



CONSTITUTION OF ZAMBIANS IN AOTEAROA ASSOCIATION INCORPORATED 2021

INCORPORATION NUMBER:



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PART I

1. PREAMBLE

- 1.1. We, the members of the Zambia in Aotearoa Association Incorporated "Association", to fully realise our purpose, do hereby adopt and establish this Constitution as the guiding instrument of our association.

2. NAME OF ASSOCIATION

- 2.1. The name of the association shall be Zambia in Aotearoa Association Incorporated, hereafter referred to as ("the Association").

3. PURPOSE OF ASSOCIATION

- 3.1. The purpose of the Association shall be to advance the welfare of members through creation of an environment that fosters connections including mentoring new arrivals, enhancing youth leadership capability, supporting establishment of Zambian entrepreneurs, promoting Zambian culture, building relationships with other Zambians across Aotearoa.

4. VISION

- 4.1. The Association's vision is to have a culturally connected, innovative, proactive and prospering community within the wider Aotearoa society, espousing the common aspirations and interests of the members of the Association.

5. MISSION STATEMENT

- 5.1. The Association's mission is to provide information, assistance and opportunities to unite individuals and families of Zambian descent with the wider Aotearoa society and to support establishment of Zambian entrepreneurs.

6. OBJECTIVES OF THE ASSOCIATION

- 6.1. The Association's objectives are as follows:
 - (a) Providing formal representation to all Members of the Association.
 - (b) Providing information and assistance to Zambians in Aotearoa.
 - (c) Providing an environment that fosters connections and builds relationships with other Zambians across Aotearoa through formal and informal networks, communal and social events.
 - (d) Providing a platform where the community can share and transfer positive traditions, cultures and values from generation to generation.

- (e) Supporting the development of Zambian languages, positive cultures and identity within the community.
- (f) Enhancing and celebrating the successes of Zambians in Aotearoa.
- (g) Promoting leadership and talent amongst young people/rangatahi.
- (h) Contributing from a cultural perspective towards the wellbeing and mental health of Zambians through established mainline health providers.
- (i) Providing mentoring and other appropriate support to new Zambian arrivals in Aotearoa.
- (j) Sharing about Zambia (including the Zambian Culture) through events organised by the Association and participation in events sponsored and/or organised by other organisations in Aotearoa.
- (k) Supporting the establishment of Zambian entrepreneurs.
- (l) Fostering cooperation and communication between different ethnic groups resident in Aotearoa, such as by participating in Māori, Pasifika, African and other ethnic/cultural events of interest to the Association.
- (m) Mobilising resources and securing funding for the Association's approved programmes, activities and events.

7. DEFINITIONS

- 7.1. In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- (a) 'Act' means the Incorporated Societies Act 1908 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.
 - (b) '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.
 - (c) 'Chairperson' means the Executive Member responsible for, among other things, overseeing the governance and operations of the Association and chairing General Meetings.
 - (d) 'Deputy Chairperson' means the Executive Member elected or appointed to deputise in the absence of the Chairperson.
 - (e) 'Executive' means the Association's governing body.
 - (f) 'Executive Member' means a member of the Executive, including the Chairperson, Deputy Chairperson - North Island, Deputy Chairperson – South Island, Communications (Protocol) Officer, Executive Member - North Island, Executive Member-South Island, Patron, Secretary, Treasurer, Youth Representative – North Island and Youth Representative – South Island and Committee Member(s).
 - (g) 'Extra Ordinary Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

- (h) 'Interim Executive' means a caretaker Executive that will manage the affairs of the Association during a time of transition or when the Executive is dissolved.
- (i) 'General Meeting' means either an Annual General Meeting or Extraordinary General Meetings of the Association.
- (j) 'Member' means a person properly admitted to the Association who has not ceased to be a member of the Association.
- (k) 'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- (l) 'Patron' means an Ex Officio Member of the Executive.
- (m) 'Register of Interests' means the register of interests of Executive Members kept under this Constitution.
- (n) 'Register of Members' means the register of members kept under this Constitution.
- (o) 'Secretary' means the Executive member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Executive meetings.
- (p) 'Treasurer' means the Executive Member responsible for, among other things, overseeing the finances of the Association.
- (q) 'Youth' means a person between the ages of 18 and 25 years inclusive.
- (r) 'Zambian' means persons of Zambian Descent who hold New Zealand Citizenship, Permanent or Temporary Residency, and are living in New Zealand.

8. ACT AND REGULATIONS

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

PART II

9. THE ASSOCIATION

- 9.1. The Association shall establish an Executive Committee to manage the affairs of the Association (“the Executive”).
- 9.2. The Executive shall have authority to act on behalf of the Association in all matters that are relevant to its mission and objectives.
- 9.3. The Executive shall produce an Action Plan or Strategic document consistent with objectives of the Association and set out activities and responsibilities for implementation.
- 9.4. Only active members shall be eligible to stand for election. The Executive shall confer active membership upon those Members who, in addition to fulfilling the requirements of membership, have paid the annual non-refundable membership subscription fee in full within one month of receipt of invoice or at the Executive’s discretion.
- 9.5. The Executive shall be elected from active Members.
- 9.6. The Executive shall comprise of the Chairperson, Deputy Chairperson - North Island, Deputy Chairperson – South Island, Treasurer, Secretary, Communications (Protocol) Officer, Executive Member - North Island, Executive Member -South Island, Youth Representative – North Island and Youth Representative – South Island and Committee Members (for both North Island and South Island).
- 9.7. The Association shall have a Patron who shall be an Ex Officio Member of the Executive.

10. NON-PROFIT STATUS

- 10.1. The Association is a not-for-profit organisation.
- 10.2. The Association may not operate to make a profit for distribution to its Members.
- 10.3. Any income, benefit or pecuniary advantage must be directed towards the achievement of the objectives of the Association.

11. QUALIFICATIONS

- 11.1. Prior to election or appointment, every Executive Member must consent in writing to be an Executive Member and certify in writing that they are not disqualified from being appointed or holding office as an Executive Member by this Constitution or the Act.
- 11.2. A person is disqualified from being appointed or holding office as an Executive Member if he or she is:
 - (a) an undischarged bankrupt;
 - (b) prohibited from being an officer of an incorporated society under the new Incorporated Societies Act;
 - (c) prohibited from being a director or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993 (or their successors);
 - (d) an individual who is subject to a property order made under the Protection of Personal and Property Rights Act 1988; or

- (e) an individual who does not comply with any qualifications for officers contained in the constitution.

12. FIRST INTERIM EXECUTIVE

- 12.1. The first Interim Executive's main objective is to register the Association. Following registration of the Association, the Interim Executive will function as a caretaker Executive and shall also have the same authority provided by the Constitution until the duly elected Executive takes office.
- 12.2. The Interim Executive will continue to function until the Executive is elected at an Annual General Meeting (AGM) or Extraordinary General Meeting
- 12.3. The Executive elect shall be deemed to have effectively taken office from the date of elections.

13. NOMINATION OF THE EXECUTIVE

- 13.1. All Executive Members shall be elected at an Annual General Meeting (AGM) or Extraordinary General Meetings (EGM) and shall take office immediately.
- 13.2. Only active Members who meet the criteria in 25.2 and who are at least 18 (eighteen) years old are eligible to be nominated for election to the Executive.
- 13.3. Nominations for vacant positions of the Executive shall take place prior to the Annual General Meeting (AGM) or Extraordinary General Meetings (EGM), within three (3) calendar months before the elections.
- 13.4. Active Members of the Association can:
 - (a) Self-nominate for any position in the Executive provided they meet requirements of sections 25, 26.4 and any other relevant provisions of the Association's Constitution.
 - (b) Nominate another active Member. The nominated Member must meet requirements of sections 25, 26.4 and any other relevant provisions of the Association's Constitution.
- 13.5. All Executive Members shall be elected by a simple majority of votes cast. If no candidate for an office receives a majority of the votes cast, then only the top two candidates will be placed on a second ballot for that office until a majority is reached.

14. TERM OF OFFICE

- 14.1. The term for holding office as an Executive Member shall be two (2) years and will not exceed two concurrent terms. Executive Members whose term has come to an end shall qualify for re-election provided they meet requirements of section 25, and 26.4. However, if such a Member has exceeded the two concurrent terms requirement, then that Member/s shall be required to take a break for a full term of office before seeking re-election, irrespective of position served or intended for re-election.
- 14.2. The Executive Members elected at EGM shall complete the term of office of the dissolved Executive and the remaining tenure of the dissolved Executive shall count towards the first term of the Executive.
- 14.3. The Executive Members shall seek re-election at the scheduled end of term of office elections.

- 14.4. Retiring or previous Executive Members or Executive Members whose term has come to an end shall be eligible for re-election provided they comply with section 14.1, 26.4 and any other relevant provisions of the Association's Constitution.
- 14.5. One of the remaining Executive Members may be appointed to execute the duties of the Executive Member who has resigned as agreed by the Executive.
- 14.6. In the event of the Chairperson resigning, the Deputy Chairperson – North Island or Deputy Chairperson – South Island shall act as Chairperson following a vote by the Executive Members.

15. CESSATION OF EXECUTIVE MEMBERSHIP

- 15.1. An Executive Member shall be deemed to have ceased to be an Executive Member if that person ceases to be a Member.
- 15.2. Any Executive Member wishing to resign shall be required to submit a letter of resignation to the Chairperson giving a notice period of one calendar month. The Chairperson shall submit a resignation letter to the Secretary, who will inform the Executive.
- 15.3. An Executive Member shall be deemed to have ceased to be an Executive Member if that person is removed from office according to requirements of section 16.
- 15.4. The former Executive Member is required to deliver to the Secretary all books, papers and other property of the Association held by that Member.

16. REMOVAL OF EXECUTIVE OFFICERS FROM OFFICE

- 16.1. The Association shall review the membership of and/or suspend or remove an Executive Member or entire Executive for gross violation of the stipulated Code of Conduct and Ethics at an Extraordinary Meeting, subject to the matter being on the agenda for a meeting notified by notice as stipulated in the Constitution. The Association Members and the Executive shall be subject to the Code of Conduct and Ethics regulations subject to special discretion for example, individuals whose membership is through parents and guardians such as children unless a case of negligence is established.
- 16.2. Where a complaint is made about the actions or inaction of an Executive Member (and not in the Executive Member's capacity as a Member of the Association) the following steps shall be taken:
 - (a) The Executive Member who is the subject of the complaint, must be advised of all details of the complaint.
 - (b) The Executive Member who is the subject of the complaint, must be given adequate time, at least four weeks, to prepare a response.
 - (c) The complainant and the Executive Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Executive (excluding the Executive Member who is the subject of the complaint) if it considers that an oral hearing is required.
 - (d) Any oral hearing shall be held by the Executive (excluding the Executive Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive (excluding the Executive Member who is the subject of the complaint).

- 16.3. If the complaint is upheld the Executive Member may be removed from the Executive by a resolution of the Executive or of a General Meeting, in either case passed by a 75 percent majority of those present and voting.

17. DISSOLUTION OF EXECUTIVE

- 17.1. The Executive may be dissolved or removed from office by a vote of no confidence at an Extraordinary General Meeting, if 75 percent of active Members sign a motion to this effect and deliver the motion to the Executive. The extraordinary meeting must be held within 28 working days of the motion being received by the Executive.
- 17.2. When the Executive is dissolved under this section, an Interim Executive (“the Interim Executive”) shall be established within thirty (30) days. Where the Executive is dissolved in accordance with section 17.1, the Patron shall manage the Association on an interim basis with the sole purpose of organising an Extraordinary General Meeting for election of a new Executive. The Patron in this interim role shall only be able to perform limited duties of the Executive to enable the Association to function normally.
- 17.3. The Executive Members elected at EGM shall complete the term of office of the dissolved Executive and the remaining tenure of the dissolved Executive shall count towards the first term of the interim Executive.
- 17.4. The interim Executive Members may seek re-election at the scheduled end of term of office.
- 17.5. The Interim Executive arising from elections held in accordance with section 17.2 shall have the powers and authority as stipulated in section 12.1
- 17.6. The Executive has the authority to appoint or dis-appoint a sub-committee(s) or group(s) and may terminate any sub-committee(s) or group(s) working on behalf of the Association at its discretion through a majority vote of the Executive. Termination of appointed sub-committee(s) or group(s) may take place after a notice period of one calendar month.
- 17.7. The Executive may terminate any individual, group or legal entity working on behalf of the Association at short notice where it is in the interest of the Association to do so.

PART III

18. ROLES OF THE OFFICERS

- 18.1. The Chairperson shall be responsible for:
 - (a) Leading and supporting the Executive to ensure that the Association is operating in the best interests of all its members.
 - (b) Acting as the official representative of the Association at national and international meetings, engagements, and related events.
 - (c) Legal delegation to act on behalf of the Association and signing of official documents.
 - (d) Chairing all meetings, preparing the respective agenda, and ensuring the success of the activities of the Association.
 - (e) Securing, and maintaining sponsorships from approved individuals, groups and organisations.
 - (f) Publishing an annual report addressed to Association Members and any interested parties.
- 18.2. The Deputy Chairperson - North Island shall be responsible for:
 - (a) Taking up the duties attached to the Chairperson's role if the Chairperson is unavailable to do so, and as may be delegated by the Chairperson.
 - (b) Acting as representative for the Association at the North Island local level.
 - (c) Additionally, the Deputy Chairperson - North Island shall be the first contact person for North Island Members.
- 18.3. The Deputy Chairperson - South Island shall be responsible for:
 - (a) Taking up the duties attached to the Chairperson's role if the Chairperson is unavailable to do so, and as may be delegated by the Chairperson.
 - (b) Acting as representatives for the Association at the South Island local level.
 - (c) Additionally, the Deputy Chairperson - South Island shall be the first contact person for South Island Members.
- 18.4. The Patron shall be responsible for:
 - (a) Giving guidance to the Executive to ensure it stays true to its core values and mission.
 - (b) Giving advice to the Chairperson and Executive on certain issues as may be required from time to time.
 - (c) Assisting the Chairperson to establish links with major Aotearoa cultural, civic and political leaders.
 - (d) Being the voice of conscience for the Association.
- 18.5. The Treasurer shall be responsible for:
 - (a) All the financial affairs of the Association.
 - (b) Preparing the annual budget.
 - (c) Approving Executive budgets.

- (d) Keeping records of financial transactions.
 - (e) Making applications for financial grants to the relevant government or quasi government departments, appropriate organisations and general fundraising.
 - (f) Overall financial viability of the Association.
 - (g) Preparing financial reports and ensuring the timely audit of financial statements for the Association.
- 18.6. The Secretary shall be the:
- (a) Administrative manager of the Association.
 - (b) Custodian of the Association's Constitution.
 - (c) Custodian of the membership register.
 - (d) Responsible for taking and producing minutes for the Executive meetings, timely dissemination and keeping record of any business activities of the Association.
 - (e) Organising the AGM, EGM, and Executive meetings.
 - (f) Providing general support to the Chairperson and other Executive Members.
- 18.7. Communications (Protocol) Officer is responsible for:
- (a) Maintaining the Association website and social media accounts, including but not limited to Facebook and WhatsApp.
 - (b) Creating and posting relevant content to the Association website and social media pages.
 - (c) Communicating Executive decisions to the Members of the Association.
 - (d) Working with the Chairman, Secretary and other Executive Members as required.
- 18.8. Youth Representative (1 North Island and 1 South Island) shall be responsible for:
- (a) Providing a youth voice and youth perspective on ideas and decision-making processes of the Association.
 - (b) Seeking youth engagement.
 - (c) The Youth Representative must be aged 18 and 25 years (inclusively).
- 18.9. Executive Committee Member (s) (for both North Island and South Island) shall be responsible for:
- (a) Ensuring that the Executive's work and recommendations are in keeping with the general Association's Vision, Mission, Objectives and Goals.
 - (b) Developing knowledge about or advancing interest of the Association's Vision, Mission, Objectives and Goals.
 - (c) Providing guidance on the Association's practices, policies and procedure (including the legal and compliance obligations of running the Association).
 - (d) Liaison with the Chairperson, by ensuring all complaints and disputes are immediately investigated and responded to according to the Association's policies and procedures.
 - (e) Undertaking tasks at the request of the chairperson or the Executive.

19. OFFICERS OF THE ASSOCIATION

- 19.1. Executive Members are non-paid officers of the Association. However, at the discretion of the Executive, the Association may reimburse an Executive Member for expenses that they have reasonably incurred while executing their duties.
- 19.2. Any income that the Executive Member receives in their capacity as an officer of the Association belongs to the Association.
- 19.3. The Executive may establish paid positions for purposes of operating the Association.
- 19.4. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

20. MEETINGS OF EXECUTIVE

- 20.1. The Executive shall hold meetings as necessary, but it will be a requirement for the Executive to meet at least three (3) times in a year.
- 20.2. The quorum for any meeting of the Executive shall be 66 percent of its Members.
- 20.3. The Chairperson shall be responsible for convening meetings of the Executive.
- 20.4. The Executive shall arrive at decisions by consensus. Where consensus fails, the Chairperson shall put the decision to a vote by Executive Members with a simple majority carrying the motion through. In the case of a tie during voting, the Chairperson shall cast the deciding vote.
- 20.5. The Secretary shall take the minutes of the Executive meetings and shall be responsible for their preparation and dissemination (including minutes of AGM or EGM).
- 20.6. Executive Members shall be required to declare interest for any business or official dealings with the Association where such dealings are of an individual's financial gain and/or have potential to advantage or disadvantage the parties involved in the business.
- 20.7. The Executive shall, where necessary, invite individuals, organisations, and other bodies to meetings to consider their views and opinions on certain matters. Those invited shall have no decision-making powers.
- 20.8. The Executive may call an Extraordinary General Meeting to discuss an urgent matter. The Secretary shall give all Members 10 days' notice of any Extraordinary General Meeting together with notice of the business to be discussed.

21. SUB-COMMITTEE

- 21.1. The Executive shall have power to appoint sub-committees to achieve a special objective(s) ("Association sub-committee"). Unless otherwise resolved by the Executive:
 - (a) The quorum of every sub-committee is half the Members of the sub-committee,
 - (b) No 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 of the Executive.
 - (d) A sub-committee must not further delegate any of its powers.

22. CONFLICT OF INTEREST

- 22.1. An Executive Member and/or of a sub-committee is interested in a matter if the Executive Member and/or sub-committee:
- (a) May obtain a financial benefit from the matter; or
 - (b) Is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (c) May have a financial interest in a person to whom the matter relates; or
 - (d) Is a partner, director, Executive Member and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- 22.2. However, an Executive Member and/or sub-committee is not interested in a matter,
- (a) Merely because the Executive Member and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - (b) If the Executive's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
 - (c) if the Executive Member's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Executive Member in carrying out the Executive Member's and/or sub-committee's responsibilities under the Act or the Constitution; or
 - (d) If the Executive Member and/or sub-committee is a member of the committee of a union and the Executive Member's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 22.3. An Executive Member and/or sub-committee who is interested in a matter relating to 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 Executive and/or sub-committee; and
 - (b) In a Conflict-of-Interest register kept by the Executive.
- 22.4. Disclosure must be made as soon as practicable after the Executive Member and/or sub-committee becomes aware that they are interested in the matter.
- 22.5. An Executive Member and/or sub-committee who is interested in a matter,
- (a) Must not vote or take part in the decision of the Executive 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 Executive and/or sub-committee relating to the matter and be present at the time of the decision of the Executive and/or sub-committee (unless the Executive and/or sub-committee decides otherwise).

- 22.6. However, an Executive Member and/or 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.
- 22.7. Where 50 percent or more of Executive Members 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 Members agree otherwise, and 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 Executive shall consider and determine the matter.

23. ELECTIONS COUNCIL

- 23.1. The Executive shall appoint three Members from the active Members of the Association who are not Members of the Executive, and do not wish to seek election to the Executive at the scheduled election, to receive nominations and conduct elections to the Executive, either at the AGM or EGM. This body shall be known as the Elections Council.
- 23.2. Members appointed to the Elections Council shall commence their duties immediately after the appointment.
- 23.3. The Elections Council shall receive nominations for election of Executive Members within three (3) months from the date of the actual elections.
- 23.4. Members of the Elections Council shall cease to hold office when the new Executive is ushered into office and seen to have commenced their work.

24. REPRESENTATION OF THE ASSOCIATION

- 24.1. Unless expressly authorised, in writing, no person shall act or perform any duty or function in the name of the Association.
- 24.2. The Chairperson, and when requested, the Association Patron, Secretary and Treasurer can speak on behalf of the Association, with the Communication (Protocol) Officer as the Chief Spokesperson. All views expressed by the Communication (Protocol) Officer must be approved by the Chairperson. Other views expressed by any other person are personal and do not reflect the official position of the Association.
- 24.3. Any project intended to be undertaken under the Association must be approved by the Executive, which shall appoint some Members to run or oversee the project.
- 24.4. Where the Association is planning and organising a major event, approval shall be made by the Executive.
- 24.5. Organisers of major events shall be accountable to the Treasurer.

PART IV

25. MEMBERSHIP OF THE ASSOCIATION

- 25.1. The Association shall maintain the minimum number of Members required by the Act.
- 25.2. All Members of the Association will be subject to the Code of Conduct and Ethics as stipulated in section 45 of this Constitution.
- 25.3. The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
 - (a) An individual of Zambian descent and/or a person who is a spouse or ex-spouse of any person of Zambian descent and /or a person who is a child or dependant(s) (aged less than 16 years) of any person of Zambian descent.
 - (b) An individual who meets criteria in 25.2.
 - (c) Association membership will have no age restrictions.
 - (d) A Member who meets criteria in 25.2 and is at least 16 years shall qualify to vote at the Annual General Meeting (AGM) or Extraordinary General Meetings (EGM) subject to requirements of 29.2
 - (e) Any individual or person or special interest group who are duly admitted by the Executive.

26. ADMISSION TO MEMBERSHIP

- 26.1. Every applicant for membership must consent in writing to becoming a member.
- 26.2. A family may register for membership provided they meet criteria in 25.2.
- 26.3. Family membership shall consist of parent(s) or guardian(s) and any child, children or dependant(s) aged less than 16 years.
- 26.4. Anyone who is admitted to membership of the Association is required to comply with the Code of Conduct and Ethics of the Association.

27. PROCESS OF ACQUIRING MEMBERSHIP

- 27.1. An applicant for membership must complete and sign any application form, supply any information, as required by the Executive.
- 27.2. The Executive may accept or decline an application for membership. The Executive must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 27.3. The Executive shall have complete discretion when it decides whether or not to allow the applicant to become a Member. The Executive shall advise the applicant of its decision, and that decision shall be final.

28. OBLIGATION AND RIGHTS OF MEMBERSHIP

- 28.1. 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.
- 28.2. Subject to not owing any subscription fees or equivalent to the Association, any person who is a bonafide and active Member of the Association and at least (18) eighteen years old, may be nominated and elected to any vacant position of the Executive.
- 28.3. All Members (including Executive Members) shall promote the interests and purposes of the Association and shall do nothing to bring the Association into disrepute.

29. SUBSCRIPTIONS AND FEES

- 29.1. Registered Members aged at least sixteen (16) years shall be required to pay an annual non-refundable membership subscription fee. Subscription fees shall be set at the Annual General Meeting. The Executive at its discretion, may waive subscription fees where a Member is facing financial difficulties or stressful situations.
- 29.2. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, if all subscriptions and any other fees have been paid to the Association by due date.
- 29.3. Any Member failing to pay the annual subscription (including any periodic payment), within two calendar months 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 until all the arrears are paid. If such arrears are not paid within 6 months of the due date for payment of the subscription, any other fees, the Executive may terminate the Member's membership (without being required to give prior notice to that Member).
- 29.4. Active membership in the Association shall be conferred upon those Members who, in addition to the above requirements, have paid the annual non-refundable membership subscription fee in full within one month of receipt of invoice or at the Executive's discretion.

30. CEASING MEMBERSHIP

- 30.1. A Member ceases to be a member:
 - (a) On death; or
 - (b) By the Member giving one month notice in writing, to that effect, to the Executive; or
 - (c) By a Member committing acts which are contrary to the Association's objectives and mission thereby bringing the name of the Association into disrepute including violation of the Code of Conduct and Ethics of the Association; or
 - (d) on termination of a Member's membership following a dispute resolution process under these Rules.
- 30.2. With effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in the notice of resignation, or termination of membership following a dispute resolution process under this Constitution.

31. OBLIGATION ON RESIGNATION

- 31.1. A Member who resigns or whose membership is terminated under the Constitution:
- (a) Remains liable to pay all subscriptions and other fees to the Association's next balance date.
 - (b) Shall cease to hold himself or herself out as a Member of the Association, and
 - (c) Shall return to the Association's all material provided to Members by the Association.
 - (d) Shall cease to be entitled to any of the rights of an Association Member.

32. RE-APPLICATION FOR MEMBERSHIP

- 32.1. Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Executive.
- 32.2. However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Executive.

33. REGISTER OF MEMBERS

- 33.1. A register of Members shall be kept at the registered office of the Association and shall be updated at least annually at the Annual General Meeting. More frequent updates can be made by written request to the Secretary.
- 33.2. The register will record the Member's name, contact details, the date they became a Member, occupation and any other information required by this Constitution or prescribed by Regulations under the Act.
- 33.3. Every Member shall promptly advise the Secretary of any change of their contact details.

34. ACCESS TO REGISTER OF MEMBERS

- 34.1. With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Executive Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

35. REGISTER OF INTEREST

- 35.1. The Secretary shall at all times maintain an up-to-date register of the conflict of interests disclosed by Executive Members.

36. ACCESS TO OTHER INFORMATION

- 36.1. A Member may at any time make a written request to the Association for information held by the Association.
- 36.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

- 36.3. 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.
- 36.4. 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.
- 36.5. 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.
- 36.6. Nothing in this Constitution limits Information Privacy Principle 6 of the Privacy Act 1993.

37. MEETINGS OF THE ASSOCIATION

- 37.1. Ordinary meetings of the Association will be held at least twice (2) every year.
- 37.2. Members can attend meetings physically or via teleconference.
- 37.3. Where it is not possible to conduct business activities of the AGM virtually, those activities will be postponed to a time when a physical (face-to-face) meeting is possible.
- 37.4. Where possible, the Annual General Meeting of the Association is required to take place in October during Labour Day Weekend in Aotearoa.

- 37.5. For meetings of the Association, 66 percent of the number of active Members (who regularly attend meetings as shown in the Attendance Register) will comprise a quorum. Active membership will be conferred by the Executive.
- 37.6. If any Member wishes for an item to be raised at the meeting, this must be communicated to any of the Executive Members, and the Executive shall have the final decision on what matters to appear on the agenda.
- 37.7. Extraordinary meetings can be called if 75 percent of the number of active Members (who regularly attend meetings as shown in the Attendance Register) sign a motion to this effect and deliver the motion to the Executive. The extraordinary meeting must be held within 28 working days of the motion being received by the Executive.
- 37.8. Any decision shall be passed by a vote of at least 51 percent of the quorum through a secret ballot.
- 37.9. Minutes of all meetings of Executive, Association or Association sub-groups must be submitted to the Executive within five (5) days of the meeting being held.
- 37.10. The Executive shall publish minutes as required to the Members through the Association's official communication channels including Facebook page and/or Association WhatsApp platform.
- 37.11. Executive meeting minutes can be sent to Members on request. These minutes may be redacted to protect sensitive information.

PART V

38. FINANCIAL MATTERS

- 38.1. The Executive shall keep financial records and related support documents for all funds received and spent by the Association.
- 38.2. The Association shall maintain bank account(s), which shall have three Executive Members as signatories.
- 38.3. Any two signatories shall be sufficient to withdraw funds from the Association's bank account(s).
- 38.4. The books of accounts must be kept at a registered office of the Association or at such other places that the Executive may approve and must be available for inspection at every ordinary meeting of the Association.
- 38.5. The Association's financial year will be from 1 July to 30 June.
- 38.6. At every Annual General Meeting, the following audited financial statements ("The Statements") shall be presented to the Members for adoption.:
 - (a) Income Statement for the year ended 30 June.
 - (b) Statement of Cashflows for the year ended 30 June; and
 - (c) Balance Sheet as at 30 June.
- 38.7. The statements shall be sent to the Members at least a month before Annual General Meeting or Extraordinary Meeting where an EGM has been called for purposes of reviewing financial statements.
- 38.8. The Association must act in a prudent manner and with integrity that respects and promotes the principles of value for money, economy, efficiency, and effectiveness.
- 38.9. Any payments made to a Member of the Association, or a person associated with a Member, must be for the acquisition of goods or services that advance the Association's mission.

39. SEAL

- 39.1. There shall be a common seal of the Association.
- 39.2. The officers of the Association must provide for the safe custody of the seal of the Association.
- 39.3. The Chairperson, Secretary or Treasurer, shall sign every instrument to which the seal of the Association is affixed, and the seal must be affixed in the presence of either of them.
- 39.4. In the absence of the Chairperson, Treasurer or Secretary, with approval from the Executive, any two Executive Members shall sign every instrument to which the seal of the Association is affixed.

40. NOTICES

- 40.1. A notice may be given by the Association to any Member in person, by email or post in a prepaid envelope addressed to the Member at his or her known residential address.

- 40.2. Where the notice is sent, the service of notice is deemed to have been effected at the expiration of 72 hours after sending or posting the notice.

41. REGISTERED ADDRESS OF ASSOCIATION

- 41.1. The Registered Office of the Association shall be at such place in Aotearoa as the Executive from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

42. CHANGES TO THE CONSTITUTION

- 42.1. An extraordinary meeting, for the purposes of amending the Constitution, shall be called if 75 percent of registered active Members sign a motion to repeal the Constitution or make amendments to it and deliver the motion to the Executive. This clause shall apply if the Executive is initiating the call for an extraordinary meeting for this purpose.
- 42.2. Initiators of changes should channel the process through the Secretary of the Association, who, upon approval by the Executive shall proceed to circulate the motion to all Members of the Association by the most appropriate means and obtain their vote on the motion.
- 42.3. The extraordinary general meeting must be held within thirty (30) working days of the motion being served.
- 42.4. Any decision to amend the Constitution shall be passed by a vote of at least 75 percent through a secret ballot.
- 42.5. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be which affect the tax-exemption status/not-for-profit status. 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.

43. DISPUTE SETTLEMENT

- 43.1. Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- 43.2. The complainant raising a grievance or complaint, and the Executive, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration.
- 43.3. Where mediation is agreed on, the parties will refer the matter to a mediator agreed to by the parties seeking mediation or, failing agreement on mediation, to the Association Patron will sign a suitable mediation agreement.
- 43.4. Where the dispute is not resolved within sixty (60) working days of the commencement of mediation, the Members may agree to seek services of an arbitrator.
- 43.5. The arbitrator will be agreed to by the parties. The arbitrator shall be independent from any Members seeking arbitration.
- 43.6. Disputes submitted to arbitration will be conducted in accordance with the provisions of the Arbitration Act 1996.

- 43.7. Any information or documents obtained through, or a part of, mediation or arbitration will not be used for any purpose other than the settlement of the dispute under these clauses.
- 43.8. Arbitration proceedings shall be confidential.

44. CONTACT PERSON

- 44.1. The Association's Contact Officer must be:
- (a) At least 18 years of age, and
 - (b) An Executive Member, and
 - (c) At all times be resident in New Zealand, and
 - (d) Not disqualified under the Statute from holding that office.
- 44.2. Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 10 Working days of that change occurring, or the Association becoming aware of the change.

PART VI

45. CODE OF CONDUCT AND ETHICS

- 45.1. All admitted members are expected to adhere to the following code of conduct or principles:
- (a) Honour - Members shall abide by values of this Code of Conduct and Ethics.
 - (b) Commitment – Members shall adhere to the Vision, Mission, Objectives and Goals of the Association.
 - (c) Diligence – Members shall use their best endeavours to attend and prepare for meetings as required. Members are expected to have free and frank discussions and bring their respective knowledge, professional perspective and skills to activities of the Association.
 - (d) Conflicts of Interest – Any actual, potential or perceived conflict of interest shall be declared immediately to the Chairman or the Executive.
 - (e) Corporate opportunities – Any Executive Member shall not exploit any opportunity that is discovered through access to information obtained because of their role as an Executive Member for their own personal gain or that of their family except where such opportunities become public knowledge and so available to the general membership as well.
 - (f) Transparency – All information shall be communicated in a manner that is open, timely, precise and easily understandable.
 - (g) Fair Dealing – Members shall deal fairly with each other and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.
 - (h) Advocacy – Members shall actively promote the objectives and principles of the Association and should be encouraged to participate in meetings with the aim of reaching an outcome that is acceptable to all Members.
 - (i) Integrity and Conduct – Members shall act with integrity and accurately represent the Association so as to avoid bringing the name of the Association into disrepute.
 - (j) Alternative obligations – Any alternative rules or statutes that govern Members' standards of conduct shall continue to do so, however in any case of conflicting duties the Chair must be notified as soon as reasonably possible.

PART VII

46. CESSATION OF THE ASSOCIATION

46.1. The Association shall cease operations:

- (a) if the operations of the association become ultra vires to the laws of New Zealand
- (b) if the association becomes bankrupt
- (c) if the association's purpose is no longer valid. This clause shall be subject to 75 percent vote by members in support of the dissolution. A motion can be moved by a member of the association and such motion brought to the Executive through the Secretary. An Extra ordinary general meeting shall be held as provided by clause 42.3.

46.2. On winding up or dissolution of the association, any surplus funds or assets shall not be paid or distributed to any members or individual but shall be:

- (a) applied in line with association's objectives, or
- (b) given or transferred to another not-for-profit organisation.