

Constitution of  
Palliative Care Nurses  
of  
New Zealand  
Incorporated

16 October 2024



*Chamberlain*  
(CHAMBERLAIN 3/3/2025)

*Kathleen Lynch*  
(Treasurer 27/02/2025)

*Sted*  
(Secretary 27/2/2025)

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# Constitution

## 1. Introductory rules

### a) Name

The name of the society is Palliative Care Nurses of New Zealand Incorporated (in this **Constitution** referred to as the '**Society**').

### b) Charitable status

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

### c) 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.

'**Chair**' 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.

'**Deputy Chair**' means the **Officer** elected or appointed to deputize in the absence of the **Chair**.

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

'**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—

1. the **Society's** performance of its activities or exercise of its powers; or
2. 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 natural person who is:

- a member of the **Committee**, or
- occupying 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.

‘**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.

‘**Working Days**’ means 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.

## 2. Purposes

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

- Represent professional interests of nurses (see definition in Membership section) providing palliative care across all clinical settings, taking into account the fundamental place of the Te Tiriti o Waitangi, and the principles of the partnership, protection and participation.
- Identify and validate nursing in palliative care
- Support and validate a palliative approach as an integral part of all nursing practice
- Promote the collaboration between nurses working in specialist palliative care and those working in other settings to achieve an integrated approach to palliative care.
- Promote and contribute to the recognition of the professional status of palliative nursing locally, nationally and internationally
- Support the advancement of palliative nursing knowledge through the promotion of education, research and the continuous development of clinical practice.
- Contribute to the development of an interdisciplinary model of palliative care provision by strengthening partnerships with professional and community groups.

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.

### 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.

#### a) Restrictions on Society powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- The **Society** does not have the power to borrow money.

The constitution of the **Society** applies only to matters in Aotearoa New Zealand

## b) Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

## c) 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.

# 4. Members

## a) Minimum number of members

The **Society** shall maintain the minimum number of **10 Members** as required by the **Act**.

## b) Becoming a member: Process

- The consent of every **Member** to become a **Society Member** is considered to be valid on payment of subscription and shall be retained in the **Society's** membership records.
- All membership applications shall be processed and approved by a member of the **Committee**. In all such cases approval for membership shall not unreasonably be denied but shall only last if the member is financially current.
- An applicant for membership must complete the online application form, and supply any information, as required by the **Committee**.
- 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).

- Every Member shall provide the Society with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Society of any changes to those details.
- Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

### **c) Membership categories**

#### Full Member

- Individual persons who are Registered Nurses (RN), Enrolled Nurses (EN) or Nurse Practitioners (NP) registered as specified under the Health Practitioner's Competence Assurance Act (2003) or any subsequent and successive amendment to the Act; nurses based in countries other than New Zealand, allied health professionals or health care workers who demonstrate a commitment to clinical practice, research, education or administration in palliative care. The requirements of full membership shall be reviewed periodically as the Society sees fit.

#### Student Membership

- Individual student nurses in a nursing undergraduate programme who have a demonstrated an interest in palliative care.

### **d) Members' obligations and rights**

Every **Member** shall 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.

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

### **e) Subscriptions and fees**

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution at the **Annual General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 1 calendar months of the date the same was due for payment shall be considered as unfinancial and have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If the subscription is not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

### e) Ceasing to be a member

A **Member** ceases to be a **Member**—

- 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**, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the **Committee** where—
- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within **2 calendar months** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute
- The **Member** has been removed from the professional register of their regulatory body.
- The **Member** is convicted of any crime which is punishable by imprisonment.

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.

### f) Obligations once membership has ceased

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

- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall return to the **Society** any material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a **Society Member**.

### g) Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and shall be processed and approved by a member of the **Committee**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

## 5. General meetings

### a) Procedures for all general meetings

The **Committee** shall give all **Members** at least **15 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**.

Only **financial Members** may attend, speak and vote at **General Meetings**—

- in person  
or
- the Chair (or Deputy Chair in the absence of the Chair) may direct that a postal/electronic ballot be taken on any matter including the election of officers, before the meeting. In making such a direction, the Chair (or Deputy Chair) shall state their reasons for making that decision. The outcome of the postal/electronic ballot shall be ratified by the subsequent General meeting.
- no proxy voting shall be permitted.

No **General Meeting** may be held unless at least **20 per cent or 20 eligible financial Members**, whichever is the lesser, attend 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 **Chair** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person 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, 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 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**.

The **Society** may pass a written resolution in lieu of a **General Meeting**, and 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 no less than **75 percent** of the eligible financial **Members** voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or

more **Members**. 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 **Constitution** (for example, by electronic means).

- **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.
- 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** has a deliberative and, in the event of a tied vote, a **casting vote**.
- Any person chairing a **General Meeting** may —
  - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - 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
  - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- 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**.
- Any **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 Working Days** before that meeting. The **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**.

## b) Minutes

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

## c) 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 any 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 general meeting.

### **c) 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,
- appoint an auditor for the coming financial year. If an auditor is not appointed at the **Annual General Meeting**, the **Committee** will appoint an auditor within 3 months of that date.
- 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).

### **d) 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 it receives a written request signed by at least **20 percent** of **Members** and which clearly states the business to be discussed at the meeting.

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**.

## **6. Committee**

### **a) Committee composition**

The **Committee** will consist of a **minimum of 5 and up to 8 Officers**.

The **Committee** members will be current financial members of the society

### **b) 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**.

### c) 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**.

The powers of the **Committee** are to:

- Carry into effect the objects of the **Society**, including any act the **Committee** deems to be conducive towards carrying into effect or attainment of the objects of the **Society**;
- Employ and dismiss servants and agents and contractors;
- Raise money in such manner as is approved by the **Committee**;
- Sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, and turn to, account or otherwise deal with any or all of the property, assets of the **Society**;
- Invest and deal with monies not immediately required upon such securities or otherwise, in a manner as determined by the **Committee**;
- Provide whether by purchase, lease or other means such premises and equipment, materials and services which may be required for the **Committee** or **Society**
- Should any matter arise which is not provided for in this constitution, it shall be determined by the **Committee** in the manner thought by the **Committee** to be most conducive to the attainment of the **Society's** purposes, and the determination of the **Committee** shall be final

### d) Committee meetings

Procedure

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

A meeting of the **Committee** may be held either—

1. 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
2. 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 Chair of the **Committee**. If at a meeting of the **Committee**, the Chair is not present, the members of the **Committee** present may choose one of their number to be Chair of the meeting. The Chair 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.

## e) Officers

### 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—

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. 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
5. 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
6. 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.
7. 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.

#### **f) Officers' duties**

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. 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:
  - 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
5. 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
6. 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.

#### **g) Election or appointment of officers**

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

1. **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**.
2. 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 a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **5 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**.
3. 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).

4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chair** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
5. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.
6. 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).

#### **h) Term**

The term of office for all **Officers** elected to the **Committee** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

- No **Officer** shall serve for more than 3 consecutive terms.

#### **i) Office Holders**

The office holders shall be:

- Chair
- Deputy Chair
- Kai Whakahaere
- Secretary
- Treasurer
- Membership Officer
- Social Media Officer
- Scholarships Officer

All **Members** are elected in accordance with the electoral regulations which are appended to, and form part of, this constitution.

- The Kai Whakahaere shall be selected by the Society.
- Should no secretary be elected, the Committee shall have the power to appoint or employ a person, under any terms it feels necessary, to undertake any or all of the responsibilities of secretary. This person may be a financial member of the Society.

#### **Chair**

The Chair shall:

- Preside over meetings in accordance with this constitution;

- Co-ordinate the work of the Committee, ensuring that consultation takes place with the Kai Whakahaere before any significant decisions are made
- Have overall responsibility for promoting the objects of the Society
- Act as the principal spokesperson who represents the Society, and be responsible for all media contact unless otherwise delegated
- Delegate any or all of their authority to the Deputy-Chair, or any other Committee member as they see fit.

### **Deputy Chair**

The Deputy Chair shall:

- assist the Chair, and act in the role of Chair as delegated by the Chair or, in the event of the unwillingness, absence or unavailability of the Chair.

### **Kai Whakahaere**

The Kai Whakahaere shall:

- Have mana within the palliative care/nursing community
- Consult with and represent the views of Māori membership of the Society
- Provide advice and make recommendations to the Society in matters that may affect Māori, nursing practice and Society policy
- Act as the consultant and spokesperson to the Society on Māori issues
- Do such other things and acts in keeping with their role and the objects of the Society.

### **Secretary**

The secretary shall:

- Notify the **Committee** and **Members** of all meetings they are entitled to attend
- Notify the **Committee** and **Members** of the business of the meeting by sending an agenda in advance of the meetings
- Keep an accurate record of all meetings, and the business transacted and archive these records.
- Act as returning officer at all elections
- Do such other things and acts in keeping with the role of secretary which the Committee may from time to time require.

### **Treasurer**

The treasurer shall:

- Reconcile all monies received
- Disburse monies as authorised
- Prepare the necessary financial accounts and statements, including financial reports and budgets for monthly committee meetings and the annual general meeting
- Assist the auditor including supplying relevant records and information

- Do other such acts in keeping with the role of treasurer as the **Committee** may from time to time require

### **Social Media Officer(s)**

The Social Media Officer(s) shall:

- Maintain a positive and active social media presence online, to represent the Society in a positive manner;
- Engage with membership via online platforms
- Engage with other appropriate professional bodies online as appropriate.

### **Membership Officer**

The Membership Officer shall:

- Maintain an up-to-date list of members;
- Respond to each new member to welcome and provide information in relation to the Society;
- Co-ordinate new member recruitment campaigns;
- Liaise with the Treasurer as necessary to reconcile membership fees.

### **j) Committee meetings**

- The **Committee** shall meet at such times and places as determined by the Chair and/or Committee. At such meetings the **Committee** shall operate under the standard rules of debate and meeting procedure, unless the Committee unanimously resolves to suspend such rules.
- The secretary shall call a **Committee** meeting within seven (7) days of being so requested by the **Chair** or three (3) other **Committee** members. Such a request shall be in writing. Such a written request, to be valid, must state in clear and unambiguous terms the business to be discussed at the meeting.
- Every **Committee** meeting shall be called by written notice posted or emailed at least two (2) weeks before the date of the meeting. All **Members** who intend to be present at the meeting are obliged to notify the secretary by one (1) week prior to the meeting date.
- At any **Committee** meeting, four (4) **Committee** members shall form a quorum. If at least four (4) **Members** have not indicated they will be attending the meeting at least one (1) week before the date of the meeting, then the meeting shall be postponed and a new date (as decided by the Chair) shall be notified in writing.
- At any **Committee** meeting the Chair shall chair the meeting. If the Chair is unwilling or unable to chair the meeting, then the **Committee** shall elect another member to act as Chair.
- The Chair of the meeting, with the consent of the **Members** present, may adjourn the meeting from time to time and place to place to enable any unfinished business to be concluded.

### **j) Standing Orders**

- Any member of the Society is entitled, at their own expense, to attend and speak at Society Committee meetings upon submission of their item on the meeting agenda – but may not move or second motions, or vote.
- Voting at Society Committee meetings shall be done only by those people who have been elected or appointed at the AGM of the Society, or by those people who have been elected by the Committee to fill casual vacancies. This shall not include those members who are co-

opted onto the Committee by the Committee.

- All voting and other matters shall be conducted in accordance with the constitution which is in force from time to time.
- Should any matter be discussed which is of a sensitive nature, and the Chair feels that discussion should be restricted to elected Committee only, the Chair shall have the right to ask all non-elected members and other visitors to leave. Any person who is not a Committee member may be entitled to remain in the meeting by unanimous resolution of the Committee members present and entitled to vote.
- If any matter under discussion concerns an individual directly then the Chair may, after giving the individual a chance to speak to the matter under discussion, direct that person to leave the meeting temporarily in order to facilitate free debate and discussion.

#### **k) 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** has been absent from **5 committee meetings** without requesting 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**.

#### **l) 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 20 Working Days or a date mutually negotiated**, 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**.

#### **m) 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)—

1. to the **Committee** and or sub-committee, and
2. 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**—

1. 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
2. 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
3. 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.

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**.

## 7. Records

### a) 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 or email address
- occupation
- whether the **Member** is financial or unfinancial

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**.

### **b) Interests Register**

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.

### **c) 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 —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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
4. 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 —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. 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.

## 8. Finances

### a) 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**.

The **Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. 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**.

- All money received on account of the **Society** shall be banked within **10 Working Days** of receipt
- The **Committee** may from time to time authorise separate bank accounts to be kept for special purposes.
- All funds of the **Society** shall be under the control of the **Committee** whose authority shall be required for all payments exceeding five hundred dollars (\$500.00).
- The **Committee** shall have the power to authorise in advance the payment of accounts which are known but have not been presented for payment.
- The treasurer shall make known to the **Committee** any regular and routine payments which once approved in principle, shall be deemed to be authorisation for payment.
- Payment shall be by internet transaction drawn from the branch account and signed / authorised by the appropriate number of delegated signatories.
- The **Committee** shall appoint from time to time such signatories as required.
- The income and property of the Society wheresoever derived shall be applied solely towards the achievement of the objects of the **Society** and no portion thereof shall be paid or

transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to individuals who are part of the membership of the **Society** providing that nothing herein shall prevent payment in good faith of remuneration to any office holder or other servant of the branch duly authorised by the **Committee** in return for services rendered to the **Society** or reasonable and proper rent for premises let by the Society.

- No member of the organisation or any person associated with a member shall provide or materially influence any decision made by the organisation in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- The provisions and effect of the two previous clauses shall not be removed from this document and shall be included and implied into any document replacing this document.

## **b) Financial Review / Audit**

- There shall be a financial reviewer or auditor (who shall not be part of the membership of the Society) appointed annually at the annual general meeting.
- If the **Annual General Meeting** is unable to elect a financial reviewer or auditor then the Committee shall appoint one within 3 months of the annual general meeting.
- The reviewer or auditor shall audit/review the systems in accordance with normal practices for similar incorporated societies and shall be paid such a fee as may be fixed at the annual general meeting.
- Notwithstanding the above clause, if no fee is fixed at the annual general meeting then the fee shall be approved by the **Committee** during the financial year.
- The reviewer or auditor is empowered to call for the production of any and all books, papers, computer software, data and other information relating to the financial affairs of the **Society**, and shall have the full cooperation of all the office holders and other servants or agents.

## **c) Balance date**

The **Society's** financial year shall commence on **01/04** of each year and end on **31/03** (the latter date being the **Society's** balance date).

# **9. Dispute resolution**

## **a) Meanings 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—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. 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—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. 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—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. 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.

## **b) How 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—
  1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
  2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  3. 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—
  1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and

2. 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**.

#### c) 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—
  1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. 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—
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

#### d) 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')—
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
  3. 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—
  1. 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
  2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

4. an oral hearing (if any) is held before the decision maker; and
5. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### e) 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**.

#### f) 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—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a **Member** or an **Officer** has engaged in material misconduct;
  2. 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**;
  3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

#### g) Society may refer complaint

1. The **Society** may refer a complaint to—
  1. a subcommittee or an external person to investigate and report; or
  2. 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).

#### h) 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—

1. impartial; or
2. able to consider the matter without a predetermined view.

## 10. Liquidation and removal from the register

### a) Resolving to put society into liquidation

- The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- The **Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- Any resolution to put the **Society** into liquidation must be passed by a **simple** majority of all **Members** present and voting.

### b) Resolving to apply for removal from the register

- The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- The **Committee** shall give **30 Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 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.

### c) 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 in another Aotearoa New Zealand Nursing body with objectives similar to the **Society**.
- 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.

## 11. Alterations to the constitution

### a) 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 **simple** 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 **5 percent** per cent of eligible **Members** and given in writing to the **Committee** at least **30 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 **15 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.

## 12. Appendix

### a) Electoral regulations

- a. All elections for officers and Committee are to be undertaken in accordance with these regulations.
- b. The current secretary shall act as returning officer for all elections, unless there is a conflict of interest, in which case the secretary shall notify the Chair in writing, who shall then appoint an interim returning officer for the duration of the election.
- c. The election of officers and Committee shall take place during the annual general meeting, unless a postal ballot has been called for by the Chair under clause 9.2 of the constitution.
- d. At least twelve (12) weeks prior to the date of the annual general meeting or election, the returning officer shall notify the current membership of the vacancies and call for nominations.
- e. All nominations shall be in writing on the prescribed form, which shall be distributed to all current members at the same time as the notification of vacancies. Such a form shall ask for such details as are necessary to give a clear indication of the person, which position they are standing for, and other matters which the returning officer considers will assist the electoral process.
- f. All nominations must be in the hands of the returning officer at least six (6) weeks before the first day of the annual general meeting or, in the case of a postal ballot, before the date set for the election.
- g. All candidates shall provide a written biographical statement, and statement of intent indicating why they are seeking election, and what their aims and objectives will be if they are elected.
- h. At least three (3) weeks before that date of the election, the returning officer shall cause ballot slips to be produced, and along with the candidate details shall be sent out to all current members. Where an election is being held at a meeting, members attending that meeting may vote at that meeting. Members not able to attend that meeting may cast a postal ballot on the ballot slip provided.
- i. For any or all positions, if there is only one candidate for that position, then no ballot or election shall be required, and the candidate shall be declared duly elected.
- j. If there are no candidates for any vacant position, then nominations shall be called for from the floor of the election meeting or general meeting; in the case of a postal ballot, or if no nominees are forthcoming, then the Committee shall determine the best way to fill the vacancy.
- k. Those members who are not able to attend the election shall be able to send in their ballot slip to the returning office, which shall arrive in the hands of the returning officer no later than 4PM on the day one (1) week before the date set for the election.

- l. In the case of a postal ballot, all members shall be able to cast a postal ballot.
- m. The returning officer shall cause secure ballot boxes two hours prior to the annual general meeting.
- n. The ballot boxes shall be closed off after the candidates' addresses, and at least one hour before the commencement of the AGM.
- o. In the case of there being no annual general meeting, the ballot boxes shall be available at a designated place allowing sufficient time for votes to be cast.
- p. In the case of postal ballot, the returning officer shall collect all the votes, and place them unopened into one ballot box.
- q. All candidates who are present at the annual general meeting or election meeting shall be given the opportunity, as early as possible in the proceedings, to address the members and answer any questions.
- r. The Chair shall appoint an impartial person to act as Chair for this session.
- s. In the case of a postal ballot, no candidate speeches will be required.
- t. The returning officer shall, before the commencement of the AGM or election meeting, appoint no less than two and no more than five people who are impartial and shall act as scrutineers for the electoral process.
- u. In the case of a postal ballot, the returning officer shall appoint scrutineers who meet the prescribed criteria, but who live in the vicinity.
- v. The scrutineers shall be made known to the members at a time practicable to the returning officer and before the counting of votes has commenced.
- w. Counting of the votes shall be undertaken by the scrutineers and supervised by the returning officer.
- x. Counting of the votes shall be undertaken as soon as practicable after the close off of the ballot boxes.
- y. At least two scrutineers shall be present before the ballot boxes are opened and votes are counted.

- z. The final result of the election shall be made known to the returning officer (by the scrutineers), who shall inform the Chair of the AGM.
- aa. At some time practicable during the AGM, the Chair shall make known to the AGM the results of the election.
- bb. In the case of a postal ballot, the results shall be made known to all members by the returning officer as soon as practicable, but in no case later than twenty four (24) hours after the completion of the counting of votes.
- cc. Upon the request of any candidate, a motion for a recount of the votes shall be put to the AGM or election meeting. If the motion is successful, a recount shall take place by the scrutineers and supervised by the returning officer and the appellant. The result of any recount shall be final. The returning officer shall notify the Chair of the result of the recount.
- dd. In the case of a postal ballot, a period of one (1) week after the notification of election results shall be allowed for appeals, and requests for recounts of votes. If a request is received by the returning officer within this period, the returning officer shall reconvene the scrutineers, or any of them, and recount the votes. The appellant shall be entitled to be present at their own expense. The result of any recount shall be final. The returning officer shall notify the Chair of the result of the recount.
- ee. If, at the close of the AGM or election meeting, there have been no appeals, the returning officer shall put a motion to the meeting that the ballot papers be destroyed. If the motion is successful, the returning officer shall cause the ballot papers to be destroyed at the earliest opportunity.
- ff. In the case of a postal ballot all ballot papers shall be destroyed after one week of the notification of the result of the election.