaint**").

10.2 **Notice of Complaint:**

- (a) Notice of the Complaint must:
 - (i) state that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
 - (ii) set out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (iii) set out any other information or allegations reasonably required by the Society.
- (b) The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of

the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

- (c) A Complaint may be made in any other reasonable manner permitted by the Constitution.

10.3 **Disciplinary proceedings:** The Committee may initiate a disciplinary procedure against a Member regarding alleged misconduct or contravention of the Constitution or the Bylaws.

10.4 **Disputes Panel:** Upon receipt of a Complaint from a Member or an Officer or the Committee or following the initiation of a disciplinary procedure (each a "**Dispute**"), the Committee will appoint three persons to form a Disputes Panel to hear the matter and propose a resolution to the Committee. No person may be appointed to the Disputes Panel if there are reasonable grounds to believe they may not be impartial or able to consider the matter without a predetermined view.

10.5 **Dispute procedure:** The Disputes Panel must conduct the hearing and determination of the Dispute in accordance with the Act, including conducting the hearing in accordance with the principles of natural justice and any minimum requirements imposed by the Act. The Bylaws may further provide for the dispute resolution procedure.

10.6 **Disputes Panel may decide not to proceed further with Complaint:** The Disputes Panel may decide not to proceed further with a Complaint if:

- (a) the Complaint is considered to be trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind;
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; 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.

10.7 **Committee to approve outcome:**

- (a) After receiving the proposed resolution from the Disputes Panel, the Committee will determine whether to approve the proposed resolution or not.

- (b) If there are reasonable grounds to believe that an Officer may not be impartial or able to consider the matter without a predetermined view, that Officer must be excluded from voting on the proposed resolution, however, they may be included among the Officers present at the meeting for the purposes of a quorum.
- (c) If a majority of Officers are excluded from voting on a proposed resolution under clause 10.7, the Committee must either:
 - (i) call a Special General Meeting for the purposes of voting to approve or reject the proposed resolution; or
 - (ii) delegate the decision to approve the recommendation to a sub-committee or any other person under clause 10.8.
- (d) The decision of the Committee or a General Meeting to approve or reject a recommendation from the Disputes Panel is final and will not be subject to the review under this clause 10.

10.8 **Committee may delegate approval of outcome:** The Committee may delegate the approval of any resolution proposed by the Disputes Panel to a sub-committee, or any other person, and the decision to approve or reject a recommendation will be final and binding as if made by the Committee under clause 10.7, provided that the Committee may not delegate to any person or group of people if there are reasonable grounds to believe that a decision maker may not be impartial or able to consider the matter without a predetermined view.

10.9 **Other remedies:** Nothing in this Constitution will affect a person's right to pursue alternate dispute resolution remedies.

11. LIQUIDATION AND REMOVAL FROM THE REGISTER

11.1 Resolving to put society into liquidation:

- (a) The Society may be liquidated in accordance with the provisions of Part 5 of the Act. In doing so the Committee will give 15 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- (b) Any resolution to put the Society into liquidation must be passed by a simple majority of all Members present and voting.

11.2 Resolving to apply for removal from the register:

- (a) The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act. In doing so, the Committee will give 15 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- (b) Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a simple majority of all Members present and voting.

11.3 **Surplus assets:** If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution of surplus assets may be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to Rawhiti School for a charitable purpose as determined by the Committee or as specified in a resolution of the Members passed at a General Meeting.

12. ALTERATIONS TO THE CONSTITUTION

12.1 **Amending this constitution:** All amendments must be made in accordance with this Constitution. Any minor or technical amendments will be notified to Members as outlined in section 31 of the Act.

12.2 **Amendment at General Meeting:** The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those Members present and voting.

12.3 **Amendment by resolution in lieu:** That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this Constitution.

12.4 **Proposed motions to amend the Constitution:** At least 7 Working Days before the General Meeting at which any amendment is to be considered the Committee will give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

12.5 **Notification of amendments:** The Committee will within one month register any such alteration, addition or rescission with the Registrar of Incorporated Societies, and the Charities Commission as required by section 40 of that Act.