

CONSTITUTION OF THE WELLINGTON PROPERTY INVESTORS ASSOCIATION INCORPORATED

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1.0 Background

- 1) The Society was registered as an incorporated society under the Incorporated Societies Act 1908 on 29 January 1973 as Society number 217499.
- 2) The members of the Society intend to apply for reregistration under the Incorporated Societies Act 2022 (the Act) following the approval of this Constitution.

2.0 Application

- 1) This Constitution is governed by the Incorporated Societies Act 2022 and the rules within the Act.
- 2) This Constitution comes into operation on the date of the Society's reregistration under the Act.
- 3) 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.

3.0 Name

- 1) The name of the Association shall be "Wellington Property Investors' Association Incorporated", also abbreviated to "WNPIA" in this Constitution and also in this Constitution referred to as the 'Association' or the 'Society'.
- 2) The name of the Association may only be changed as prescribed in the Act.

4.0 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.

'Body Corporate' is used in the broader sense meaning a legal entity, rather than the narrow meaning associated with unit title management.

'Chairperson/President' means the Committee Member responsible for, among other things, overseeing the governance and operations of the Society and chairing General Meetings.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Committee' means the Society's governing body. Also referred to as 'Executive Committee' or 'Executive'.

‘Committee Member’ means a member of the Committee, including the Chair/President, Secretary and Treasurer.

‘Constitution’ means the rules in this document.

‘Deputy Chair/Vice President’ means the Committee Member elected or appointed to deputise in the absence of the Chair/President.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Society.

‘Majority’ on its own, or ‘simple majority’ means **more than** fifty percent i.e. exactly fifty percent is not sufficient to pass a vote. The same applies to other majorities, for example a two-thirds majority requires **more than** two-thirds to pass, exactly two-thirds would be insufficient.

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

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

‘Matter’ means;

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

‘Member’ means a person properly admitted to the Society who has not ceased to be a member of the Society. As well as natural persons, this includes legal persons, entities and incorporated bodies including but not limited to companies, partnerships, trusts, incorporated societies and registered charities.

‘Notice’ to Members includes any notice given by email, post, courier or software application.

‘Officer’ means a person who is a Committee Member, or a person occupying a position in the society that allows the person to exercise significant influence over the management or administration of the society. This could include members of a sub-committee and paid or volunteer staff, office administrators or contractors.

‘Register of Members’ means the register of Members kept under this Constitution.

‘Secretary’ means the Committee Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.

‘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 Committee Member responsible for, among other things, overseeing the finances of the Society.

‘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, Matariki Observance Day, and Labour Day.

5.0 Registered Office

- 1) The registered office of the Wellington Property Investors Association shall be at Address or such place as the Executive Committee shall from time to time determine.
- 2) Notice of change of place of the registered office shall be given to the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 2022.

6.0 Contact Person

- 1) The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 2) The Society’s contact person(s) shall be appointed and removed by resolution of the Executive Committee and must be:
 - a) At least 18 years of age, and
 - b) A Committee Member, and
 - c) Ordinarily resident in New Zealand, and
- 3) Any change in contact person or that person’s 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.

7.0 Purposes

The primary purposes of the Wellington Property Investors Association are:

- 1) **Communication**
To promote and foster good relations and co-operation between members for their mutual benefit.
- 2) **Development**
To engender efficiency and knowledge in the techniques, development, ownership and management of investment property of all types.
- 3) **Education**
To provide educational forums, seminars, workshops and resources on property investment and management.
- 4) **Engagement**
To engage positively across all aspects of the property investment industry, including lawmakers, regulators, tenancy groups, media, commentators and other providers of property investing information to collaborate and produce positive outcomes for all involved in our industry.

- 5) **Finance**
To borrow, raise or secure finance as appropriate, in a fit and proper manner. To explore and pursue opportunities to grow the finances of the Society in order to maintain and grow the Society's ability to achieve its purposes and deliver benefits to its members, to the extent allowed within the rules of not-for-profit organisations.
- 6) **Information**
To pool information with respect to defaulting or unreasonable tenants and landlords, to the extent allowed by law and in compliance with the Privacy Act and other related Acts.
- 7) **Investment**
To manage and invest The Wellington Property Investors Association's funds effectively.
- 8) **Liaison and Advocacy**
To negotiate with and lobby local and central government authorities on matters that may be of concern to members.
- 9) **Membership Growth**
To encourage all property investors, potential property investors and aspirational property investors, large and small, from all sectors and types of property investment, to join the Wellington Property Investors Association.
- 10) **Networking**
To maintain close ties with other regional Property Investors' Associations and any other related organisations.
- 11) **New Zealand Property Investors' Federation (NZPIF)**
To maintain affiliation status and engagement with the New Zealand Property Investors' Federation and support its purposes if that is the wish of the committee from time to time.
- 12) **Promotion**
To promote and represent the common interests of responsible property investors from all sectors and types of property investment to the community.
- 13) **Publication**
To inform members, promote and market the Association by any means whether offline or online. This could include newsletters, magazines, newspapers, television, YouTube, Facebook, blogs, podcasts, social media, website or other platforms or media or otherwise as the Association considers desirable.
- 14) **Property**
To purchase, lease, exchange, hire or otherwise acquire, any property, and to dispose of such property as appropriate, in a fit and proper manner.
- 15) **Services**
To provide services and events to members and related organisations from time to time, which may be chargeable.
- 16) **General**

To, notwithstanding the above, do all such things as are incidental or conducive to the attainment of the above purposes.

8.0 Prohibited Purposes

- 1) As a not-for-profit organisation, the Officers and Members may not receive any distributions of profit or income from it.

This does not prevent Officers or Members;

- a) receiving reimbursement of actual and reasonable expenses incurred, or
- b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

- 2) The Society must NOT operate for the purpose of, or with the effect of;
 - a) any Member of the Society deriving any personal financial gain from membership of the Society, other than as may be permitted by law, or by these rules, or
 - b) distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members, whether in money or in kind, or
 - c) conferring any kind of ownership in the Society's assets on Members.
- 3) But the Society will not operate for the financial gain of Members simply if the Society;
 - a) engages in trade,
 - b) pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity,
 - c) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes,
 - d) provides benefits to members of the public or of a class of the public and those persons include Members or their families,
 - e) 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),

- f) pays any Member interest at no more than current commercial rates on loans made by that Member to the Society, or
 - g) provides a Member with incidental benefits, for example, trophies, prizes, or discounts on products or services, in accordance with the purposes of the Society.
- 4) No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.
 - 5) Any payments made to a Member or Associated Person must be for goods and services that advance the purposes of the Association and must be reasonable and relative to payments that would be made between unrelated parties.

9.0 Culture and Values

The culture and values of the Wellington Property Investors' Association are:

- 1) **Advancement**
Advocating for and working to advance our members in their investing in property.
- 2) **Collaboration**
Encouraging a culture of cooperation and teamwork among members, and among stakeholders within our industry.
- 3) **Education and Knowledge Sharing**
Sharing of knowledge and skills between members.
- 4) **Mutual Support**
Fostering a supportive environment where members can share experiences and assist each other to reach members goals in property investing in the most effective way possible. To support each other in managing the challenges of property investment and of providing rental housing in the modern environment. To support property investors through industry changes and the changing regulatory environment over time.
- 5) **Networking**
Facilitating regular events to encourage networking and the exchange of ideas.
- 6) **Positive Atmosphere**
To be collegial and social in cultivating a positive and empowering atmosphere for property investors in Wellington.
- 7) **Professionalism**
Upholding high standards of professionalism in the field of property investment, being professional and maintaining high standards in everything we do.
- 8) **Sustainability**
Encouraging new and younger members into our industry in order that New Zealand society continues to have a viable rental property market available to those that want or require it.

and this Constitution shall be interpreted having regard to this culture and these values.

10.0 Membership

10.1 Membership Protocols

- 1) **Minimum Number of Members** - The Society shall maintain the minimum of **ten** Members as required by the Act.
- 2) **Types of Members** - The classes of membership and the method by which Members are admitted to different classes of membership are as follows. Such membership classes to be varied by the committee from time to time.
 - a) **Member:** A Member is an individual or legal entity admitted to membership under this Constitution and who or which has not ceased to be a Member.
 - b) **Life Member:**
 - i. A Life Member is a person honoured for highly valued services to the Association elected as a Life Member by resolution of a General Meeting passed by a **two-thirds majority** of Members voting.
 - ii. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.
 - iii. There shall be no more than **10** Life members of the Association at any one time.
 - c) **Honorary Member:**
 - i. An Honorary Member is a person honoured for services to the Association or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a **two-thirds majority** of Members voting.
 - ii. The nomination must be approved by a resolution of the WNPIA Executive Committee.
 - iii. An Honorary Member has no membership rights, privileges or duties.
 - iv. Honorary members are reaffirmed by vote yearly at the Annual General Meeting.
- 3) **Membership Eligibility** - Any person or entity, natural or legal, who is interested in investment property may apply for membership.
- 4) **Membership Process and Consent**
 - a) Every applicant for membership must consent in writing to becoming a Member.
 - b) An applicant for membership must complete and sign any application form and supply any information as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

- c) The signed written consent of every Member to become a Society Member shall be retained in the Society's membership records.
- 5) **Membership Approval** - The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision, but is not required to provide reasons for that decision.

10.2 Membership Obligations and Rights

- 1) 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.
- 2) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.
- 3) All Members, including Committee Members, shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 4) A Member is only entitled to exercise the rights of membership, including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, if all subscriptions and any other fees have been paid to the Society by due date, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- 5) Any Member that is a body corporate or other entity shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 6) The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.
- 7) Members may publicise their membership of the Society but may not speak for the Society, either expressly or impliedly, unless authorised by the Committee.

10.3 Membership Subscriptions and Fees

- 1) The subscriptions for each type of membership shall be determined annually by the Executive. Annual subscriptions shall be due and payable in advance on the Subscription Due Date in each year.
- 2) Any Member failing to pay the annual subscription, including any periodic payment, any levy, or any capitation fees, within **one calendar month** of the date the same was due for payment shall be considered as unfinancial and shall, without being released from the obligation of payment, 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.

- 3) If such arrears are not paid within **three 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.

10.4 Membership Notices

- 1) All notices shall be sent to each Member's postal address or email address as provided when joining the Society, or to such other address as may have been notified by such Member, provided the society has the facility to do so.
- 2) Notices shall be deemed to have been duly delivered on the **fourth Working Day** immediately after the date of posting, or in the case of email, at the time the electronic communication enters the recipient's information system.

10.5 Ceasing to be a Member

- 1) A Member ceases to be a Member;
 - a) by resignation from that Member's class of membership by written notice signed by that Member to the Secretary, or
 - b) on termination of a Member's membership following a dispute resolution process under this Constitution, or
 - c) on death, or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership, or other winding up of an entity, or
 - d) by resolution of a **two-thirds majority** [Size of majority required can be changed e.g. simple majority] vote of the Committee, for reasons including but not limited to;
 - i. the Member has failed to pay a subscription, levy or other amount due to the Society within **number Working Days** of the due date for payment, [Optional - may be considered unnecessary given 10.3 2) and 3) above]
 - ii. providing false, inaccurate or incomplete information in membership application details and or self-certification for committee membership,
 - iii. bringing the association into disrepute, or any act detrimental to the Association,
 - iv. breaching this Constitution, or other by-laws of the Association,
 - v. if the dispute resolution process has not yet been initiated, any other reason determined and agreed by resolution of a **two-thirds majority** vote of the Committee,
with effect, as applicable, from;
 - vi. 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

- vii. the date of termination of the Member's membership under this Constitution, or
- viii. 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 other winding up of an entity, or
- ix. the date specified in a resolution of the Committee. When a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

10.6 Obligations on Resignation or Termination

- 1) A Member who has ceased to be a member under this Constitution;
 - a) remains liable to pay all subscriptions and other fees due to the Society
 - b) shall cease to hold themselves out as a Member of the Society, and
 - c) shall cease to be entitled to any of the rights of a Society Member.

10.7 Becoming a Member Again

- 1) Any former Member may apply for re-admission in the manner prescribed for new applicants.
- 2) However, 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.

11.0 General Meetings

11.1 Annual General Meetings – Protocol

- 1) An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any requirements in the Act and this Constitution relating to the procedure to be followed at General Meetings.
- 2) The WNPIA Annual General Meeting shall be held no later than **three months** from the end of the financial year.
- 3) At least **21 Clear Days** written Notice shall be given to all WNPIA members of the Annual General Meeting.
- 4) The Notice of meeting sent by the Secretary must include;
 - a) a copy of the annual accounts,
 - b) a copy of the previous AGM minutes,
 - c) if there are upcoming Committee vacancies a request for nominations as per clause 12.7 1) e),
 - d) any motions which have been provided to the Secretary by either the Committee or Members to be voted on at the AGM.
- 5) The Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Society's register of members or to the website of the Society.

- 6) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- 7) Only financial Members may attend, speak and vote at General Meetings;
 - a) in person, or
 - b) by signed written proxy in favour of individual(s) entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting, or
 - c) through the authorised representative of a body corporate or other member entity as notified to the Secretary.

11.2 Annual General Meetings - Business

- 1) The business of an Annual General Meeting shall be:
 - a) Apologies and acknowledgement of proxies
 - b) Confirmation of Minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting
 - c) Adopt the President's Annual Report on the operations and affairs of the Society
 - d) Adopt the Treasurer's report on the finances of the Society, and the annual financial statements
 - e) Disclosures as per s 86 and s 63 (duty of Officers to disclose interests) of the Incorporated Societies Act 2022
 - f) Election of Officers
 - g) Appointment of Auditor or Reviewer and any other professional appointments
 - h) Consideration of any motions of which prior Notice has been given to Members with Notice of the Meeting
 - i) Election of new Life Members and re-election of Honorary Members (if any)
 - j) General Business
- 2) The Committee must, at each Annual General Meeting, present the following information:
 - a) an annual report on the operations and affairs of the Society during the most recently completed accounting period,
 - b) the annual financial statements for that period, and
 - c) notice of any disclosures of conflicts of interest made by Officers during that period, including a brief summary of the matters, or types of matters, to which those disclosures relate.

11.3 Special General Meetings

- 1) A Special General Meeting may be called either by the Executive Committee or by a written request signed by at least **5% of financial Members**;
- 2) The written request must set out the purpose of the meeting and contain any notices of motion to be put at that meeting.
- 3) The Secretary must call the meeting within a minimum period of **14 Clear Days** and a maximum period of **30 Clear Days** from receipt of such request.
- 4) Notice of the meeting shall be forwarded to each Member by the Secretary at least **14 Clear Days** before the date of the meeting.
- 5) Except as outlined in this clause 11.3 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, the written request by Members for the Meeting, or a Member's Motion.

11.4 General Meetings – Location, Adjournment and Member's Motions

- 1) General Meetings may be held in person or at one or more venues using any real-time audio, audio and visual, electronic communication or combination of these that gives each Member a reasonable opportunity to participate.
- 2) All General Meetings shall be chaired by the Chair/President or the President may delegate the chair to another Member with the approval of the Executive Committee.
- 3) Any person chairing a General Meeting may:
 - a) 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 meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 4) 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.
- 5) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least **14 Clear Days** before that meeting:
 - a) The Member may also provide information in support of the motion ('Member's Information').
 - b) 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, otherwise it shall be provided to Members at least **7 Clear Days** before that meeting.

11.5 General Meetings - Quorum Requirements

- 1) No General Meeting may be held unless at least **8 (Eight) eligible financial Members**, including proxies attend throughout the meeting and this will constitute a quorum.
- 2) If, within **30 Minutes** after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved;
- 3) in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 4) Any decisions made when a quorum is not present are not valid.

11.6 General Meetings - Proxies

- 1) Any financial Member may delegate their right to vote at a General Meeting to another person by authorising them to act as their proxy.
- 2) Authorisation of proxies must;
 - a) be in writing,
 - b) name both the member whose right to vote is being delegated and the person voting on their behalf (the 'proxy holder'), and
 - c) contain the contact details of the member whose vote is being delegated, and
 - d) be dated and signed by the member whose vote is being delegated.
- 3) The written proxy authorisation must be provided to the Secretary in advance of the meeting at which the proxy is to be exercised takes place.
- 4) The proxy holder can only vote, and is not entitled to take part in any discussion, unless the proxy holder is a Member or is otherwise entitled to partake in discussion.
- 5) A proxy authorisation is valid for one meeting only and does not have continuing effect.

11.7 General Meetings – Voting Procedure

- 1) Voting may be by voices, show of hands, ballot, proxy, postal vote, electronic or other remote voting or a combination of these as determined by the Committee.
- 2) Each Member is entitled to one vote on any motion.
- 3) Voting shall be made by a **simple majority**, unless a greater majority is required by this Constitution.
- 4) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, shall also have a casting vote.
- 5) In the event of a close vote Members may demand a ballot.

- 6) On demand of the chairperson, or of **two or more Members** present, voting shall be by secret ballot.
- 7) **Two impartial scrutineers** must be appointed in the event of a ballot.
- 8) Any Member may call for a recount with a change of scrutineers.

11.8 General Meetings – Written Resolution in Lieu of Meeting

- 1) 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 **number percent** of the Members who are entitled to vote on the resolution.
- 2) A written resolution may consist of one or more documents in similar form, including letters, electronic mail, or other similar means of communication, each proposed by the Committee, or by or on behalf of one or more Members.
- 3) 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 this Constitution, for example, by electronic means.

11.9 General Meetings - Minutes

- 1) Minutes must be kept by the Secretary of all General Meetings.
- 2) The Secretary may delegate the recording and keeping of minutes, but remains primarily responsible for them.

12.0 Executive Committee

12.1 Committee Functions

- 1) From the end of each Annual General Meeting until the end of the next, the Society shall be governed, 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.
- 2) The Committee shall be accountable to the Members for the advancement of the Society's purposes, its governance and management of the Society and the implementation of resolutions approved by the Committee or any General Meeting.
- 3) The Executive Committee shall control the governance and administration of the affairs, business, finances and assets of the WNPIA in a professional manner.

12.2 Mandatory Officers' Duties

- 1) 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 Act or this Constitution,
- d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation;
 - a. the nature of the Society,
 - b. the nature of the decision, and
 - c. 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'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
- 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.

12.3 General Officers' Duties

- 1) The Executive Committee shall:
 - a) Ensure that effective financial accounting and administrative procedures and practices are maintained for the Society;
 - b) Ensure accounting records are kept in accordance with the Act;
 - c) Approve annual operating budgets for the Society;
 - d) Ensure that the Society's financial position relative to the budget is reviewed regularly;
 - e) Ensure that appropriate financial statements are completed, dated and signed by or on behalf of the Society by **two Committee Members** within **six months** after the end of the Society's Financial Year or otherwise, as required by applicable law;
 - f) Ensure that minutes of all resolutions and proceedings of General Meetings and Committee meetings are kept;
 - g) Ensure compliance by the Society with its statutory duties, including its duties under the Act;
 - h) Make, alter or rescind policies, procedures, standing orders, by-laws and regulations not inconsistent with, or contrary to the WNPIA's Constitution or the Act.

- i) Adhere to all WNPIA policies, procedures, standing orders, by-laws and regulations.
- j) Appoint any person or persons to any sub-committee for any special objects or purposes and to define the powers and duties of such sub-committee.
- k) Appoint WNPIA staff and or contractors and to define their duties and responsibilities.
- l) Fill casual vacancies on the Executive Committee.
- m) Ensure that all directives of this Constitution and any General Meeting are carried out.
- n) Ensure the Society Acts in accordance with it's Purposes.

12.4 Committee Composition

- 1) The Committee will consist of a minimum of three and a maximum of **fifteen** Officers who are:
 - a) Members; and
 - b) natural persons; and
 - c) may be a representative of a body corporate or other entity that is a Member of the Society, and
 - d) not disqualified by this Constitution or the Act.
- 2) The Committee will include:
 - a) a Chair/President,
 - b) One or more Deputy Chair(s)/Vice President(s),
 - c) a Secretary and a Treasurer, who may be the same person, and
 - a)

12.5 Committee Member Consent, Qualifications and Certification

- 1) Every Committee Member must consent in writing to be an Officer of the Society prior to election or appointment, and certify in writing that they are not disqualified from being appointed or otherwise holding office as an Officer of the Society by this Constitution or the Act. Each certificate shall be retained in the Society's records.
- 2) 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**:
 - i. an offence under subpart 6 (false statements) of Part 4 of the Act,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence under section 22(2) (Society must not be carried on for financial gain of its members) of the Act,
 - v. an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv),
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
 - f) a person subject to:
 - i. a banning order under subpart 7 of Part 4 of the Act, or
 - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (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.
- 3) All Committee Members must be financial members of the WNPIA.

12.6 Specific Officer's Duties

1) President

- a) To uphold the aims and Purposes of the WNPIA.
- b) To carry out all directives of this Constitution and any General Meeting.
- c) To chair all Committee and General Meetings of the WNPIA; however the President may delegate that responsibility.
- d) To implement all decisions of the Committee.
- e) To call General Meetings in the absence of the Secretary.
- f) To perform all presidential duties in a professional manner.

- g) To resolve all matters, in consultation with the Committee, which are not covered specifically in this Constitution.
- h) To preside over voting at all meetings, unless the President delegates this duty.

2) Vice-President

- a) To assist the President.
- b) To assume the duties and powers of the President in their absence unless they are delegated elsewhere by the President.

3) Secretary

- a) To attend meetings including Committee Meetings and General Meetings of the WNPIA.
- b) To perform such duties as the Committee may assign to them.
- c) To ensure all affairs of the WNPIA are appropriately carried out.
- d) The following are Secretary's Duties that remain the responsibility of the Secretary, however they may be delegated;
 - i. Giving notice of all General Meetings of the WNPIA to Members and circulating such documents as may be directed by the Committee.
 - ii. Giving notice of all Committee Meetings to Committee Members and circulating any documents as appropriate.
 - iii. Ensuring accurate records and minutes of Committee Meetings and General Meetings are kept.
 - iv. Ensuring all resolutions are recorded in the minutes.
 - v. Ensuring a Register of Members is kept.
 - vi. Updating the Incorporated Societies Register with required documents, Contact Person(s) and Officers' details in accordance with sections 116 and 52 of the Act, and change of Registered Office details.

4) Treasurer

- a) To ensure that proper books of accounts be kept in respect of the financial transactions of the WNPIA.
- b) To ensure that all receipts and payments of the Name initial PIA are authorised by the Executive Committee.
- c) To present the annual financial report and accounts to the Annual General Meeting.
- d) To prepare and report at Committee Meetings or otherwise regularly on the finances of the Society to the Committee
- e) To prepare an annual budget and present to the Committee before commencement of the new financial year.

12.7 Election or Appointment of Officers

- 1) The election of Officers shall be conducted as follows;
 - a) Officers shall be elected during Annual General Meetings.
 - b) 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 an Officer by this Constitution or the Act.
 - c) The person(s) so appointed in b) above shall retire at the next Annual General Meeting, but shall be eligible for election.
 - d) A candidate's written nomination, accompanied by the written consent of the nominee, who must be a financial member, with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer by this Constitution or the Act, shall be received by the Secretary at least **14 Clear Days** before the date of the Annual General Meeting.
 - e) At least **7 Clear Days** before the date of the Annual General Meeting, the Secretary shall give Notice to all Members by posting or emailing to them such information, not exceeding one side of an A4 sheet of paper, as may be supplied to the Secretary by or on behalf of each nominee, in support of the nomination.
 - f) If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
 - g) Only financial Members who are not disqualified from being appointed or holding office as an Officer by this Constitution or the Act may stand for election.
 - h) The failure for any reason of any financial Member to receive Notice shall not invalidate an election.

12.8 Term of Office

- 1) The term of office for all Committee Members shall be **one** year, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office.
- 2) For the purpose of determining term length:
 - a) New Committee Members elected at an AGM shall be deemed to have commenced their appointments on the first day after the AGM at which they were elected to the Committee.
 - b) New Committee Members who are appointed during the year rather than being elected at the AGM are deemed to have commenced their appointments on the first day after the AGM which was the first AGM after their appointment.
- 3) Committee Members are eligible for re-election at the end of each term.

- 4) No President shall serve for more than **ten** consecutive years as President.
 - a) Length of a President's time served shall be calculated as above for Committee Members.
 - b) After stepping down, a President will become re-eligible to stand for election as President at the following years AGM provided **one** year has passed where they have not been President.

12.9 Removal of Committee Members

- 1) A Committee Member may be removed from office by resolution of the Committee or the Society where in the opinion of the Committee or the Society the Committee Member has;
 - a) been absent from **five** committee meetings without an apology or leave of absence from the Committee,
 - b) committed breaches of the Act,
 - c) provided false, inaccurate or incomplete information in;
 - a) membership application details,
 - b) self-certification for Committee membership,
 - c) Conflict of Interest details,
 - d) acted in a manner which in the opinion of the majority of the rest of the committee, undermines the Society's Purposes or otherwise bringing the WNPIA into disrepute, or
 - e) the Committee passes a vote of no confidence in the Officer,

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

12.10 Cessation of Committee Membership

- 1) A Committee Member ceases to hold office when they;
 - a. resign,
 - b. are removed,
 - c. die, or
 - d. otherwise vacate office in accordance with section 50(1) of the Act.
- 2) A Committee Member may cease their membership of the Committee by signing a written notice of resignation and giving it to the Society.
- 3) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member.

- 4) Each Committee Member shall, within **10 Clear Days** of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers, keys and other property of the Society held by that former Committee Member and shall relinquish access to offices, buildings, information and electronic systems associated with their Committee membership.

12.11 Executive Committee Member Benefits

- 1) At the end of each year the committee shall have the power to grant a year's subscription to each committee member on whatever basis they shall agree.

12.12 Executive Indemnity

- 1) Any WNPIA Committee Member acting in their official capacity with the approval of the WNPIA, who incurs a personal liability, shall be indemnified by the WNPIA to the extent allowed in the Incorporated Societies Act 2022 or any succeeding legislation, provided that person has acted honestly and without negligence.
- 2) Prior to being invoked in regard to any matter or Officer, any indemnity must be approved by a resolution passed by a **simple majority** vote of the Executive Committee.

12.13 Committee Powers

- 1) Subject to any resolution of any General Meeting the Committee has all the powers necessary for governing, managing, 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 and may;
 - a) exercise all the Society's powers, other than those required by the Act or by this Constitution to be exercised by the Society in General Meeting, and
 - b) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, contractor or other person.
- 1) Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- 2) Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members.
- 3) The Committee and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, post, or any combination of these as determined by the Committee and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.

12.14 Bylaws, Policies and Codes of Conduct

- 1) The Committee from time to time may make and amend bylaws and policies for the conduct and control of Society activities and codes of conduct applicable to Members,

but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or this Constitution.

12.15 Sub-Committees

- 1) The Committee may appoint sub-committees consisting of such persons, whether or not Members of the Society, and for such purposes as it thinks fit. Unless otherwise resolved by the Committee;
 - a) the quorum of every sub-committee is half the members of the sub-committee,
 - b) if permitted by the Committee, the sub-committee shall have power to co-opt additional members,
 - c) a sub-committee must not commit the Society to any financial expenditure without express authority, and
 - d) unless expressly permitted by the Committee, a sub-committee must not further delegate any of its powers.
- 2) The Committee may dissolve sub-committees by resolution.

12.16 Conflicts of Interest

- 1) An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified;
 - a) to the Committee and or sub-committee, and
 - b) in an Interests Register kept by the Committee.
- 2) 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.
- 3) An Officer or member of a sub-committee who is an Interested Member regarding a Matter;
 - a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter; but
 - c) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee, unless the Committee and/or sub-committee decides otherwise.
- 4) 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.

- 5) Where **50 percent** 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.
- 6) Where **50 percent** 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.

13.0 Committee Meetings

13.1 Frequency

- 1) The Committee shall meet at such times and places and in such manner, including in person, by audio, audio and visual, electronic communication or any combination of these as it may determine and otherwise where and as convened by the Chair/President or Secretary.
- 2) Committee Meetings can be called by the President or Secretary as frequently as necessary to ensure the successful operation of the WNPIA.
- 3) The Secretary shall give to all Committee members not less than **five Working Days** notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

13.2 Committee Quorum

The quorum for Committee meetings is at least **40% percent** of Committee Members with a minimum of **four**.

13.3 Voting at Committee Meetings

- 1) Each member of the Committee shall have **one vote** at Committee meetings;
- 2) with the exception of the President or Chair who shall have a **second or casting vote** in the event of a tie.
- 3) Proxies are not allowed at Committee meetings.

13.4 Delegation of Chair and Adjournment

- 1) All Committee Meetings shall be chaired by the Chair/President or the President may delegate the chair to another Officer.
- 2) Any person chairing a Committee Meeting may;
 - a) adjourn the Committee Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place,
 - b) direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chairperson be removed from the Meeting, and

- c) in the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

14.0 Financial Management

14.1 Authority

- 1) The funds and property of the WNPIA shall be;
 - a) controlled, invested and disposed of by the Committee, subject to this Constitution, and
 - b) applied solely in promotion of the Purposes set out in Section 7 of this Constitution, unless Section 21 (Winding up) is effected.
- 2) The Executive shall have the following powers and duties:
 - a) To open, operate and close bank accounts:
 - i. A minimum of **two** signatories are required for approval of any payment, nominated by resolution of the Committee as signatories.
 - ii. A maximum of **ten** signatories who may approve payment are allowed.
 - iii. A maximum of NIL non-Committee signatories, for example a contracted office administrator are allowed.
 - b) To invest funds in an interest-bearing account or professionally managed funds at a bank or financial institution approved by the Committee by resolution. The same rules regarding signatories apply as in 2) a) above.
 - c) To purchase or invest in property for use as the Society's own premises or otherwise.
 - d) The financial powers of the WNPIA may not be exercised by any individual Committee Member but by the Committee as a whole.

14.2 Balance Date

The Society's financial year shall run from the 1st day of April in each year to the 31st day of March in the following year, and may be varied by simple resolution of the Committee.

14.3 Accounting Records

- 1) The Committee must ensure that there are kept at all times 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) enable the financial statements to be readily and properly audited or reviewed, if required under any legislation or this Constitution.
- 2) The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.
- 3) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. Specifically Xero as an accounting system is accepted as meeting this test.
- 4) The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

14.4 Annual Accounts

- 1) The annual accounts shall be compliant with the minimum standards set out in the Act.
- 2) All members shall have the right to receive copies of accounts, auditor's or reviewer's reports and the right to inspect the minutes of any General Meeting.

14.5 Auditor or Reviewer

- 1) An Auditor or Reviewer shall;
 - a) be appointed at each WNPIA Annual General Meeting to audit or review the annual financial statements and to report thereon;
 - b) be a qualified Auditor, or be qualified under any Act or regulations to meet the requirements for auditing or reviewing Incorporated Societies;
 - c) hold office for one financial year and be eligible for re-election;
 - d) not be a Committee Member;
 - e) have the power to make any enquiries they feel appropriate; and
 - f) call for any (but not limited to) books, papers, notes, accounts, documents, files, cloud service data, emails and/or other communications, any information whether electronic or otherwise, howsoever stored, relating to the Society at any time.
- 2) Payment of audit or review fees may be determined and authorised by the Committee from time to time.
- 3) If allowed under the Act or any other enactment or regulation, an auditor need not be appointed, provided a special resolution of **two-thirds majority** is passed at an AGM that the requirement to appoint an auditor not be applicable for the following financial year. The special resolution not to appoint an auditor cannot apply to more than one financial year in advance.

- 4) If the resolution to not appoint an auditor in 3) above is passed, the minimum audit interval is once every **ten** years.
- 5) If allowed or required under the Act, or any other enactment or regulation and if a resolution not to appoint an auditor is passed as per sub-clause 3) above, the AGM may, by **simple majority**, pass a resolution to appoint a Reviewer for the following financial year.

15.0 Records

15.1 Register of Members

- 1) The Society shall keep an up-to-date Register of Members.
- 2) For each current Member, the information contained in the Register of Members shall include the Member's;
 - a) name,
 - b) date the Member became a Member,
 - c) phone number (mobile and/or landline),
 - d) email address (if any),
 - e) postal address,
 - f) whether the Member is financial or unfinancial,
 - g) may include other contact details or information relevant to the Society.
- 3) Every Member shall promptly advise the Secretary of any change of the Member's contact details.
- 4) The Society shall also keep a record of former Members of the Society. For each Member who ceased to be a Member within the previous **seven years**, the Society will record;
 - a) the former Member's name, and
 - b) the date the former Member ceased to be a Member.
- 5) Membership information shall be for WNPIA use only, in accordance with the Privacy Act 2020, or any succeeding law. Generalised information such as membership numbers may be used for sponsorship, marketing or similar purposes.

15.2 Interests Register

- 1) The Committee shall at all times keep and maintain an up-to-date register of the interests disclosed by Officers and members of any sub-committee.
- 2) An Officer of the Society may inspect the Interests Register at any reasonable time.

15.3 Access to Information for Members

- 1) A Member may at any time make a written request to the Society for information held by the Society.

- 2) The request must specify the information sought in sufficient detail to enable the information to be identified.
- 3) The Society must, within a reasonable time after receiving a request;
 - a) provide the information, or
 - b) agree to provide the information within a specified period, or
 - c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society, which must be specified and explained, to meet the cost of providing the information, or
 - d) refuse to provide the information, specifying the reasons for the refusal.
- 4) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if;
 - a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - d) withholding the information is necessary to maintain legal professional privilege, or
 - e) the disclosure of the information would, or would be likely to, breach an enactment, or
 - f) 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
 - g) the request for the information is frivolous or vexatious, or
- 5) 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;
 - a) that the Member will pay the charge; or
 - b) that the Member considers the charge to be unreasonable.
- 6) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

16.0 Sponsorship

The WNPIA may raise funds by offering sponsorship arrangements of various types, packages, or tiers of packages as determined by the Committee and or any bylaws or policies regarding sponsorship determined by the Committee.

17.0 Publications and Advertising

- 1) The Committee may produce publication(s) to inform members and/or the general public and may distribute it among members and also the public either free or under a pricing structure to be fixed by the Committee. The publication may generate advertising revenue for the WNPIA.
- 2) Such publications may be in any form, whether print or electronic, social media, websites, newsletters, magazines, newspapers, television, YouTube, Facebook, blogs, podcasts or other platforms or media or otherwise as the Society considers desirable, including in dedicated form or alongside other content, and whether published by the Society or a third-party provider.
- 3) The Committee may contract with external publishers to publish any publications as described above, including articles and/or advertising for the benefit of the Society, the Society's sponsors, or in any way consistent with the Society's Purposes.

18.0 Dispute Resolution

18.1 Meanings of Dispute and Complaint

- 1) A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations set out below:
- 2) The disagreement or conflict may be between any of the following persons;
 - a) **Two** or more Members
 - b) **One** or more Members and the Society
 - c) **One** or more Members and **One** or more Officers
 - d) **Two** or more Officers
 - e) **One** or more Officers and the Society
 - f) **One** or more Members or Officers and the Society.
- 3) The disagreement or conflict relates to any of the following allegations;
 - a) a Member or an Officer has engaged in misconduct, or
 - b) a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act, or
 - c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act, or
 - d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

- 4) 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(s) to which the dispute relates and whom the allegation or allegations is or are against, and
 - c) sets out any other information or allegations reasonably required by the Society.
- 5) 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.
- 6) 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.
- 7) A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 8) All Members, including the Committee, are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 9) The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

18.2 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;
 - 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) b) or 2) b) 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.

18.3 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.

18.4 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.

18.5 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 this Constitution, ensure that the dispute is investigated and determined.
- 2) Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

18.6 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;
 - a) that a Member or an Officer has engaged in material misconduct,
 - b) 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,
 - c) 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.

18.7 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 or facilitation.

18.8 Decision Makers

A person may not act as a decision maker in relation to a complaint if **two 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.

19.0 Interpretation of the Constitution

- 1) The Committee, by **simple majority**, are empowered to act on their own interpretation of this Constitution in the event of any question arising as to its construction or application.
- 2) Any WNPIA member(s) aggrieved by such decision may submit the decision for review at a Special Meeting to be held within **three months** of the Committee decision.
- 3) If any matter shall arise which is not provided for under this Constitution, the same shall be determined by the Committee in such manner as it deems fit provided such shall be consistent with the provisions of the Act or regulations and is not inconsistent with the Society's Purposes.
- 4) Every such determination shall be binding upon the WNPIA unless revoked at a Special Meeting as in 19.2 above.

20.0 Alteration of the Constitution

- 1) All amendments must be made in accordance with this Constitution.

- 2) Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 3) The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a **two-thirds majority** of Members voting.
- 4) Any proposed motion to amend or replace this Constitution shall be signed by at least 10 (ten) eligible Members and given in writing to the Secretary at least **28 Clear Days** before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 5) At least **21 Clear Days** before the General Meeting at which any amendment is to be considered, the Secretary shall give to all Members notice of;
 - a) the proposed motion,
 - b) the reasons for the proposal, and
 - c) any recommendations the Committee has.
- 6) 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.
- 7) No addition to, deletion from or alteration of the organisation's 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.

21.0 Winding up

21.1 Process

- 1) The Society may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 2) The Secretary shall give **30 Working Days** written Notice to all Members of the proposed motion to wind up, liquidate 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. Such notice shall include at least;
 - a) the reasons for the proposal,
 - b) any recommendations from the Committee in respect to such notice of motion,
 - c) all information as required by section 228(4) of the Act.
- 3) 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 Members voting.

21.2 Surplus Assets

- 1) On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:

- a) applied to a purpose in line with the organisation's objects, and
- b) given or transferred to another not-for-profit organisation.