

Constitution

Ubuntu African Society Bay of Plenty Incorporated

(50088090) (NZBN: 9429050167203) [Incorporated Society]

[Non-Profit Organisation]

Name

The name of the society shall be Ubuntu African Society Bay Of Plenty Incorporated

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** and other invited guests of the **Society** held once every year which, among other things, will receive and consider reports on the **Society** activities and finances.

‘Chairperson/ President means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who 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 **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 the **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means

- (a) the **Society** 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, 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 post, courier, or email.

‘Officer’ means a natural person who is:

- 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**.

‘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** responsible for the matters specifically noted in this **Constitution**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

Objectives

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

1. Promote community development that strengthens the economy, social, psychological, spiritual, and physical stability of Africans in Bay of Plenty with the development of African led or collaborated events, programs, and initiatives.
2. Connect Africans in Bay of Plenty to their culture we aim to ensure a strong sense of identity that can be used to enrich African children, youth and adults’ personal self-esteem, resilience to racism, community engagement and to pass down to the next African New Zealander generations as they learn to navigate what it means to be a person of proud African descent, living in New Zealand context and be good citizens.

3. Establish & maintain an African initiative for African children, youth, and adults in Bay of Plenty and empower their sense of identity and belonging within their community and in the context of living in New Zealand.
4. Empower and encourage Africans in the Bay Plenty to embrace their unique qualities, culture, and how that is celebrated alongside other cultures within Bay of Plenty. Fostering and encouraging Africans in the Bay of Plenty to preserve their African languages, traditions, arts, history, cultures, and heritage.
5. Embrace Africans in the Bay of Plenty diverse cultural backgrounds, regardless of race, gender, religion and age, understanding that everyone is unique and should be celebrated for their individuality and their contribution to their African communities and New Zealand communities at large.
6. Liaise and participate as point of contact, arrange and coordinate meetings that enhance the well-being of Africans in the Bay of Plenty.
7. Encourage the full participation of Africans within the social, economic, local, and cultural life of Bay of Plenty.
8. Embrace Africans in the Bay Of Plenty diverse cultural backgrounds, regardless of race, gender, religion and age, understanding that everyone is unique and should be celebrated for their individuality and their contribution to their African communities and New Zealand at large.
9. Provide information and any support to new migrants Africans in the Bay Of Plenty where resources to do so are available.
10. Promote health relationships within the African Communities, other ethnic communities' local iwis with the Bay of Plenty and around New Zealand.
11. Establish and build a vibrant African community and contribute to the cultural vibrancy of the Bay of Plenty region.

The **Society** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **members**; or
- 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** simply if the **Society**—

- engages in trade,

- pays a **member** for matters that are incidental to the purposes of the **Society**, and the **member** is a not-for-profit entity,
- distributes funds to a **member** to further the purposes of the **Society**, and the **member**—
 - is a not-for-profit entity, and
 - is affiliated or closely related to the **Society**, and
 - has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes,
- provides benefits to members of the public or of a class of the public and those persons include **members** or their families,
- provides benefits to **members** or their families to alleviate hardship,
- provides educational scholarships or grants to **members** or their families,
- pays a **member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- provides a **member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **member** that is a not-for-profit entity.

Act and Regulations

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

Registered office

The Registered Office of the **Society** shall be the physical address of the sitting **Chairperson** and changes to the Registered Office shall immediately be notified to the Registrar of incorporated Societies in a form and as required by the **Act**.

Contact Person

The **Society** shall have at least 1 but no more than 3 contact person (s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

At least 18 years of age, and

Ordinarily resident in New Zealand.

A contact person can be appointed by the **Committee** or elected by the **members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

a physical address or an electronic address, and a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

Minimum number of Members

The **Society** shall maintain the minimum number of **members** required by the **Act**.

Becoming a member: consent

Every applicant for membership must consent in writing to becoming a **member**.

Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information.

The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but is not required to provide reasons for that decision).

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

Obligations and rights

Every **member** shall provide the **Society** with that **member's** name and contact details (namely, physical or email address and a telephone numbers) and promptly advise the **Society** of any changes to those details.

All **members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

Ceasing to be a member

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

- on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- by resignation from that **member's** class of membership by written notice signed by that Member to the **Committee**, or
- on termination of a **member's** membership following a dispute resolution process under this **Constitution**.

with effect from (as applicable)—

- 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
- the date of termination of the **member's** membership under this **Constitution**, or
- 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
- the date specified in a resolution of the **Committee** and when a **member's** membership has been terminated the **Committee** shall promptly notify the former **member** in writing.

Becoming a member again

Any former **member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

However, if a former **member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Committee**.

General meetings

Procedures for all general meetings

The **Committee** shall give all **members** at least 30 **Working Days'** written Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. 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**.

All **members** may attend, speak and vote at **General Meetings**—

in person, or

- by a signed original written proxy (an email or copy not being acceptable) 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
- through the authorised representative of a body corporate as notified to the **Committee**, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least fifty percent of **members** attend throughout the meeting, and 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** – 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 **members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

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 of 2 or more Members present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**. All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the **Secretary**.

Minutes

The **Society** must keep minutes of all **General Meetings**

Minutes must be kept by the **Secretary** of all **General Meetings**

Annual General Meetings: when they will be held.

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- 6 months after the balance date of the Society
- 15 months after the previous annual meeting.

Annual General Meetings: business

The business of an **Annual General Meeting** shall be to—

- confirm the minutes of the **last Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- 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

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 50 per cent 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**.

Committee composition

The **Committee** will consist of 4 **Officers** who are:

- **Members**; and
- natural persons; and
- not disqualified by this **Constitution** or the **Act**.

The Committee will include:

- a **chairperson/ president**
- a **vice chairperson/ vice president**
- a **secretary**
- a **Treasurer**
- Maximum of seven committee members.
- All committee members are required to attend 75% of the general meetings per year to continue to serve as a committee member in the next year. Depending on the circumstances the committee may ask the committee member to step to down if they fail to meet this requirement.
- The society may have sub officers to hold different portfolios in pursuing to achieve its objectives.

Functions of the Committee

- 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 Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

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**.

CHAIRPERSON/ PRESIDENT

- Provides leadership, focusing on strategic matters and setting high governance standards
- Planning and chairing meetings.
- Oversees that the agreed tasks are carried out.
- Making decision between meetings for the best interest of the society when necessary

- Represent the society as its figurehead
- Provide support to the committee, officers and sub-committees and ensures the society functions well.
- Liaise with the vice chairperson vice president and ensure the vice chairperson/ resident knows enough about the current issues within the organisation to be able to stand in at short notice.

VICE CHAIRPERSON/ VICE PRESIDENT

The vice chairperson/ vice president shall

- Chair meetings in absence of Chairperson
- chair Annual General meeting in the absence of the Chairperson/President
- respond and assist with tasks requested by the Chairperson /President or by the other members of the committee
- Stands in for the Chairperson/ President and helps with difficult decisions between meetings.

SECRETARY

(Please note that some or all of these functions may be delegated to employed staff or volunteers as the Executive Committee deems appropriate.)

The Secretary shall:

- Notify members of the Society of each meeting as may be required by these rules.
- Record the minutes and attendance of members of the Society at all meetings.
- Keep the Register of Members.
- Hold the Society records, documents, and books except those required for the Treasurer's function.
- Receive and reply to correspondence as required by the Society.
- Complete any other reasonable request in relation to the affairs of the Society as required.

TREASURER:

(Please note that some or all these functions may be delegated to volunteers as the Executive Committee deems appropriate.)

The Treasurer shall

- Keep proper accounting records of financial transactions of the Society to allow its financial position to be readily ascertained.
- Provide a financial report at each monthly meeting which includes bank account reconciliations, budget expectations and forecasts.
- Provide financial information to the Society as it so determines.
- Prepare and/or assist in the preparation of annual financial statements for presentation at each Annual General Meeting. These statements

should be prepared in accordance with the accounting policies of the Society.

Procedure

The quorum for Committee meetings is at least two-thirds of the number of members of the **Committee**.

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.

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 members of the **Committee** shall elect one of their number as chairperson of the **Committee**. If at a meeting of the **Committee**, the chairperson is not present, the **Secretary** will chair the meeting. The chairperson has a casting vote in the event of a tied vote on any resolution of the **Committee**. Except as otherwise provided in this Constitution, the **Committee** may regulate its own procedure.

Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** 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 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—
1. an offence under subpart 6 of Part 4 of the **Act**
 2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 3. an offence under section 143B of the Tax Administration Act 1994
 4. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 5. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- f) a person subject to:
1. a banning order under subpart 7 of Part 4 of the **Act**, or
 2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 4. 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 (6) 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**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an Officer either by this **Constitution** or the **Act**.

Note that only a natural person may be an Officer, and each certificate shall be retained in the **Society's** records.

Election or appointment

The election of **Officers** shall be conducted as follows.

- a) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General meetings**, that vacancy shall 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 a **Officer** (as described in the 'Qualification of Officers' rule above). 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

the 'Qualification of Officers' rule above) shall be received by the Society at least 30 **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) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- d) Two Members (who are not nominees) or non-Members appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e) The failure for any reason of any **member** to receive such **Notice** of the general meeting shall not invalidate the election.
- f) 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).

Term

The term of office of all **Officers** shall expire at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Committee Member's** term of office.

No Chairperson/ President shall serve for more than 3 consecutive terms.

Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the Committee or the Society where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** are required to attend 75% of the committee meetings and they may be excused on leave of absence from the **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The Officer has failed to disclose a conflict of interest.
- 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

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**.

Each **Officer** shall within 30 **Working 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**.

Functions of the committee

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 Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

Officers' duties

At all times each **Officer**:

- a. shall 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 Statute or this **Constitution**,
- d. when exercising powers or performing duties as a **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, the nature of the **Society**, the nature of the decision, and the position of the **Officer** and the nature of the responsibilities undertaken by him or her,
- e. 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** 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** creditors, and
- f. 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.

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 contained in the **Act** or in this **Constitution**.

Sub-committees

- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Society to any financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers
- **Conflicts of interest**
- 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) to the **Committee** and or sub-committee, and 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 that they are interested in the **Matter**.
- An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—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 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 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.
- 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.

Frequency

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** or **Secretary**.

Procedure

The quorum for **Committee** meetings is at least two thirds the number of members of the **Committee**.

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.

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 members of the **Committee** shall elect one of their number as chairperson of the **Committee**. 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. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Committee**.

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

Register of members

The **Society** shall keep an up-to-date Register of Members.

For each current **member**, the information contained in the Register of Members shall include —

- Their name, and
- 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
- Their contact details, including —
 - A physical address or an electronic address, and

- A telephone number.

The register will also include each Member's

- postal address
- email address (if any)

Every current **member** shall promptly advise the **Society** of any change of the Member's contact details.

The Society shall also keep a record of the former **members** of the **Society**. For each **member** who ceased to be a **member** within the previous 7 years, the **Society** will record:

- The former **member's** name, and
- The date the former **member** ceased to be a **member**.

Interests Register

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

Access to information for members

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.

The **Society** must, within a reasonable time after receiving a request —

- provide the information, or
- agree to provide the information within a specified period, or
- 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
- 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 —

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- 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
- 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
- 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 **Working Days** after receiving notification of the charge, the **member** informs the **Society** —

- 1) that the **Member** will pay the charge; or
- 2) 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.

Control and management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 30 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are always kept accounting records that—

- a) correctly record the transactions of the Society, and
- b) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
- c) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the Society's accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

Balance date

- The **Society's** financial year shall commence on 1st October each year and end on 30th October each year (the latter being the **Society's** balance date)

Meaning of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- 2 or more **members**
- 1 or more **members** and the **Society**
- 1 or more **members** and 1 or more **Officers**
- 2 or more **Officers**
- 1 or more **Officers** and the **Society**
- 1 or more **members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

- a **member** or an **Officer** has engaged in misconduct
- a **member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
- a **member's** rights or interests as a **member** have been damaged or **member's** rights or interests generally have been damaged.

A **member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

- states that the **member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **member** or an **Officer** by giving to the **member** or **Officer** a notice in writing that—

- a. states that the **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.

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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

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

The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
 - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **member** or an **Officer** by giving to the **member** or **Officer** a notice in writing that—
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
 - a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

A person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, 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 bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining Dispute

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

Society may Decide not to proceed further with complaint

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

- a. the complaint is considered to be 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.

Society may refer complaint

1. The **Society** may refer a complaint to—
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision Makers

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

- a. impartial; or

- b. able to consider the matter without a predetermined view.

However, in any resolution under this rule, 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.

Amending this Constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two thirds majority of those **members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least fifty per cent of eligible **Members** and given in writing to the **Committee** at least thirty **Working 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.

At least five **Working 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.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

Winding up

Process

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Secretary shall give Notice to all Members of the proposed motion to wind up the Society or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.

Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

Surplus assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **member**.

On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested to Sisonke Taranaki African Society.

However, on winding up by resolution under this rule, the Society may approve a different distribution to a different entity from that specified above, so long as the Society complies with these Rules in all other respects.

No addition to, deletion from or alteration of the organisation rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.