

CONSTITUTION OF THE NELSON PROPERTY INVESTORS ASSOCIATION INCORPORATED

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1.0 Background

- 1) The Association was registered as an incorporated Association under the Incorporated Societies Act 1908 on 3rd August 2001.
- 2) The members of the Association 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 Association's reregistration under the Act.
- 3) Nothing in this Constitution authorises the Association 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 "Nelson Property Investors Association Incorporated", also abbreviated to "Nelson PIA" in this Constitution and also in this Constitution referred to as the 'Association'.
- 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 Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

'Associated Person' means a person who:

- a. May obtain a financial benefit from any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Association) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, or first cousin of that Member

- b. May have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Association) relates
- c. Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any Member (as a Committee Member, or in any General Meeting, or otherwise for the Association) relates
- d. May be interested in the matter because the Association's constitution so provides.

But no such Member shall be deemed to have and such interest:

- e. merely because that member receives an indemnity, insurance cover, remuneration, of other benefits authorised under the Act; or
- f. if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Association due to the membership of those members; or
- g. if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Act or the Association's constitution.

'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 Association 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 Member' means a member of the Committee, including the President, Secretary and Treasurer.

'Constitution' means the rules in this document.

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

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Association.

'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 Association’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 Association.

‘Member’ means a person properly admitted to the Association who has not ceased to be a member of the Association. 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 Association that allows the person to exercise significant influence over the management or administration of the Association. 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 Association.

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

‘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 Contact Person

- 1) The Contact Person who holds the office as Secretary of the Association shall be the contact person required by the Act and must be:
 - a) At least 18 years of age, and
 - b) A Committee Member, and
 - c) Ordinarily resident in New Zealand, and
- 2) Any change in 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 Association becoming aware of the change.

6.0 Purposes

The primary purposes of the Nelson 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 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) **Investment**
To manage and invest The Nelson Property Investors Association's funds effectively.
- 6) **Liaison and Advocacy**
To negotiate with and lobby local and central government authorities on matters that may be of concern to members.
- 7) **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 Nelson Property Investors Association.
- 8) **Networking**
To maintain close ties with other regional Property Investors' Associations and any other related organisations.
- 9) **New Zealand Property Investors' Federation (NZPIF)**
To maintain affiliation status and engagement with the New Zealand Property Investors' Federation and support its purposes.
- 10) **Promotion**
To promote and represent the common interests of responsible property investors from all sectors and types of property investment to the community.
- 11) **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.

12) **Services**

To provide services and events to members and related organisations from time to time, which may be chargeable.

13) **General**

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

7.0 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 Association must NOT operate for the purpose of, or with the effect of;
- a) any Member of the Association deriving any personal financial gain from membership of the Association, other than as may be permitted by law, 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 Association's assets on Members.
- 3) But the Association will not operate for the financial gain of Members simply if the Association;
- a) engages in trade,
 - b) pays a Member for matters that are incidental to the purposes of the Association, and the Member is a not-for-profit entity,
 - c) reimburses a Member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association'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 Association 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 Association),

- f) pays any Member interest at no more than current commercial rates on loans made by that Member to the Association, 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 Association.
- 4) No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Association 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.

8.0 Membership

8.1 Membership Protocols

- a) Minimum Number of Members - The Association shall maintain the minimum of ten Members as required by the Act.
- b) Types of Members - The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - 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. Family Membership: Any two persons residing at the same address, one of which shall meet the conditions of (9.1.2.a) are eligible for a family Membership as follows:
 - i. Family membership shall allow two (2) members to be full and equal members of the Association entitled to all rights and privileges provided that;
 - ii. One family member shall meet the conditions of clause (9.1.2.a),
 - iii. The family members live at the same address,
 - iv. Each family shall receive only one Nelson PIA media distribution, such as newsletter or magazine,
 - v. Each family membership shall constitute one membership for the purpose of membership of the New Zealand Property Investors Federation,
 - vi. Each *family membership* shall be entitled to one vote only.
 - c. 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 five Life members of the Association at any one time.
- c) Membership Eligibility - Any person or entity, natural or legal, who is interested in investment property may apply for membership.

3) 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 an Association Member shall be retained in the Association's membership records.
- 4) 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.

8.2 Membership Obligations and Rights

- 1) Every Member shall provide the Association with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Association 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 Association.
- 3) All Members, including Committee Members, shall promote the interests and purposes of the Association and shall do nothing to bring the Association 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 Association's premises, facilities, equipment and other property, if all subscriptions and any other fees have been paid to the Association by due date, but no Member or Life Member is liable for an obligation of the Association 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 Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement.
- 7) Members may publicise their membership of the Association but may not speak for the Association, either expressly or impliedly, unless authorised by the Committee.

8.3 Membership Subscriptions and Fees

- 1) The subscriptions for each type of membership shall be determined annually by the Committee. 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 Association activity or to access or use the Association'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.

8.4 Membership Notices

- 1) All notices shall be sent to each Member's email address as provided when joining the Association, or to such other address as may have been notified by such Member, provided the Association 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.

8.5 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 vote of the Committee, for reasons including but not limited to;
 - i. providing false, inaccurate or incomplete information in membership application details and or self-certification for committee membership,
 - ii. bringing the association into disrepute, or any act detrimental to the Association,
 - iii. breaching this Constitution, or other by-laws of the Association,
 - iv. 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;

8.6 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 Association
 - b) shall cease to hold themselves out as a Member of the Association, and
 - c) shall cease to be entitled to any of the rights of an Association Member.

8.7 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.

9.0 Meetings

1. The Annual General Meeting shall be held before the 31 May of each year. In the case of an unforeseen event (like a pandemic) or act of God, it may be deferred until it is practical to hold such a meeting.
2. Special General Meeting may be called at any time by the President and must be called within 14 days of the receipt of a requisition signed by three members of the Committee or by five association members entitled to vote. A SGM may only consider and deal with the business specified in the request for an SGM.
3. Notice Periods and delivery:
 - i. The Members must be given at least 21 days' notice of any AGM or SGM. If the committee, in its discretion, decides that the nature of the SGM business is of such urgency, then a shorter period of notice is to be given to Members.
 - ii. Notice of meetings must be given in writing by email, as well as a notice on the Association noticeboard.
 - iii. Notice of the AGM must call for nominations for all Committee positions.
 - iv. Members must give notice of any proposed motions, nominations for the Committee, and other items of business to the Secretary at least 14 days before the date of the AGM.
 - v. Notice of the agenda containing the business to be discussed at the meeting, and voted upon, must be given to all members at least 7 days before the date of the meeting.
 - vi. The AGM agenda must include all nominations received for the Committee by that date.
 - vii. No additional business can be voted on other than those set out in the agenda, unless agreed to under 6.6.
4. The AGM and any SGM may be convened by video or audio conference or any other format as the Committee may decide, having considered the optimum ability of members to participate in the meeting in the chosen format.
5. The format of the meeting should be one where all relevant persons participating in the meeting can simultaneously hear and communicate with each other for the duration of the meeting.
6. If at any meeting all members entitled to vote, unanimously pass a resolution to waive notice requirements, then new items of business may be enacted.
7. A quorum at the Annual and any Special General meeting shall be the greater of 25% of full members of the Association or ten such members in attendance. A Member casting a

vote by proxy is not included in the Members present under this clause.

8. All members with voting rights at a meeting shall have one vote each. There must be a majority of affirmative votes to pass any resolution. Voting shall be by show of hands unless at least three members request a ballot. The chairperson shall not have a casting vote.
9. Proxy votes for eligible members shall be allowed at all Annual and Special General Meetings. A proxy vote must be authenticated by written notice signed by the member giving their proxy.

10.0 ANNUAL GENERAL MEETING

10.1 Business of the Annual General Meeting:

- a) To confirm the minutes of the previous AGM and of any SGM.
- b) To deal with any correspondence addressed to the Association that requires consideration at a general meeting.
- c) To receive the President's Report on the previous twelve months' activities.
- d) To receive the Treasurer's Report on the financial activities of the preceding financial year.
- e) To fix subscriptions in accordance with Rule 5.
- f) To appoint a suitably qualified person to perform the annual financial review of the Performance Report prepared by the Treasurer for the ensuing twelve months. This person shall not be an elected officer of the Association. If the appointment is not made at the AGM, then the Committee have the power to make the appointment and advise the members of that appointment. (A suitably qualified person may be a retired accountant or similar.)
- g) To approve the individual committee members who will manage the Association's bank accounts.
- h) To give notice of any disclosures of conflicts of interest made by Committee members (Including a summary of the matters, or types of matters, as defined in the Act, to which those disclosures relate).
- i) To elect the following officers of the Association for the ensuing year:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. And up to four members of the Association (subject to 8.16) who together with the officers shall constitute the Committee who have the power to operate the Association. All members of the Committee of the Association shall continue in office until the end of the next AGM.
- j) To consider any items of notified general business. These items must be notified to the secretary at least 14 days before the AGM so they can be circulated to the members.

10.2 Nominations

Nominations for the election of the Association's officers and other members of the Committee shall be made in writing, signed by two full members of the Association as nominator and seconder, and signed by the nominee, who must be a full member of the Association, and delivered to the Secretary as prescribed in 6.3.4.

In the event of only one nomination being received for any of the six offices positions the member duly nominated shall be declared elected. In the event of an election being required for any position then such an election shall be by way of secret ballot. The Committee shall have the power to fill any vacancy that may occur from time to time. All nomination forms shall be retained by the Secretary until the next AGM.

11.0 Executive Committee

11.1 Committee Functions

- 1) From the end of each Annual General Meeting until the end of the next, the Association 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 Association's purposes, its governance and management of the Association and the implementation of resolutions approved by the Committee or any General Meeting.
- 3) The Committee shall control the governance and administration of the affairs, business, finances and assets of the Nelson PIA in a professional manner.

11.2 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 Association,
 - b) must exercise all powers for a proper purpose,
 - c) must not act, or agree to the Association 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 Association,
 - 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 Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and
- f) must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

11.3 General Officers' Duties

1) The Executive Committee shall:

- a) Ensure that effective financial accounting and administrative procedures and practices are maintained for the Association;
- b) Ensure accounting records are kept in accordance with the Act;
- c) Approve annual operating budgets for the Association;
- d) Ensure that the Association'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 Association by **two Committee Members** within **six months** after the end of the Association'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 Association 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 Nelson PIA's Constitution or the Act.
- i) Adhere to all Nelson PIA 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 Nelson PIA staff and or contractors and to define their duties and responsibilities.
- l) Fill casual vacancies on the Committee.
- m) Ensure that all directives of this Constitution and any General Meeting are carried out.

- n) Ensure the Association Acts in accordance with it's Purposes.

11.4 Committee Composition

- 1) The Committee will consist of a minimum of 5 and a maximum of **10** 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 Association, and
 - d) not disqualified by this Constitution or the Act.
- 2) The Committee will include:
 - a) a President,
 - b) a Vice President,
 - c) a Secretary and a Treasurer, who may be the same person, and
 - d) and not less than **2** other Committee Members.
- 3)

11.5 Committee Member Consent, Qualifications and Certification

- 1) Every Committee Member must consent in writing to be an Officer of the Association 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 Association by this Constitution or the Act. Each certificate shall be retained in the Association'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 Association, 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) (Association 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 Nelson PIA or Life Members.
- 4) The President must have served as a member of the Committee for **2** year(s) at any time in the past prior to their election or appointment.

11.6 Specific Officer's Duties

1) President

- a) To uphold the aims and Purposes of the Nelson PIA.
- b) To carry out all directives of this Constitution and any General Meeting.
- c) To chair all Committee and General Meetings of the Nelson PIA; however the President may delegate the chair at any time.
- 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 to the chair.
- i) To attend any NZ Property Investor Federation President's or Communication meetings or similar, or to delegate such attendance.

2) Vice-President

- a) To assist the President.
- b) To assume the duties and powers of the President in their absence.

3) Secretary

- a) To attend meetings including Committee Meetings and General Meetings of the Nelson PIA.
- b) To perform such duties as the Committee may assign to them.
- c) To ensure all affairs of the Nelson PIA 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 Nelson PIA 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.
 - vii. Be the contact person on the Incorporated Societies Register.

4) Treasurer

- a) To ensure that proper books of accounts be kept in respect of the financial transactions of the Nelson PIA.
- b) To ensure that all payments of the Nelson PIA are authorised by 2 Committee Members.
- 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 Association to the Committee

11.7 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 emailing to them such information 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.

11.8 Term of Office

- 1) The term of office for all Committee Members shall be **1** 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.

11.9 Removal of Committee Members

- 1) A Committee Member may be removed from office by resolution of the Committee or the Association where in the opinion of the Committee or the Association the Committee Member has;
 - a) been absent from **2** 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 undermines the Association's Purposes or otherwise bringing the Nelson PIA 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 Association.

11.10 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 Association.
- 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 Association held by that former Committee Member and shall relinquish access to offices, buildings, information and electronic systems associated with their Committee membership.

11.12 Executive Indemnity

- 1) Any Nelson PIA Committee Member acting in their official capacity with the approval of the Nelson PIA or the Committee, who incurs a personal liability, shall be indemnified by the Nelson PIA 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 Committee.

11.13 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 Association, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution and may;

- a) exercise all the Association's powers, other than those required by the Act or by this Constitution to be exercised by the Association in General Meeting, and
 - b) enter into contracts on behalf of the Association 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.

11.14 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 Association 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.

11.15 Sub-Committees

- 1) The Committee may appoint sub-committees consisting of such persons, whether or not Members of the Association, 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 Association 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.

11.16 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 Association, 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.

12.0 Committee Meetings

12.1 Frequency

- 1) The Committee shall meet at least quarterly, 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 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 Nelson PIA.
- 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.

12.2 Committee Quorum

The quorum for Committee meetings is at least **50%** of Committee Members with a minimum of **three**.

12.3 Voting at Committee Meetings

- 1) Each member of the Committee shall have **one vote** at Committee meetings;

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

12.4 Delegation of Chair and Adjournment

- 1) All Committee Meetings shall be chaired by the 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.

13.0 Financial Management

13.1 Authority

- 1) The funds and property of the Nelson PIA 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 Committee 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 **three** signatories who may approve payment are allowed.
 - iii. A maximum of **one** non-Committee signatories, for example a contracted office administrator are allowed.
 - iv. A non-Committee signatory cannot approve payment without at least **one** nominated Committee member(s) being required to co-sign.

- 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) The financial powers of the Nelson PIA may not be exercised by any individual Committee Member but by the Committee as a whole.

13.2 Balance Date

The Association's financial year shall run from the 1st day of April in each year to the 31st day of March in the following year.

13.3 Accounting Records

- 1) The Committee must ensure that there are kept at all times accounting records that;
 - a) correctly record the transactions of the Association, and
 - b) allow the Association to produce financial statements that comply with the requirements of the Act, and
 - c) would enable the financial statements to be readily and properly audited or reviewed, if required under any legislation or this Constitution.
- 2) The Committee must establish and maintain a satisfactory system of control of the Association'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.
- 4) The accounting records must be kept for the current accounting period and for the last **7 completed accounting periods** of the Association.

13.4 Annual Accounts

- 1) The annual accounts shall be compliant with the standards set out in the Act and any associated regulations, or any succeeding act or regulations.
- 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.

14.0 Records

14.1 Register of Members

- 1) The Association 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) whether the Member is financial or unfinancial,
 - f) may include other contact details or information relevant to the Association.
- 1) Every Member shall promptly advise the Secretary of any change of the Member's contact details.
 - 2) The Association shall also keep a record of former Members of the Association. For each Member who ceased to be a Member within the previous **seven years**, the Association will record;
 - a) the former Member's name, and
 - b) the date the former Member ceased to be a Member.
 - 3) Membership information shall be for Nelson PIA and NZPIF 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.

14.2 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 Association may inspect the Interests Register at any reasonable time.

14.3 Access to Information for Members

- 1) A Member may at any time make a written request to the Association for information held by the Association.
- 2) The request must specify the information sought in sufficient detail to enable the information to be identified.
- 3) The Association 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 Association, 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 Association may refuse to provide the information, the Association 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 Association 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 Association, 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 Association 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 Association 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 Association;
- 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.

15.0 Sponsorship

The Nelson PIA 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.

16.0 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 Nelson PIA.
- 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 Association considers desirable, including in dedicated form or alongside other content, and whether published by the Association 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 Association, the Association's sponsors, or in any way consistent with the Association's Purposes.

17.0 Dispute Resolution

17.1 Meanings of Dispute and Complaint

- 1) A dispute is a disagreement or conflict involving the Association 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 Association
 - c) **One** or more Members and **One** or more Officers
 - d) **Two** or more Officers
 - e) **One** or more Officers and the Association
 - f) **One** or more Members or Officers and the Association.
- 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 Association's Constitution or bylaws or the Act, or
 - c) the Association has breached, or is likely to breach, a duty under the Association'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 Association'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 Association.
- 5) The Association 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 Association is starting a procedure for resolving a dispute in accordance with the Association'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 Association's Constitution.
- 8) All Members, including the Committee, are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association'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.

17.2 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 Association'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 Association.
- 2) The Association 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 Association is starting a procedure for resolving a dispute in accordance with the Association'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 Association's Constitution.

17.3 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 Association makes a complaint;
 - a) the Association 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 Association.

- 3) Without limiting the manner in which the Member, Officer, or Association 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 Association's written or verbal statement or submissions, if any, are considered by the decision maker.

17.4 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 Association (the 'respondent');
 - a) has engaged in misconduct, or
 - b) has breached, or is likely to breach, a duty under the Association'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 Association, an Officer may exercise the right on behalf of the Association.
- 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.

17.5 Investigating and Determining Dispute

- 1) The Association 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.

17.6 Association may Decide Not to Proceed Further with Complaint

Despite the 'Investigating and Determining Dispute' rule above, the Association 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 Association has materially breached, or is likely to materially breach, a duty under the Association'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.

17.7 Association may Refer Complaint

- 1) The Association 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 Association 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.

17.8 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.

18.0 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 Nelson PIA 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 Association's Purposes.
- 4) Every such determination shall be binding upon the Nelson PIA unless revoked at a Special Meeting as in 19.2 above.

19.0 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 Association 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 **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.

20.0 Winding up

20.1 Process

- 1) The Association 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 Association, 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 Association or remove it from the Register of Incorporated Societies must be passed by a **two-thirds majority** of Members voting.

20.2 Surplus Assets

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 objectives, and
- b) given or transferred to another not-for-profit organisation.